

To

29th May 2026

Manager - Listing Compliance

National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol: KOTARISUG

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In connection with the above application, please note below:

Part-A

S. No.	Particulars	Yes / No / Not Applicable	Remarks	Annexure (Document Provided)
1	In case of Demerger, apportionment of losses of the listed company among the companies involved in the scheme.	Not Applicable	This is Scheme of Amalgamation	
2	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the ~~demerged undertaking~~ / Transferor Company certified by Chartered Accountant (CA).	Yes	The Details certified by the Chartered Accountant (CA) is enclosed	29(A)
3	Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	No	No such type of arrangement or agreement	



Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
CST No. 24518 dt. 26-06-1961
GSTIN : 33AABCK2495F1ZP

S. No.	Particulars	Yes / No / Not Applicable	Remarks	Annexure (Document Provided)
4	In the cases of capital reduction/reorganization of capital of the Company, reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.	Not Applicable		
5	In the cases of capital reduction/reorganization of capital of the Company, built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.	Not Applicable		
6	In the cases of capital reduction/reorganization of capital of the Company, nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.	Not Applicable		
7	In the cases of capital reduction/reorganization of capital of the Company, the built up of the accumulated losses over the years, certified by CA.	Not Applicable		
8	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Yes	Accounting treatment, certified by CA is enclosed	29(B)
9	In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage, in case of composite scheme.	Not Applicable		
10	Whether the Board of the company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof. If not, provide the reasons thereof.	Not Applicable		
11	List of comparable companies considered for comparable companies' multiple method.	Not Applicable		
12	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	No	There is no unlisted company involved. Both the Companies involved are already listed in NSE	However the Share Capital built-up of both the listed Companies (Transferor & Transferee) are enclosed in Annexure 29(C)



Sugar Units :

Unit - J : Kattur Post : 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1950PLC004310
TIN No. : 33780460019 dt 1-1-2007
CST No. 24518 dt. 26-06-1961
GSTIN : 33AABGK2495F1ZP

S. No.	Particulars	Yes / No / Not Applicable	Remarks	Annexure (Document Provided)
13	Any action taken / pending by Govt./Regulatory body / Agency against all the entities involved in the scheme. Further, kindly confirm its impact on the scheme, if any.	Not Applicable	No action taken / pending by Govt. / Regulatory body / Agency	Confirmation Letter is enclosed in Annexure 29(D)
14	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	Not Applicable	This is Scheme of Amalgamation	
15	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.	Yes	Enclosed the detailed rationale	29 (E)
16	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	Not Applicable	This is Scheme of Amalgamation	
17	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	Yes	Enclosed the benefits to the Public Shareholders	29 (F)
18	Tax/other liability/benefit arising to the entities involved in the scheme, if any.	Yes	Enclosed a letter on this	29 (G)
19	Comments of the Company on the Accounting treatment specified in the scheme to confirm whether it is in compliance with the Accounting Standards/Indian Accounting Standards.	Yes	Enclosed Comments of the Company on the Accounting treatment	29 (H)
20	If the Income Approach method used in the Valuation, revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	Yes	Valuation workings includes all these details	29(I)
21	Confirmation from valuer that the valuation done in the scheme is in accordance with applicable valuation standards.	Yes	Refer to the Joint Valuation Report page no.3	Annexure 3-A
22	Confirmation from Company that the scheme is in compliance with the applicable securities laws.	Yes	Enclosed confirmation letter	29(J)



Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451

Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
GST No. 24518 dt. 26-06-1981
GSTIN : 33AABCK2495F1ZP

S. No.	Particulars	Yes / No / Not Applicable	Remarks	Annexure (Document Provided)
23	Confirmation that the arrangement proposed in the scheme is yet to be executed.	Yes	Enclosed confirmation letter	29(K)
24	Details of adjustments made to financials of resulting company/merged entity due to scheme	Not Applicable		
25	All documents mentioned in the checklist (Annexure II)	Yes	Enclosed	
26	Complaint report as on date of sending NOC to SEBI for comments along with gist of all the complaints received, resolved and pending	Not Applicable	This would be submitted to the NSE within 7 days after the 21 days expires post filing the Application with NSE	
27	In case of amalgamation - a. Details of assets and liabilities that are being transferred to resulting company b. Provisional post-merger balance sheet of resulting company c. Details of adjustments made to financials of resulting company due to scheme d. Details of EBIDTA, Revenue, PAT in percentage and value terms for the last 5 years of both transferor and transferee companies.	Yes	Enclosed	29(L)
28	If there is any reclassification of promoters pursuant to scheme, Exchange may ask for an undertaking from the company that the reclassification is in compliance with the Companies Act, ICDR Regulations and any other applicable laws.	No	There is no reclassification of Promoters pursuant to Scheme	



Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707. Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1980PLC004310
TIN No. : 33780460019 dt 1-1-2007
CST No. 24518 dt. 26-06-1961
GSTIN : 33AABCK2495F1ZP

No. 18A, 1st Floor, Plot No. 5, Balaiah Avenue, Luz,
Mylapore, Chennai – 600 004. Email: chennai@pchandrasekar.com

Independent Auditor's Certificate on pre-scheme and post-scheme details of assets, liabilities, revenue and net worth as at March 31, 2026

To,

The Board of Directors,
Kothari Sugars and Chemicals Limited
Kothari Buildings,
115 Mahatma Gandhi Salai,
Nungambakkam,
Chennai, India 600034.

Dear Sirs,

1. This Certificate is issued at the request of **Kothari Sugars and Chemicals Limited** (hereinafter the "Transferor Company").
2. Board of Directors of M/s. Kothari Sugars and Chemicals Limited at their meeting held on May 19, 2026, has approved Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" / "Transferor Company") with Kothari Petrochemicals Limited ("KPL" / "Transferee Company") and their respective shareholders and creditors ('Scheme'), in terms of the provisions of Section(s) 230 to 232 and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder.
3. In this regard, We, P. Chandrasekar LLP, Chartered Accountants, have been requested by the management of the Company to provide a reasonable assurance in regard to the pre-scheme and post-scheme details of assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 of the Transferor Company as set out in paragraph 7 below.
4. The Statement of pre-scheme and post-scheme details of assets, liabilities, revenue and net worth as at and for the year ended March 31, 2026 of the Transferor Company, enclosed in Annexure-I (hereinafter the "Statement") has been prepared by the management of the Company, which we have initialled for identification purposes only.

Management's Responsibility

5. The preparation of Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. The Management of the Company is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and provide relevant information to the National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authority in connection with the Scheme.



Independent Practitioner's Responsibility

7. Our responsibility to provide a reasonable assurance, in regard to the Statement, whether:
 - (i) The amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 of the Transferor Company have been accurately extracted from the audited standalone Ind AS financial statements of the Company;
 - (ii) The Net Worth has been computed in terms of the definition as per regulation 2(1)(s) of the SEBI Listing Regulations read with sub-section (57) of section 2 of the Companies Act, 2013; and
 - (iii) The computation of pre-scheme assets, liabilities, net worth and revenue of Transferor Company is arithmetically correct.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria as mentioned in paragraph 7 above. The procedures selected depend on the professional judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Statement:
 - a) Obtained the audited Ind AS financial statements of the Transferor Company as at and for the year ended March 31, 2026;
 - b) Traced and agreed the amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026, of the Transferor Company to the audited Ind AS financial statements of the Transferor Company;
 - c) Obtained and read the Scheme and the proposed accounting treatment as specified in clause 16 of the Scheme;
 - d) Tested the arithmetical accuracy of the Statement;
 - e) Performed necessary inquiries with the management and obtained necessary representations.
9. As per clause 16.9 of the Scheme, the Transferor Company is dissolved from the date the scheme comes into effect and consequently no accounting treatment is required. Therefore, we have not performed any other procedures in this regard.
10. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC-1), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
12. We have not carried out an audit of the statement, and our procedures are limited to the verification of information as detailed in the above paragraph.



Opinion

13. Based on the procedures performed by us as referred to in the paragraphs above and according to the information, explanations and management representations received by us, in regard to the Statement, we are of the opinion:
- (i) The amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 of the Transferor Company have been accurately extracted from the audited Ind AS financial statements of the respective Company;
 - (ii) The Net Worth has been computed in terms of definition as per regulation 2(1)(s) of the SEBI regulations read with sub-section (57) of section 2 of the Companies Act; and
 - (iii) The computation of pre-scheme assets, liabilities, net worth and revenue of Transferor Company is arithmetically correct.

Restriction on Use

14. This certificate has been issued at the request of the management of the Company and is addressed to and provided to the Board of Directors, for onwards submission to National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authority in connection with the Scheme and should not be used for any other person or purpose or distributed to anyone or referred to in any document without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come.

For P. Chandrasekar LLP

Chartered Accountants

Firm Regn. No.: 000580S/S200066.



Raghavendhar Sekhar

Partner

M.No: 244016

UDIN: 26244016ZCHSS8766



Place: Chennai

Date: May 19, 2026

Annexure-I

Details of assets, liabilities, revenue and net worth as at March 31, 2026 of the Kothari Sugars and Chemicals Limited ("KSCL" / "Transferor Company") pre-scheme of amalgamation

KOTHARI SUGARS AND CHEMICALS LIMITED
("Transferor Company")

(INR lakhs)

Particulars	Pre-Scheme	Post Scheme
Property, plant and equipment, intangible assets, capital work-in-progress, investment property and right of use assets	16,434.50	Refer Note 2 below
Non-Current Financial Assets	1,796.88	
Other Non Current Assets	15.64	
Total Non-Current Assets	18,247.02	
Inventories	11,819.68	
Current Financial Assets - Investments, Trade Receivables, Cash and Bank Balance, Other Financial Assets	12,381.65	
Current tax assets (Net)	48.10	
Other current Assets	2,077.15	
Total Current Assets	26,326.58	
Total Assets	44,573.60	
Non Current Financial Liabilities	56.83	
Deferred Tax Liabilities	2,596.46	
Total Non-Current Liabilities	2,653.29	
Current Financial Liabilities - Borrowings, Lease Liabilities, Trade Payables and other financial liabilities	11,499.37	
Short Term Provisions	642.43	
Other Current Liabilities	216.10	
Total Current Liabilities	12,357.90	
Total Liabilities	15,011.19	
Net Worth	29,562.41	
Revenue from Operations	24,678.07	



Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II : Sathamangalam Village, Vetriyur Post : 621 707. Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
CST No. 24518 dt. 26-06-1961
GSTIN : 33AABCK2495F1ZP

Notes

1. Write up on History of Company

Kothari Sugars And Chemicals Ltd., a part of the HC Kothari Group, was established in the year 1961 with a sugar mill in Kattur village of Trichy District. Kothari Sugars, the pioneers in the manufacturing of sugar, now has two sugar units in Tamil Nadu, one at Kattur and another at Sathamangalam village. In addition to sugar manufacturing, Kothari Sugars also has a facility for cogeneration of power, production of industrial alcohol from molasses and bio-compost from press mud and distillery effluents.

2. The Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective.
3. Net worth has been computed in terms of regulation 2(1)(s) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with sub-section (57) of section 2 of the Companies Act, 2013, which defines it as the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

For P Chandrasekar LLP
Chartered Accountants
FRN: 000580S/S200066



Raghavendhar Sekhar
Partner
M. No. 244016
Chennai
UDIN:
Chennai
May 19, 2026



for Kothari Sugars and Chemicals Limited



R. Krishnan
Chief Financial Officer

Independent Auditor's Certificate on pre-scheme and post-scheme details of assets, liabilities, revenue and net worth as at and for the year ended March 31, 2026

To,

The Board of Directors,
Kothari Petrochemicals Limited,
Kothari Buildings,
115 Mahatma Gandhi Salai,
Nungambakkam,
Chennai, India 600 034.

Dear Sirs,

1. This Certificate is issued at the request of Kothari Petrochemicals Limited (hereinafter the "Transferee Company").
2. Board of Directors of M/s. Kothari Petrochemicals Limited at their meeting held on May 19, 2026, has approved Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" / "Transferor Company") with Kothari Petrochemicals Limited ("KPL" / "Transferee Company") and their respective shareholders and creditors ('Scheme'), in terms of the provisions of Section(s) 230 to 232 and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder.
3. In this regard, We, P. Chandrasekar LLP, Chartered Accountants, have been requested by the management of the Company to provide a reasonable assurance in regard to the pre-scheme and post-scheme details of assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 of the Transferee Company as set out in paragraph 7 below.
4. The Statement of pre-scheme and post-scheme details of assets, liabilities, revenue and net worth as at and for the year ended March 31, 2026 of the Transferee Company, enclosed in Annexure-I (hereinafter the "Statement") has been prepared by the management of the Company, which we have initialled for identification purposes only.

Management's Responsibility

5. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. The Management of the Company is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and provide relevant information to the National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authority in connection with the Scheme.

Independent Practitioner's Responsibility

7. Our responsibility to provide a reasonable assurance, in regard to the Statement, whether:



- (i) The amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 of the Transferee Company have been accurately extracted from the audited standalone Ind AS financial statements of the Company;
 - (ii) The amounts of post-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 have been accurately computed based on the audited standalone Ind AS financial statements of the Transferee Company and Transferor Company, after giving effect to the proposed accounting treatment as set out in clause 16 of the Scheme;
 - (iii) The Net Worth has been computed in terms of the definition as per regulation 2(1)(s) of the SEBI Listing regulations read with sub-section (57) of section 2 of the Companies Act, 2013; and
 - (iv) The computation of pre-scheme and post-scheme assets, liabilities, net worth and revenue of the Transferee Company is arithmetically correct.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria as mentioned in paragraph 7 above. The procedures selected depend on the professional judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Statement:
 - a) Obtained the audited Ind AS financial statements of the Transferee Company and Transferor Company as at and for the year ended March 31, 2026;
 - b) Traced and agreed the amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026, of the Transferee Company to the audited Ind AS financial statements of the Transferee Company;
 - c) Obtained and read the Scheme and the proposed accounting treatment as specified in clause 16 of the Scheme;
 - d) Verified that the amounts of post-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 have been accurately computed based on the audited standalone Ind AS financial statements of the Transferee Company and Transferor Company, after giving effect to the proposed accounting treatment as set out in clause 16 of the Scheme;
 - e) Tested the arithmetical accuracy of the Statement.
 - f) Performed necessary inquiries with the management and obtained necessary representations.
 9. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
 10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC-1), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
 11. We have not carried out an audit of the statement, and our procedures are limited to the verification of information as detailed in the above paragraph.
 12. Our examination did not extend to any aspects of the legal or propriety nature of the scheme and other compliances thereof.

Opinion

13. Based on the procedures performed by us as referred to in the paragraphs above and according to the information, explanations and management representations received by us, in regard to the Statement, we are of the opinion:
 - (i) The amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 of the Transferee Company have been accurately extracted from the audited Ind AS financial statements of the respective Company;
 - (ii) The amounts of post-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 have been accurately computed based on the audited standalone Ind AS financial statements of the Transferee Company and Transferor Company, after giving effect to the proposed accounting treatment as set out in clause 16 of the Scheme;



- (iii) The Net Worth has been computed in terms of the definition as per regulation 2(1)(s) of the SEBI regulations read with sub-section (57) of section 2 of the Companies Act; and
- (iv) The computation of pre-scheme and post-scheme assets, liabilities, net worth and revenue of the Transferee Company is arithmetically correct.

Restriction on Use

14. This certificate has been issued at the request of the management of the Company and is addressed to and provided to the Board of Directors, for onwards submission to National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authority in connection with the Scheme and should not be used for any other person or purpose or distributed to anyone or referred to in any document without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come.

For P. Chandrasekar LLP

Chartered Accountants

Firm Regn. No.: 000580S/S200066.



Raghavendhar Sekhar

Partner

M.No: 244016

UDIN: 26244016ZLCZGE8271

Place: Chennai

Date: May 19, 2026



Annexure - I

Details of assets, liabilities, revenue and net worth as at March 31, 2026, of Kothari Petrochemicals Limited ("KPL" / "Transferee Company") pre and post-scheme of amalgamation

KOTHARI PETROCHEMICALS LIMITED
("Transferee Company")

(INR Lakhs)

Particulars	Pre-Scheme (Refer Note 2 below)	Post Scheme (Refer Notes 3 to 5 below)
Property, plant and equipment, intangible assets, tangible and intangible capital work-in-progress, investment property and right of use assets	22,265.09	38,699.59
Non-Current Financial Assets	8,512.83	10,309.71
Other Non-Current Assets	14.75	30.39
Total Non-Current Assets	30,792.67	49,039.69
Inventories	2,673.88	14,493.56
Current Financial Assets - Investments, Trade Receivables, Cash and Bank Balance, Other Financial Assets	10,256.38	22,638.02
Current tax assets (Net)	25.65	73.75
Other Current Assets	432.25	2,509.41
Total Current Assets	13,388.16	39,714.73
Total Assets	44,180.83	88,754.42
Non-Current Financial Liabilities	167.60	224.43
Deferred Tax Liabilities	1,398.76	3,995.22
Total Non-Current Liabilities	1,566.36	4,219.65
Current Financial Liabilities - Borrowings, Lease Liabilities, Trade Payables and other financial liabilities	4,509.09	16,008.47
Short Term Provisions	498.45	714.55
Current Tax Liabilities (Net)	81.77	81.77
Other Current Liabilities	299.63	942.06
Total Current Liabilities	5,388.94	17,746.85
Total Liabilities	6,955.30	21,966.50
Net Worth	37,225.14	60,122.37
Revenue from Operations	59,138.67	83,816.74

Notes**1. Write up on History of Company**

Kothari Petrochemicals is a part of the established HC Kothari Group, they are the largest producer of high-quality, low-to-mid molecular weight Polyisobutylene in India since 1990. They are the market leader of various grades of Polyisobutylene in India and are applied in segments such as Lubricant & Dispersant, Fuel Additive, Grease, Adhesive, Sealant, Rubber Manufacturing, Personal Care, Masterbatch etc.

2. The amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026, have been computed based on the audited Ind AS financial statements of the Transferee Company.
3. The amounts of post-scheme assets, liabilities, net worth and revenue as at and for the year ended March 31, 2026 have been computed based on the audited Ind AS financial statements of the Transferee Company and Transferor Company, after giving effect to the proposed accounting treatment as set out in clause 16 of the Scheme. Post scheme incorporates the merger of Kothari Sugars and Chemicals Limited (Transferor Company) with Kothari Petrochemicals Limited ("Transferee Company") after the proposed amalgamation as per the Scheme.
4. The amounts of post-scheme assets, liabilities, net worth and revenue are provisional and prepared to indicate the effect of the scheme on the financial position/performance of the Transferee Company. The same will undergo changes based on the Effective Date (as defined in the Scheme).
5. Net worth has been computed in terms of regulation 2(1)(s) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with sub-section (57) of section 2 of the Companies Act, 2013, which defines it as the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

for P Chandrasekar LLP
Chartered Accountants
FRN: 000580S/S200066



Raghavendhar Sekhar
Partner
M. No. 244016
Chennai
UDIN: 26244016ZL02 (28921)
Chennai
May 19, 2026



for Kothari Petrochemicals Limited



S. Sivamahesh
Chief Financial Officer

To
The Board of Directors,
Kothari Sugars and Chemicals Limited
Chennai

Subject: Independent Auditors' Certificate in respect of the proposed accounting treatment as mentioned in the Proposed Scheme of Amalgamation between Kothari Sugars and Chemicals Limited (Transferor Company) and Kothari Petrochemicals Limited (Transferee Company) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("the Scheme").

1. We, M/s. P. Chandrasekar LLP, Chartered Accountants (Firm Registration No. FRN000580S/S200066), the statutory auditors of Kothari Sugars and Chemicals Limited ("KSCL" or "the Transferor Company"), having its registered office at Kothari Building, No. 115, Nungambakkam High Road, Chennai – 600034, Tamil Nadu, issue this certificate in accordance with the terms of our engagement with the Transferor Company.
2. We have examined the proposed accounting treatment specified in Clause 16 of the Proposed Scheme of Amalgamation between Kothari Sugars and Chemicals Limited ("Transferor Company") and Kothari Petrochemicals Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("the Scheme"), and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder (hereinafter referred to as the "Proposed Scheme") with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Act, read with the rules made there under and other generally accepted accounting principles.

For ease of reference, the said Clause 16.9 of the Proposed Scheme, duly authenticated on behalf of the Transferor Company, is reproduced in the Annexure to this certificate ("the Statement") and initialled by us only for identification.

Management Responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with relevant rules thereunder and other Generally Accepted Accounting Principles in India ("GAAP"), rests with the Board of Directors of the Companies involved in the Scheme. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Scheme; the selection and application of an appropriate basis of preparation; and making estimates and judgements that are reasonable in the circumstances.

Auditors' Responsibility

4. Our responsibility is to examine and report whether the accounting treatment proposed in the Scheme, as specified in Clause 16 and reproduced in the Statement, is in conformity with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 and in line with the Generally Accepted Accounting Principles in India. Nothing contained in



this certificate, nor anything said or done in the course of, or in connection with, the services that are the subject of this certificate, will extend any duty of care that we may have in our capacity as statutory auditors of the financial statements of the Company.

5. We conducted our examination in accordance with the *Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)* ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"), and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, to the extent applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, *Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements*, issued by the ICAI. Our examination did not extend to any other parts or aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

7. The Proposed Scheme has been approved by the Board of Directors of the Company in its meeting held on May 19, 2026. The appointed date for this Proposed Scheme is April 1, 2026 or such other date as may be fixed or approved by the Tribunal.
8. Based on our examination and according to the information and explanations given to us, as stated in Clause 16.9 of Part C of the Proposed Scheme, which becomes effective on the appointed date, the Transferor Company shall stand dissolved without being wound up. Accordingly, there is no accounting treatment prescribed under the Proposed Scheme in the books of account of the Transferor Company.

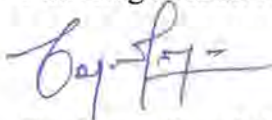
Restrictions on Use

9. This certificate is addressed to and provided to the Board of Directors of Kothari Sugars and Chemicals Limited (Transferor Company) solely in connection with the Scheme and for the purpose of onward submission to the National Company Law Tribunal, Chennai, the Securities and Exchange Board of India, the National Stock Exchange of India Limited, and such other regulatory authorities as may be required under Applicable Laws. This certificate should not be used for any other purpose or by any other person or authority. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior written consent.

for **P Chandrasekar LLP**

Chartered Accountants

Firm Registration No.: FRN 000580S/S200066



Raghavendhar Sekhar

Partner

Membership No.: 244016

UDIN: 26244016YBTPQG3063



Place: Chennai

Date : May 19, 2026

ANNEXURE

Extract of Clause 16.9 of Part C of the Proposed Scheme

(As appearing in the Scheme of Amalgamation between Kothari Sugars and Chemicals Limited and Kothari Petrochemicals Limited approved by the Board of Directors of KSCL on May 19, 2026)

"16.9. The Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective and all the assets and liabilities of the Transferor Company shall be transferred to the Transferee Company in terms of the Scheme. Accordingly, there is no accounting treatment in the books of account of the Transferor Company is prescribed in this Scheme.

for P Chandrasekar LLP

Chartered Accountants

Firm Registration No.: FRN 000580S/S200066



Raghavendhar Sekhar

Partner

Membership No.: 244016

Place : Chennai

Date : May 19, 2026

for Kothari Sugars and Chemicals Limited



R. Prakash
Company Secretary



To
The Board of Directors,
Kothari Petrochemicals Limited
Chennai

Subject: Independent Auditors' Certificate in respect of the proposed accounting treatment as mentioned in the Scheme of Amalgamation between Kothari Sugars and Chemicals Limited (Transferor Company) and Kothari Petrochemicals Limited (Transferee Company) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("the Scheme")

1. We, M/s. P. Chandrasekar LLP, Chartered Accountants (Firm Registration No. FRN000580S/S200066), the statutory auditors of Kothari Petrochemicals Limited ("KPL" or "the Transferee Company"), having its registered office at Kothari Building, No. 115, Nungambakkam High Road, Chennai – 600034, Tamil Nadu, issue this certificate in accordance with the terms of our engagement with the Transferee Company.
2. We have examined the proposed accounting treatment specified in Clause 16 of the Proposed Scheme of Amalgamation between Kothari Sugars and Chemicals Limited ("Transferor Company") and Kothari Petrochemicals Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("the Scheme"), and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder (hereinafter referred to as the "Proposed Scheme") with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Act, read with the rules made there under and other generally accepted accounting principles.

For ease of reference, the said Clause 16 of the Proposed Scheme, duly authenticated on behalf of the Transferee Company, is reproduced in the Annexure to this certificate ("the Statement") and initialled by us only for identification.

Management Responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with relevant rules thereunder and other Generally Accepted Accounting Principles in India ("GAAP"), rests with the Board of Directors of the Companies involved in the Scheme. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Scheme; the selection and application of an appropriate basis of preparation; and making estimates and judgements that are reasonable in the circumstances.

Auditors' Responsibility

4. Our responsibility is to examine and report whether the accounting treatment proposed in the Scheme, as specified in Clause 16 and reproduced in the Statement, is in conformity with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 and in line with the Generally Accepted Accounting Principles in India. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with,



the services that are the subject of this certificate, will extend any duty of care that we may have in our capacity as statutory auditors of the financial statements of the Company.

5. We conducted our examination in accordance with the *Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)* ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"), and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, to the extent applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, *Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements*, issued by the ICAI. Our examination did not extend to any other parts or aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

7. The Proposed Scheme has been approved by the Board of Directors of the Company in its meeting held on May 19, 2026. The appointed date for the purpose of this Proposed Scheme is April 01, 2026, or such other date as may be approved by the Tribunal.
8. Based on our examination and according to the information and explanations provided to us, in our opinion, the proposed accounting treatment contained in Clause 16 of Part C of the Proposed Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notified under Section 133 of the Companies Act and other generally accepted accounting principles, as applicable.

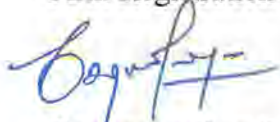
Restrictions on Use

9. This certificate is addressed to and provided to the Board of Directors of Kothari Petrochemicals Limited (Transferee Company) solely in connection with the Scheme and for the purpose of onward submission to the National Company Law Tribunal, Chennai, the Securities and Exchange Board of India, the National Stock Exchange of India Limited, and such other regulatory authorities as may be required under Applicable Laws. This certificate should not be used for any other purpose or by any other person or authority. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior written consent.

for **P Chandrasekar LLP**

Chartered Accountants

Firm Registration No.: FRN 000580S/S200066



Raghavendhar Sekhar

Partner

Membership No.: 244016

UDIN: 26244016IGPAEF1114



Place: Chennai

Date : May 19, 2026

ANNEXURE**Extract of Clause 16 - Accounting Treatment in the Books of Transferee Company**

(As appearing in the Scheme of Amalgamation between Kothari Sugars and Chemicals Limited and Kothari Petrochemicals Limited approved by the Board of Directors on May 19, 2026)

16. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY

- 16.1 *On this Scheme taking effect, the Transferee Company shall account for amalgamation of Transferor Company with the Transferee Company in its books of account as under:*
- 16.2 *Notwithstanding anything contained in any other clause in the Scheme, amalgamation of the Transferor Company with the Transferee Company shall be accounted for in accordance with pooling of interest method for common control business combinations mentioned in Appendix C of Indian Accounting Standard (Ind AS) 103 - Business Combinations or any other relevant or related requirement under the Act, as may be applicable.*
- 16.3 *The assets and liabilities of the Transferor Company transferred and vested in Transferee Company under this Scheme shall be recorded in the books of the Transferee Company at the value and in the same form as recorded in the books of Transferor Company. In case of any differences in accounting policy between the Transferee Company and the Transferor Company, accounting policies followed by the Transferee Company shall prevail and impact of the same shall be quantified and appropriately adjusted in accordance with the accounting policies followed by the Transferee Company to ensure the financial statements reflect the financial position on the basis of consistent accounting policy.*
- 16.4 *The identity of the reserves of Transferor Company (including securities premium and retained earnings), shall be preserved and they shall appear in the financial statements of Transferee Company in the same form, in which they appeared in the financial statements of the Transferor Company.*
- 16.5 *The Transferee Company shall credit its share capital account with the aggregate face value of the equity shares issued to the shareholders of the Transferor Company as of the Record Date pursuant to this Scheme.*
- 16.6 *The inter-corporate investments/deposits/loans and advances between the Transferee Company and the Transferor Company will stand cancelled and there shall be no further obligation in that behalf.*
- 16.7 *The difference, if any, between the amount recorded as share capital issued by the Transferee Company and the amount of share capital of the Transferor Company shall be transferred to capital reserve. The amount of paid-up capital in the Transferee Company to the extent it is not represented by issued and paid-up shares but pertains to forfeited shares shall be re-casted as capital reserve.*



Cont.....2/-

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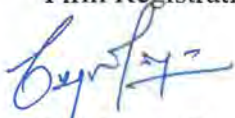
16.8 *The financial information in the financial statements in respect of prior periods will be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.*

16.9 *The Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective and all the assets and liabilities of the Transferor Company shall be transferred to the Transferee Company in terms of the Scheme. Accordingly, there is no accounting treatment in the books of account of the Transferor Company is prescribed in this Scheme.*

for **P Chandrasekar LLP**

Chartered Accountants

Firm Registration No.: FRN 000580S/S200066



Raghavendhar Sekhar

Partner

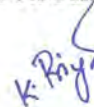
Membership No.: 244016

Place: Chennai

Date : 19.05.2026



for **Kothari Petrochemicals Limited**



K. Priya
Company Secretary



HISTORY OF EQUITY SHARE CAPITAL - KOTHARI SUGARS AND CHEMICALS LIMITED

Annexure - 29(C)

A. The following table sets forth the history of the Equity Share capital of our Company:

Date of Allotment	No. of shares allotted / (extinguished)	Face Value (₹)	Issue Price (₹)	Amount (₹)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/Bonus/ Rights Issue etc.)	Cumulative Equity Share Capital	
						Cumulative capital (No. of shares)	Cumulative Capital (₹)
10.11.1960	7,200	10	10	72,000	Subscription to MOA	7,200	72,000
26.11.1960	2,42,800	10	10	24,28,000	Private subscription: Allotted to Directors & Friends and Madras Industrial Investments	2,50,000	25,00,000
26.12.1960	1,50,000	10	10	15,00,000	Private subscription: Allotted to LIC	4,00,000	40,00,000
13.01.1961	3,72,100	10	10	37,21,000	IPO floated for 4 lakhs shares: 7,11,250 applied out of this 3,72,100 Allotted to Public	7,72,100	77,21,000
09.02.1961	27,900	10	10	2,79,000	IPO balance allotment of above 6,650 for public and 21,250 to Blue mountain. Totalling to 27,900	8,00,000	80,00,000
14.07.1972	3,82,345	10	10	38,23,450	Rights Issue: Allotted 1,17,351 shares to the Shareholders and 2,64,994 other than shareholders	11,82,345	1,18,23,450
20.07.1972	64,031	10	10	6,40,310	Rights Issue: Allotted 64,031 shares	12,46,376	1,24,63,760
30.08.1972	1,42,201	10	10	14,22,010	Rights Issue: Allotted 1,42,201 shares	13,88,577	1,38,85,770
30.08.1972	11,325	10	10	1,13,250	Rights Issue: Allotted 11,325 shares	13,99,902	1,39,99,020
27.02.1973	2,00,098	10	10	20,00,980	Further Public Issue: 2 lakhs allotted to Mysore State Industrial Investment 98 allotted to Kothari & Sons	16,00,000	1,60,00,000



Date of Allotment	No. of shares allotted / (extinguished)	Face Value (₹)	Issue Price (₹)	Amount (₹)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/Bonus/ Rights Issue etc.)	Cumulative Equity Share Capital	
						Cumulative capital (No. of shares)	Cumulative Capital (₹)
28-07-1989	27,69,700	10	10	2,76,97,000	Rights Issue: 3 shares for 2 shares. Allotted 276 lakhs shares to the Shareholders	43,69,700	4,36,97,000
01-10-1992	44,01,925	10	10	4,40,19,250	(1,76,077 debentures converted to equity as per issue term (25 equity shares for 1 debenture) i.e., 176077*25=4401925	87,71,625	8,77,16,250
23-02-1993	10,19,325	10	10	1,01,93,250	(40,773 debentures converted to equity as per issue term (25 equity shares for 1 debenture) i.e., 40773*25=1019325	97,90,950	9,79,09,500
28-06-1993	49,27,975	10	10	4,92,79,750	49,27,975 shares issued during the year - 1994	1,47,18,925	14,71,89,250
25-01-1995	18,112	10	10	1,81,120.00	Forfeiture of 18112 shares for non payment of call money	1,47,00,813	14,70,08,130
12-06-1995	1,95,279	10	10	19,52,790.00	Allotment of 195279 for amalgamation of inorganics india ltd - BM date 12-06-1995	1,48,96,092	14,89,60,920
22-08-1995	1,000	10	10	10,000.00	Cancellation of Forfeited shares	1,48,97,092	14,89,70,920
26.07.2004 (Reduction and consolidation) & 26.07.2004 (Allotment)	-	-	-	-	Pursuant to AAIFR Order dated 17.06.2004, the paid-up equity share capital of the Company reduced from Rs.14,89,70,920 consisting of 1,48,97,092 equity shares of Rs.10/- each fully paid up to Rs.74,48,550 (made up out of 1,48,97,092 shares of Re.0.50 each.) and consolidated into 7,44,855 equity shares for Rs. 10 each. Further 8,21,43,725 numbers of equity share of Rs.10/- were allotted to the promoters and financial institutions as per the AAIFR Order	8,28,88,580	82,88,85,800



HISTORY OF EQUITY SHARE CAPITAL - KOTHARI PETROCHEMICALS LIMITED

A. The following table sets forth the history of the Equity Share capital of our Company:

Date of Allotment	No. of shares allotted / (extinguished)	Face Value (₹)	Issue Price (₹)	Amount (₹)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/Bonus/ Rights Issue etc.)	Cumulative Equity Share Capital Paid Up	
						Cumulative capital (No. of shares)	Cumulative Capital (₹)
28.04.1989	700	10	10	7,000	Subscription to the Memorandum of Association	700	7,000
29.10.1996	3,22,05,700	10	10	32,20,57,000	Public offer (IPO)	3,22,06,400	32,20,64,000
16.12.2006	2,66,40,000	10	10	26,64,00,000	Allotment pursuant to Merger with Primetra Technologies	5,88,46,400	58,84,64,000



To

29th May 2026

Manager - Listing Compliance

National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol: KOTARISUG

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In connection with the aforementioned application, we hereby confirm that there is no action taken by the Government / Regulatory body / Agency against the Transferor and Transferee Companies involved in the Scheme of Amalgamation that would have any impact on the Scheme of Amalgamation.

Thanking you.

Yours faithfully,
for **Kothari Sugars and Chemicals Limited**


R. Prakash

Company Secretary & Compliance Officer



Detailed rationale for arriving at the swap ratio

To

29th May 2026

Manager- Listing Compliance,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: **KOTARISUG**

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

It is hereby submitted that the Board of Directors of the Company have taken into consideration the fair valuation exercise carried out and the Joint Valuation Report issued Mr. Mahek Vikamsey, Partner, KPMG Valuation Services LLP, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. IBBI/RV/05/2019/11313 and Mr. S. Sundar Raman, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. IBBI/RV/06/2019/11185 to arrive at the share exchange ratio for the purpose of the proposed Scheme of Amalgamation. The valuation report and share exchange ratio have been considered and corroborated by a fairness opinion issued by M/s. Saffron Capital Advisors Private Limited, an Independent SEBI registered Category I Merchant Banker (SEBI Regn. No. INM000011211).

Further, the Audit Committee and the Committee of Independent Directors have based on the above reports considered and recommended the valuation report and swap ratio to the Board.

Thanking you,

Yours faithfully
for **Kothari Sugars and Chemicals Limited**



R. Prakash
Company Secretary & Compliance Officer



Benefits of the scheme to public shareholders

To

29th May 2026

Manager- Listing Compliance,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: **KOTARISUG**

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Benefits of the Scheme are elaborated in Part A, Clause 3 'Rationale, Objective and overview of this Scheme' which inter alia includes benefits to the shareholders of the Company. It is expected that the proposed Scheme would be beneficial to all the stakeholders including public shareholders by, inter-alia:

- The Transferor Company and the Transferee Company are part of the same group and operate under common control. The proposed amalgamation will simplify and rationalise the existing group structure. The Scheme will consolidate the businesses of the Transferor Company with the Transferee Company, thereby eliminating multiple corporate entities within the group;
- The amalgamation will eliminate duplication of administrative, operational, regulatory, compliance related and corporate overhead costs associated with maintaining separate legal entities, and will further facilitate unified management, streamlined governance and strategic planning for the combined businesses;
- Result in a Transferee Company that is expected to have improved financial strength. Particularly, the Companies believe the combined business will augment revenue growth and profitability. Further, the Companies expect that their combined balance sheet will provide diverse strategic options arising from cost efficiencies and synergies and improve overall financial flexibility;



Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II : Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
GST No. 24518 dt. 26-06-1961
GSTIN : 33AABCK2495F1ZP

- (d) The consolidation of the operations of the Companies is expected to generate economies of scale. Integration of managerial expertise, technical capabilities and operational infrastructure will enable better utilization of resources and improved productivity;
- (e) A stronger integrated entity will be better positioned to pursue strategic growth initiatives, technological upgrades and expansion opportunities in both domestic and international markets;
- (f) The Scheme will enable a stronger organisational base and enhance the capacity of the combined entity to pursue future growth opportunities and improve long-term value creation for its stakeholders;
- (g) Consolidation of funds and resources would lead to improved availability of capital which could be allocated more efficiently / optimally to pursue growth opportunities under the respective businesses.

Further, we wish to submit that the swap ratio for this proposed Scheme has been arrived at based on the Joint Valuation Report and the fairness opinion issued by a Category I SEBI Registered Merchant Banker. It is on this basis that the shareholders of the Transferor Companies involved in the Scheme shall be allotted shares of Kothari Petrochemicals Limited.

Details of change in value of the public shareholding pre and post scheme of amalgamation as on 22nd May 2026 is as follows:

Particulars	Pre-Scheme (Public Shareholding)		Post-Scheme (Public Shareholding)	
	No. of shares	% of public holding	No. of shares	% of public holding
Kothari Sugars and Chemicals Limited (Transferor Company)	2,19,40,980	26.47	N.A.	N.A.
Kothari Petrochemicals Limited (Transferee Company)	1,63,49,395	27.78	2,07,37,591	27.50

Thanking you,

Yours faithfully
for **Kothari Sugars and Chemicals Limited**


R. Prakash

Company Secretary & Compliance Officer



Tax/other liability/benefit arising to the entities involved in the scheme, if any

To

29th May 2026

Manager- Listing Compliance,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: **KOTARISUG**

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Scheme has been drawn up in compliance with the conditions relating to 'Merger' or 'Amalgamation' as specified under Section 2(1B) of the Income Tax Act, 1961 /Section 2(6) of Income Tax Act, 2025 ("IT Act"). Accordingly, the transfer and vesting of the Transferor Company to the Transferee Company shall not result in any tax liability under the IT Act.

Further, pursuant to Clause 19 of the Scheme, upon effectiveness of the Scheme, any tax benefit / the brought forward tax losses of Transferor Company, if any shall be available to the Transferee Company subject to satisfaction of the conditions provided under the provisions of the IT Act.

It is further clarified and submitted that other than what is mentioned in the Scheme of Amalgamation, no tax, other liability, benefit shall arise in the hands of the Transferor and Transferee Companies.

Thanking you,

Yours faithfully

for **Kothari Sugars and Chemicals Limited**


R. Prakash

Company Secretary & Compliance Officer



To

29th May 2026

Manager - Listing Compliance

National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol: KOTARISUG

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230 - 232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In connection with the aforementioned application, the following accounting treatment specified in the Scheme of Amalgamation is in compliance with the Indian Accounting Standards and the same has been certified by M/s. P. Chandrasekar LLP, Chartered Accountants (Firm Registration No. FRN000580S/S200066), the statutory auditors of Kothari Sugars and Chemicals Limited vide his Certificate in the Annexure 10 :

ACCOUNTING TREATMENT

1. On this Scheme taking effect, the Transferee Company shall account for amalgamation of Transferor Company with the Transferee Company in its books of account as under:
2. Notwithstanding anything contained in any other clause in the Scheme, amalgamation of the Transferor Company with the Transferee Company shall be accounted for in accordance with pooling of interest method for common control business combinations mentioned in Appendix C of Indian Accounting Standard (Ind AS) 103 - Business Combinations or any other relevant or related requirement under the Act, as may be applicable.
3. The assets and liabilities of the Transferor Company transferred and vested in Transferee Company under this Scheme shall be recorded in the books of the Transferee Company at the value and in the same form as recorded in the books of Transferor Company. In case of any differences in accounting policy between the Transferee Company and the Transferor Company, accounting policies followed by the Transferee Company shall prevail and impact of the same shall be quantified and appropriately adjusted in accordance with the accounting policies followed by the Transferee Company to ensure the financial statements reflect the financial position on the basis of consistent accounting policy.

Cont.....2/-



Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451

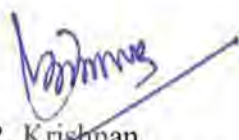
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707. Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1980PLC004310
TIN No. : 33780460019 dt 1-1-2007
CST No. 24518 dt. 26-06-1961
GSTIN : 33AABCK2495F1ZP

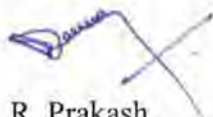
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4. The identity of the reserves of Transferor Company (including securities premium and retained earnings), shall be preserved and they shall appear in the financial statements of Transferee Company in the same form, in which they appeared in the financial statements of the Transferor Company.
5. The Transferee Company shall credit its share capital account with the aggregate face value of the equity shares issued to the shareholders of the Transferor Company as of the Record Date pursuant to this Scheme.
6. The inter-corporate investments/deposits/loans and advances between the Transferee Company and the Transferor Company will stand cancelled and there shall be no further obligation in that behalf.
7. The difference, if any, between the amount recorded as share capital issued by the Transferee Company and the amount of share capital of the Transferor Company shall be transferred to capital reserve. The amount of paid-up capital in the Transferee Company to the extent it is not represented by issued and paid-up shares but pertains to forfeited shares shall be re-casted as capital reserve.
8. The financial information in the financial statements in respect of prior periods will be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.
9. The Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective and all the assets and liabilities of the Transferor Company shall be transferred to the Transferee Company in terms of the Scheme. Accordingly, there is no accounting treatment in the books of account of the Transferor Company is prescribed in this Scheme.

for **Kothari Sugars and Chemicals Limited**



R. Krishnan
Chief Financial Officer



R. Prakash
Company Secretary





Project Knockturn

Security cover



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Project Knockturn

Proposed amalgamation of Kothari Sugars and Chemicals Limited ("KSCL") into Kothari Petrochemicals Limited ("KPL")
(the "Proposed Transaction")

Summary Workings

Supporting calculations for Share Swap Ratio

19 May 2026





Notice to the Reader

- KPMG Valuation Services LLP ("KPMG") has been appointed by Kothari Petrochemicals Limited and Kothari Sugars and Chemicals Limited ("the Clients" or "You") in relation to carrying out fair valuation to assist in the recommendation of a share swap ratio for the Proposed Transaction. This document is submitted as Summary Workings in accordance with the scope agreed under the engagement letter dated 31 March 2026 ("Engagement Letter"). We have issued our Share Swap Ratio Report ("Report") dated 19 May 2026 separately as a part of the deliverables under the Engagement Letter.
- Our scope of work as set out in the Engagement Letter describes the procedures performed. This scope of work has been agreed by the Clients and to the fullest extent permitted by law, we will not accept responsibility or liability to any other party (including the addressees' legal and other professional advisors) in respect of our work.
- The summary workings are confidential and are given on the express understanding that it is not communicated, in whole or in part, to any third party without KPMG's prior written consent except to the extent required to be produced before judicial, regulatory or government authorities in connection with this Proposed Transaction. Neither summary workings nor its content may be used for any other purpose without prior written consent of KPMG.
- The summary workings are based on the information provided to KPMG by the managements of the Clients ("Managements") which KPMG has not independently verified, validated, or expressed an opinion on. Neither KPMG, nor its affiliated partnerships or bodies corporate, nor directors, managers, partners, employees, or agents of any of them, makes any representation or warranty, expressed or implied, as to the accuracy, reasonableness or completeness of the information contained in the summary workings. All such parties and entities expressly disclaim any and all liabilities for or based on relating to any such information contained herein, errors or omission from summary workings or based on or relating to the use of summary workings.
- Any discrepancies in any table/annexure between the total and the sum of the amounts listed are due to rounding-off.
- The summary workings in which this notice is incorporated does not constitute an offer or invitation to any section of the public to subscribe for or purchase any security in, or assets or liabilities of the Clients. This notice forms an integral part of the summary workings.





Equity Share Swap Ratio:

Valuation Summary	KPL	Weight	KSCL	Weight
Fair Value (INR Mn)				
Income Approach	8,725	50.0%	2,602	50.0%
Market Price Method	8,444	50.0%	2,250	50.0%
Asset Approach	NA	NA	NA	NA
Concluded Fair Value	8,584		2,426	
No of shares	58,846,400		82,888,580	
Value	INR 145.9 per equity share		INR 29.3 per equity share	
Share Swap Ratio	0.20 : 1.00			
1 equity share of KPL for every 5 shares of KSCL.				

Refer to Annexure 1 for calculation of value of KPL through Income and Market Approaches.

Refer to Annexure 2 for calculation of value of KSCL through Income and Market Approaches.

One (1 only) equity share of Kothari Petrochemicals Limited of INR 10/- each fully paid up for every Five (5 only) equity shares of Kothari Sugars and Chemicals Limited of INR 10/- each fully paid up.

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ANNEXURE 1: Valuation of Kothari Petrochemicals Limited ("KPL")

A. INCOME APPROACH – Discounted Cash Flow Method

Summary of forecast Profit & Loss Statement for KPL

Summary profit and loss					
FYE 31 March	2027	2028	2029	2030	2031
INR million	12m Forecast	12m Forecast	12m Forecast	12m Forecast	12m Forecast
Revenue	5,366	5,622	5,847	6,081	6,324
y-o-y growth	-9.3%	4.8%	4.0%	4.0%	4.0%
Gross Profit	2,196	2,301	2,393	2,489	2,588
% of revenue	40.9%	40.9%	40.9%	40.9%	40.9%
EBITDA	923	979	1,019	1,059	1,099
EBITDA%	17.2%	17.4%	17.4%	17.4%	17.4%

Source: KPL Management

The projected financials for KPL indicate a temporary moderation in revenue in the near term, followed by a return to stable operations. The decline in revenue in the ensuing year (-9.3%) is primarily attributed to ongoing macroeconomic pressures, which are expected to impact performance in the first half of the financial year.

Subsequently, the business is expected to stabilise, with production levels normalising at approximately ~36,000 MT, supporting a steady revenue trajectory. Over the forecast period, revenues are projected to grow at a moderate ~4.0% annually.

The cost structure and profitability profile remain largely stable, with costs at ~40.9% of revenue and EBITDA margins maintained at ~17.4%, indicating stable state of operations.

Overall, the projections reflect a short-term cyclical impact followed by steady-state operations, with KPL continuing to demonstrate predictable performance and stable cash flow generation as a mature market player.

Discounted Cash Flows

Discounted cash flow						
FYE 31 March	2027	2028	2029	2030	2031	TY
INR million	12 months	12 months	12 months	12 months	12 months	12 months
Revenue	5,366	5,622	5,847	6,081	6,324	6,577
y-o-y growth		4.8%	4.0%	4.0%	4.0%	4.0%
EBITDA	[A] 923	979	1,019	1,059	1,099	1,143
EBITDA margin (%)	17.2%	17.4%	17.4%	17.4%	17.4%	17.4%
Less: Depreciation	(87)	(81)	(77)	(77)	(79)	(40)
EBIT	837	898	942	982	1,020	1,103
EBIT margin (%)	15.6%	16.0%	16.1%	16.1%	16.1%	16.8%
Less: Taxes on EBIT	[B] (208)	(223)	(235)	(246)	(258)	(278)
(Increase)/decrease in net working capital	[C] (2)	(21)	(18)	(19)	(20)	(21)
Less: Capital expenditure	[D] (140)	(40)	(40)	(40)	(40)	(40)
Free cash flow to the firm [E] = [A] + [B] + [C] + [D]	573	696	726	754	781	805
Period factor - mid year discounting	0.500	1.500	2.500	3.500	4.500	4.500
Discount factor - mid year discounting	[F] 0.932	0.809	0.702	0.609	0.529	0.529
Present value of cash flow to the firm [E] * [F]	534	563	510	459	413	426

Source: KPMG Analysis, KPL Management



Signature

Summary of value	
INR million	
Primary value	2,479
Terminal value	3,801
Enterprise value	6,280
Less: Interim Dividend	(59)
Add: Cash and cash equivalents	176
Add: Surplus Assets (at Fair Value)	2,328
Equity value	8,725

Terminal Value Calculation		
INR million		
Terminal Year Cash Flow	A	805
Discount Factor	B	0.53
Present Value of TY Cash Flow	C=A*B	426
WACC	D	15.2%
Terminal Growth	E	4.0%
Terminal Value	C/(D-E)	3,801

Source: KPMG Analysis, KPL Management

Notes:

- Primary value is the sum of discounted cash flows from the period FY27 to FY31. Terminal value has been calculated using the constant growth model.
- WACC has been computed using CAPM as presented below:

Particulars	%	Source
Risk-free rate	6.8%	Nominal risk-free rate based on the 10-year benchmark Government of India securities yield as per KPMG analysis.
Equity risk premium	7.0%	ERP is estimated based on KPMG's understanding of prevailing market return in India. Equity Risk Premium (Rm-Rf) is the difference between the estimated Market Rate of Return and the Risk-free rate (rounded).
Beta	1.2	We have considered daily beta of 1.2 based on the adjusted 3-year unlevered betas of KPL.
Cost of Equity	15.2%	
Debt-equity ratio	0.0%	Considering KPL's business operations and market participant view.
Overall WACC	15.2%	

Comparable Company	Debt/Capital
Supreme Petrochem Limited	0.0%
Tamilnadu Petroproducts Limited	28.3%
Manali Petrochemicals Limited	8.0%
Neptune Petrochemicals Limited	2.7%
Multibase India Limited	0.0%
Agarwal Industrial Corporation Ltd.	37.9%
The Andhra Petrochemicals Limited	0.3%
Median	2.7%
Average	11.0%
Selected	0.0%

Source: KPMG Analysis, CapitalIQ

Note: All market-related data has been updated as of 18 May 2026.

- An adjustment has been made for the interim dividend declared by the Board of Directors of KPL at its meeting held on 05 May 2026. As the record date is 11 May 2026, the entitlement to this dividend will not accrue to the shareholders of KSCL.






- Surplus assets amounting to INR 2,328 million comprise investments in mutual funds, along with the fair values of investment properties in Chennai and Bangalore, and surplus land located in Nellore. The fair valuation of the surplus land and building has been carried out by a Registered Valuer, Mr. R. Sugumar, vide report dated 12 May 2026.

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B. MARKET APPROACH – Market Price Method

The shares of KPL are listed on NSE and the equity shares of KPL are frequently traded. In these circumstances, the share price of KPL has been considered as suggested in regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, the higher of the below two methods has been taken to determine the value of KPL under the market price methodology:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

Pricing Date	Close Price	VWAP	Volume	Turnover
18-May-26	132.08	132.64	51,006	6,765,545
15-May-26	139.87	141.32	22,618	3,196,280
14-May-26	141.36	142.31	42,355	6,027,384
13-May-26	144.49	143.96	83,971	12,088,471
12-May-26	139.01	142.91	119,621	17,095,393
11-May-26	147.16	148.63	408,097	60,653,952
8-May-26	140.74	140.23	162,147	22,738,597
7-May-26	136.99	136.03	37,450	5,094,489
6-May-26	133.84	133.36	21,752	2,900,936
5-May-26	133.48	132.57	35,491	4,704,999
4-May-26	132.03	133.67	26,975	3,605,855
30-Apr-26	133.41	133.74	33,629	4,497,650
29-Apr-26	136.53	136.91	27,428	3,755,205
28-Apr-26	136.51	136.08	39,861	5,424,430
27-Apr-26	134.63	135.46	29,377	3,979,310
24-Apr-26	134.73	135.97	31,287	4,254,235
23-Apr-26	139.25	139.20	35,346	4,920,069
22-Apr-26	138.01	137.98	34,367	4,742,006
21-Apr-26	137.19	139.15	50,647	7,047,374
20-Apr-26	138.60	138.95	107,531	14,940,970
17-Apr-26	135.24	133.45	146,824	19,594,281
16-Apr-26	126.99	126.09	30,236	3,812,469
15-Apr-26	125.63	125.38	45,356	5,686,717
13-Apr-26	122.54	122.53	35,265	4,320,889
10-Apr-26	123.22	122.34	50,570	6,186,689
9-Apr-26	119.15	120.93	30,779	3,722,254
8-Apr-26	121.83	121.10	52,246	6,327,224
7-Apr-26	117.43	117.95	42,858	5,055,090
6-Apr-26	117.36	116.78	123,488	14,420,984
2-Apr-26	110.14	108.39	55,371	6,001,474
1-Apr-26	104.54	104.21	44,259	4,612,226
30-Mar-26	95.12	97.30	69,521	6,764,430
27-Mar-26	99.79	102.32	138,319	14,153,428
25-Mar-26	108.31	109.85	58,775	6,456,275
24-Mar-26	108.93	110.81	33,815	3,747,197
23-Mar-26	106.39	108.65	70,376	7,646,541
20-Mar-26	110.88	110.41	35,567	3,926,852
19-Mar-26	108.84	108.61	55,476	6,025,410
18-Mar-26	108.60	108.79	29,680	3,228,907
17-Mar-26	105.66	104.66	31,992	3,348,423
16-Mar-26	104.57	105.62	40,652	4,293,776
13-Mar-26	108.63	108.56	28,124	3,081,311
12-Mar-26	112.05	111.90	23,335	2,611,244
11-Mar-26	111.67	112.11	35,289	3,956,121
10-Mar-26	111.56	112.01	34,083	3,817,577



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Pricing Date	Close Price	VWAP	Volume	Turnover
9-Mar-26	113.08	112.63	1,008,805	113,620,519
6-Mar-26	110.71	108.60	30,938	3,359,998
5-Mar-26	106.69	106.63	28,370	3,024,990
4-Mar-26	105.84	106.22	87,313	9,274,287
2-Mar-26	110.33	111.42	70,318	7,835,094
27-Feb-26	115.58	115.25	13,435	1,548,405
26-Feb-26	115.58	115.91	23,510	2,725,067
25-Feb-26	114.65	116.28	41,195	4,790,012
24-Feb-26	118.10	118.84	26,241	3,118,378
23-Feb-26	120.49	121.47	16,935	2,057,169
20-Feb-26	121.25	121.96	21,241	2,590,556
19-Feb-26	122.62	122.08	18,203	2,222,173
18-Feb-26	122.14	122.42	20,750	2,540,227
17-Feb-26	122.38	120.87	42,998	5,197,070
16-Feb-26	118.60	118.11	31,079	3,670,624
13-Feb-26	118.46	118.90	24,247	2,882,944
12-Feb-26	120.05	120.23	25,446	3,059,446
11-Feb-26	120.47	120.95	23,696	2,866,140
10-Feb-26	121.93	121.95	21,183	2,583,356
9-Feb-26	122.84	122.28	25,861	3,162,264
6-Feb-26	120.85	120.90	27,088	3,274,812
5-Feb-26	121.24	120.77	26,235	3,168,434
4-Feb-26	122.29	120.26	50,382	6,058,752
3-Feb-26	117.24	117.07	54,638	6,396,642
2-Feb-26	116.57	115.93	23,144	2,683,002
1-Feb-26	116.69	116.70	20,390	2,379,532
30-Jan-26	118.63	117.66	36,806	4,330,580
29-Jan-26	116.76	117.20	28,509	3,341,209
28-Jan-26	116.11	114.82	40,686	4,671,762
27-Jan-26	114.28	114.46	31,282	3,580,659
23-Jan-26	116.63	116.86	21,197	2,477,169
22-Jan-26	116.64	116.34	31,733	3,691,772
21-Jan-26	114.43	115.43	55,134	6,363,891
20-Jan-26	116.90	117.44	30,110	3,536,133
19-Jan-26	119.85	119.08	19,720	2,348,263
16-Jan-26	120.47	120.30	24,384	2,933,303
14-Jan-26	119.97	119.63	22,045	2,637,300
13-Jan-26	119.31	119.30	34,130	4,071,850
12-Jan-26	118.36	118.30	57,777	6,835,109
9-Jan-26	120.37	120.76	80,270	9,693,481
8-Jan-26	123.54	124.29	50,585	6,287,219
7-Jan-26	125.80	125.96	25,239	3,178,998
6-Jan-26	127.40	126.73	31,663	4,012,720
5-Jan-26	128.29	128.99	48,699	6,281,877
2-Jan-26	132.24	132.91	49,956	6,639,700

Market Price Valuation Summary	90 days	10 days
N-day Turnover (INR)	644,233,830	141,266,044
N-day Volume	5,266,777	984,507
N-day VWAP (INR)	122.3	143.5
Equity Value based on VWAP (INR Mn)	7,198	8,444

Source: KPMG Analysis, NSE share price archives



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Annexure 2: Valuation of Kothari Sugars and Chemicals Limited ("KSCL")

A. INCOME APPROACH – Discounted Cash Flow Method

Summary of forecast Profit & Loss Statement for KSCL

Summary profit and loss						
FYE 31 March	2027	2028	2029	2030	2031	
INR Million	12m Forecast	12m Forecast	12m Forecast	12m Forecast	12m Forecast	
Revenue	2,914	4,551	5,799	6,093	6,401	
y-o-y growth	18.1%	56.1%	27.4%	5.1%	5.1%	
Gross Profit	833	1,159	1,471	1,533	1,610	
% of revenue	28.6%	25.5%	25.4%	25.2%	25.2%	
EBITDA	(107)	147	404	432	454	
EBITDA %	-3.7%	3.2%	7.0%	7.1%	7.1%	

Source: KSCL Management

The projected financials for KSCL indicate a sharp recovery in revenue in the near term, followed by a return to stable operations. In FY25 and FY26, KSCL experienced a decline in revenue and margins due to the unavailability of cane, its key raw material. Tamil Nadu was impacted by low cane availability arising from adverse weather conditions, pest infestation etc. Management expects a recovery in cane availability from FY27 onward.

Subsequently, the business is expected to stabilize by FY29 with production levels normalising and supporting a steady revenue trajectory with steady state EBITDA margins maintained at ~7%.

Discounted Cash Flows

Discounted cash flow							
FYE 31 March		2027	2028	2029	2030	2031	TY
INR million		12 months	12 months	12 months	12 months	12 months	12 months
Revenue		2,914	4,551	5,799	6,093	6,401	6,658
y-o-y growth		NA	56.1%	27.4%	5.1%	5.1%	4.0%
EBITDA	[A]	(107)	147	404	432	454	472
EBITDA margin (%)		(3.7)%	3.2%	7.0%	7.1%	7.1%	7.1%
Less: Depreciation		(165)	(167)	(168)	(168)	(168)	(160)
EBIT		(272)	(20)	236	263	286	312
EBIT margin (%)		-9.3%	(0.4)%	4.1%	4.3%	4.5%	4.7%
Less: Taxes on EBIT	[B]	-	-	(20)	(97)	(104)	(78)
(Increase)/decrease in net working capital	[C]	(34)	(364)	(264)	(63)	(40)	(41)
Less: Capital expenditure	[D]	(10)	(10)	(10)	(10)	(10)	(160)
Free cash flow to the firm [E] = [A] + [B] + [C] + [D]		(152)	(227)	111	261	300	192
Period factor - mid year discounting		0.500	1.500	2.500	3.500	4.500	4.500
Discount factor - mid year discounting	[F]	0.944	0.842	0.751	0.669	0.597	0.597
Present value of cash flow to the firm [E] * [F]		(143)	(191)	83	175	179	115

Source: KPMG Analysis, KPL Management



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Summary of value	
INR million	
Primary value	103
Terminal value	1,404
Enterprise value	1,507
Less: Debt and Debt-like items	(697)
Add: Cash and cash equivalents	3
Add: Surplus Assets (at Fair Value)	1,805
Less: Contingent liabilities	(16)
Equity value	2,602

Terminal Value Calculation		
INR million		
Terminal Year Cash Flow	A	192
Discount Factor	B	0.60
Present Value of TY Cash Flow	C=A*B	115
WACC	D	12.2%
Terminal Growth	E	4.0%
Terminal Value	C/(D-E)	1,404

Source: KPMG Analysis and Management of KSCL

Notes:

- Primary value is the sum of discounted cash flows from the period FY27 to FY31. Terminal value has been calculated using the constant growth model.
- WACC has been computed using CAPM as presented below.

Particulars	%	Source
Risk-free rate	6.8%	Nominal risk-free rate based on the 10-year benchmark Government of India securities yield as per KPMG analysis.
Equity risk premium	7.0%	ERP is estimated based on KPMG's understanding of prevailing market return in India. Equity Risk Premium (Rm-Rf) is the difference between the estimated Market Rate of Return and the Risk-free rate (rounded).
Beta	1.1	We have considered daily beta of 1.1 based on the adjusted 3-year levered betas of KSCL.
Cost of Equity	14.5%	
Pre-tax cost of debt	10.0%	Based on KSCL Management's indication of cost of borrowing.
Tax rate	25.2%	Based on KSCL's applicable tax rate as per Management confirmation.
Post-tax cost of debt	7.5%	
Debt-capital ratio	33.3%	Based on our analysis of the debt-equity ratios of comparable companies and KSCL.
Equity-capital ratio	66.7%	
Overall WACC	12.2%	

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Comparable Company	Historical Debt/Capital
South Indian Comparables	
Rajshree Sugars & Chemicals Limited	76.6%
Sakthi Sugars Limited	80.6%
K.C.P. Sugar and Industries Corporation Limited	18.7%
Gayatri Sugars Limited	66.9%
E.I.D.- Parry (India) Limited	11.1%
The Ugar Sugar Works Limited	50.1%
Ponni Sugars (Erode) Limited	0.0%
Other Indian Comparables	
Triveni Engineering & Industries Limited	8.3%
Balrampur Chini Mills Limited	7.5%
Dhampur Sugar Mills Limited	37.9%
Dhampur Bio Organics Limited	46.1%
Dalmia Bharat Sugar and Industries Limited	18.4%
Dwarikesh Sugar Industries Limited	19.8%
Shree Renuka Sugars Limited	54.1%
Kesar Enterprises Limited	12.6%
Bajaj Hindusthan Sugar Limited	61.2%
Dollex Agrotech Limited	64.9%
M.V.K. Agro Food Product Limited	10.9%
Median	28.9%
Average	35.9%
Selected	33.3%

Source: KPMG Analysis, CapitalIQ

Note: All market-related data has been updated as of 18 May 2026.

- Debt and debt-like items of INR 697 million represent short-term borrowings.
- Surplus assets of INR 1,805 million represent the following:
 - o Investments in mutual funds, equity instruments, infrastructure investment funds, and debentures carried at amortised cost
 - o Fair value of investment property (land and building) – Fair valuation report dated 15 April 2026 by RV – Balaji & Associates
 - o Fair value of R&D assets (recent R&D investments on a new business line) – considered based on investment level and fair valuation report dated 11th May 2026 by RV – Assetology Valuers LLP
- Contingent liabilities of INR 16 million (adjusted for probability of occurrence) are associated with disputed excise duty / GST and customs demand and disputed electricity matters.

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B. MARKET APPROACH – Market Price Method

The shares of KSCL are listed on NSE and the equity shares of KSCL are frequently traded. In these circumstances, the share price of KSCL has been considered as suggested in regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, the higher of the below two methods has been taken to determine the value of KSCL under the market price methodology:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

Pricing Date	Close Price	VWAP	Volume	Turnover
18-May-26	24.85	24.89	27,994	696,910
15-May-26	25.20	25.50	34,612	882,763
14-May-26	25.60	25.79	66,173	1,706,722
13-May-26	26.27	26.57	33,683	894,797
12-May-26	26.32	26.81	48,400	1,297,545
11-May-26	27.48	27.22	31,059	845,293
8-May-26	27.35	27.42	66,852	1,832,955
7-May-26	28.14	28.05	34,569	969,797
6-May-26	27.93	28.01	50,522	1,414,970
5-May-26	28.09	28.27	130,219	3,681,563
4-May-26	28.01	28.29	109,413	3,095,808
30-Apr-26	27.81	28.14	297,066	8,358,497
29-Apr-26	27.54	27.54	66,108	1,820,840
28-Apr-26	26.99	27.06	20,422	552,704
27-Apr-26	27.13	27.21	27,166	739,241
24-Apr-26	27.02	27.15	49,463	1,343,123
23-Apr-26	27.96	28.15	156,226	4,397,575
22-Apr-26	27.85	27.82	66,251	1,842,782
21-Apr-26	27.33	27.58	18,259	503,621
20-Apr-26	27.61	27.41	57,029	1,562,955
17-Apr-26	27.84	27.86	54,128	1,508,005
16-Apr-26	27.62	27.66	71,172	1,968,475
15-Apr-26	27.40	27.21	83,870	2,281,743
13-Apr-26	26.45	25.86	123,492	3,193,320
10-Apr-26	24.92	24.94	101,990	2,543,894
9-Apr-26	24.46	24.52	33,163	813,253
8-Apr-26	24.54	24.35	52,552	1,279,855
7-Apr-26	24.06	24.29	99,979	2,428,546
6-Apr-26	24.21	24.23	68,536	1,660,852
2-Apr-26	23.80	23.56	33,158	781,359
1-Apr-26	23.50	23.54	60,847	1,432,194
30-Mar-26	22.95	23.61	225,417	5,322,588
27-Mar-26	23.22	23.57	178,776	4,212,872
25-Mar-26	23.84	23.88	68,666	1,639,813
24-Mar-26	23.32	23.36	56,831	1,327,420
23-Mar-26	23.31	23.18	60,632	1,405,433
20-Mar-26	23.70	24.08	67,087	1,615,744
19-Mar-26	23.37	23.66	53,899	1,275,108
18-Mar-26	23.79	23.81	32,012	762,089
17-Mar-26	23.54	23.66	27,445	649,483
16-Mar-26	23.36	23.48	28,400	666,744
13-Mar-26	23.95	24.07	23,785	572,513
12-Mar-26	24.51	24.52	30,398	745,318
11-Mar-26	24.53	24.75	43,125	1,067,482
10-Mar-26	24.79	24.82	56,241	1,395,888



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Pricing Date	Close Price	VWAP	Volume	Turnover
9-Mar-26	24.94	25.11	59,731	1,499,697
8-Mar-26	24.69	25.00	51,372	1,284,155
5-Mar-26	25.30	25.27	64,061	1,618,957
4-Mar-26	25.28	25.06	158,127	3,962,809
2-Mar-26	23.90	23.96	43,945	1,053,035
27-Feb-26	24.90	24.84	77,801	1,932,571
26-Feb-26	24.58	24.35	38,415	935,349
25-Feb-26	24.32	24.60	21,664	533,035
24-Feb-26	24.60	24.62	25,945	638,858
23-Feb-26	24.69	25.05	28,780	720,800
20-Feb-26	25.24	25.36	22,349	566,832
19-Feb-26	25.06	25.19	22,476	566,199
18-Feb-26	25.39	25.45	46,008	1,170,749
17-Feb-26	25.59	25.57	55,993	1,431,864
16-Feb-26	25.76	26.05	31,007	807,851
13-Feb-26	26.30	26.57	51,182	1,359,772
12-Feb-26	26.76	27.03	38,110	1,030,302
11-Feb-26	27.54	27.79	42,397	1,178,085
10-Feb-26	28.03	27.63	72,287	1,997,202
9-Feb-26	26.69	26.37	32,893	867,544
6-Feb-26	26.03	25.82	17,381	448,793
5-Feb-26	25.82	26.01	28,941	752,851
4-Feb-26	26.09	26.01	127,744	3,322,409
3-Feb-26	24.49	24.45	49,961	1,221,617
2-Feb-26	24.21	24.25	26,956	653,800
1-Feb-26	24.48	24.64	28,728	707,776
30-Jan-26	24.22	24.09	31,500	758,698
29-Jan-26	23.84	23.83	29,304	698,247
28-Jan-26	24.04	24.02	35,843	860,851
27-Jan-26	23.91	23.92	41,833	1,000,510
23-Jan-26	24.34	24.53	26,490	649,785
22-Jan-26	24.79	24.69	24,212	597,906
21-Jan-26	24.55	24.61	29,230	719,461
20-Jan-26	25.08	25.48	36,015	917,623
19-Jan-26	25.99	26.09	35,035	914,120
16-Jan-26	26.16	26.31	31,310	823,709
14-Jan-26	26.22	26.49	26,621	705,257
13-Jan-26	26.30	26.66	23,532	627,361
12-Jan-26	26.49	26.58	37,681	1,001,552
9-Jan-26	26.78	26.89	20,903	562,125
8-Jan-26	26.92	26.95	29,499	794,949
7-Jan-26	27.11	27.24	48,295	1,315,704
6-Jan-26	27.09	27.09	34,854	944,285
5-Jan-26	27.10	27.15	42,579	1,155,951
2-Jan-26	27.50	27.30	37,491	1,023,462

Market Price Valuation Summary	90 days	10 days
N-day Turnover (INR)	129,324,922	14,223,317
N-day Volume	5,013,568	524,083
N-day VWAP (INR)	25.8	27.1
Equity Value based on VWAP (INR Mn)	2,138	2,250

Source: KPMG Analysis, NSE share price archives



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SUMMARY WORKINGS

Supporting calculations for Share Swap Ratio

Proposed amalgamation of Kothari Sugars and Chemicals Limited ("KSCL")
into Kothari Petrochemicals Limited ("KPL") (the "Proposed Transaction")

S Sundar Raman B.com, FCA
Registered Valuer – Securities & Financial Assets
Regd Valuer No: IBBI/RV/06/2019/11185



S Sundar Raman, B Com, FCA

Registered Valuer – Securities & Financial Assets

Regd Valuer No: IBBI/RV/06/2019/11185

IMPORTANT INFORMATION AND LIMITATIONS

- These summary workings have been prepared by S Sundar Raman ("Registered Valuer") in connection with the proposed amalgamation of Kothari Sugars and Chemicals Limited ("KSCL") with Kothari Petrochemicals Limited ("KPL") (collectively referred to as the "Companies") for the purpose of recommending a fair share exchange ratio for the proposed transaction ("Proposed Transaction").
- These summary workings should be read together with the Share Exchange Ratio Report dated 19 May 2026 issued by the Registered Valuer and do not, by themselves, constitute a valuation report or recommendation independent of such report.
- These summary workings are being submitted in accordance with and subject to the scope, terms, assumptions, limitations, and conditions set out in the engagement letter dated 31 March 2026 entered into with the Companies ("Engagement Letter").
- These summary workings have been prepared solely for the use of the Companies in relation to the Proposed Transaction and should not be relied upon or used by any other person or for any other purpose without prior written consent of the Registered Valuer, except where disclosure is required under applicable laws or regulations.
- The scope of work undertaken is limited to the valuation analysis agreed with the Companies and does not constitute an audit, review, certification, investigation, or due diligence exercise.
- The analysis contained herein is based on financial and non-financial information, assumptions, explanations, representations, and projections provided by the managements of the Companies ("Management"). Such information has been relied upon in good faith and has not been independently verified by the Registered Valuer.
- No representation or warranty, express or implied, is made as to the accuracy, completeness, or fairness of the information contained herein. The Registered Valuer shall not be responsible for any errors, omissions, or consequences arising from reliance placed on information provided by the Management.
- These summary workings are confidential in nature and are intended solely for the purpose stated above.
- Any differences between totals and the sum of individual figures presented in tables or annexures are attributable to rounding-off.
- These summary workings do not constitute an offer, invitation, solicitation, or recommendation to any person to subscribe to, purchase, or otherwise acquire any securities of the Companies.

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EQUITY SHARE SWAP RATIO

Particulars	KPL	KSCL
Valuation Approach	DCF Method & Market Price Method	DCF Method & Market Price Method
Weightage – DCF Method	50%	50%
Weightage – Market Price Method	50%	50%
Value per Share – DCF Method (INR)	144.3	30.6
Value per Share – Market Price Method (INR)	143.5	27.1
Weighted Average Value per Share (INR)	143.9	28.9
Implied Share Swap Ratio (KSCL : KPL)	1 equity shares of KPL for 5 shares of KSCL	

Accordingly, it is recommended that:

1 (One) equity share of Kothari Petrochemicals Limited of INR 10 each fully paid-up be issued for every 5 (Five) equity shares of Kothari Sugars and Chemicals Limited of INR 10 each fully paid-up.

Note:

1. Share Means Equity share.
2. Equal weightage has been assigned considering that both the income approach and market approach are considered relevant and appropriate for the Companies.

Refer:

- Schedule A for Valuation workings of KPL (DCF Method and Market Price Method)
- Schedule B for Valuation workings of KSCL (DCF Method and Market Price Method)



SCHEDULE - A

KPL – VALUATION WORKINGS

1. Income Approach – DCF Method

Summary of Management Projected Profit & Loss Statement

Particulars	FY27	FY28	FY29	FY30	FY31
Revenue (INR Mn)	5,366	5,622	5,847	6,081	6,324
EBITDA (INR Mn)	923	979	1,019	1,059	1,099
EBITDA Margin	17.2%	17.4%	17.4%	17.4%	17.4%
Free Cash Flow (INR Mn)	571	696	726	754	781

DCF Valuation Summary_KPL

	INR in Millions				
Discounted cash flow	FY27	FY28	FY29	FY30	FY31
INR million	12 months	12 months	12 months	12 months	12 months
Revenue	5,366	5,622	5,847	6,081	6,324
EBITDA [A]	923	979	1,019	1,059	1,099
Less: Depreciation	(87)	(81)	(77)	(77)	(79)
EBIT	837	898	942	982	1,020
Less: Taxes on EBIT [B]	(208)	(223)	(235)	(246)	(258)
(Increase)/decrease in net working capital [C]	(5)	(21)	(18)	(19)	(20)
Less: Capital expenditure [D]	(140)	(40)	(40)	(40)	(40)
Free cash flow to the firm [E] = [A] + [B] + [C] + [D]	571	696	726	754	781
Mid year Discounting	0.5	1.50	2.50	3.50	4.50
Discounting Factor	0.93	0.80	0.69	0.60	0.52
Present Value of Primary Cash Flow	530.40	558.97	504.09	452.08	404.97
Cumulative Value of Primary Cash Flow					2,450.53
Terminal Value					6,932.20
PV of Terminal Cash Flow					3,593.63
Total Value of the Firm as per DCF					6,044.16
Less: Debt as on the Valuation Date					-
Less: Cash outflow ascertained for Interim Dividend declared					(58.85)
Add: Cash balance as on Valuation Date					175.65
Add: Value of the Surplus Asset					2,328.03
					8,488.99
No of Shares					5,88,46,400
Value per Share					144.26

Accordingly, the value per equity share of KPL under the DCF Method is considered at INR 144.3 per equity share, rounded off.

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Notes:

1. Terminal growth rate is assumed to be 4%.
2. Interim dividend declared by KPL on 05 May 2026 has been adjusted in the valuation analysis, considering that the record date (11 May 2026) falls prior to the proposed share exchange entitlement.
3. Surplus assets aggregating to INR 2,328 million include investments in mutual funds, investment properties located in Chennai and Bangalore, and surplus land situated at Nellore. The value of the surplus land and building has been considered based on the valuation report dated 12 May 2026 issued by Mr. R. Sugumar, Registered Valuer

Computation of WACC

Metric	Value	Source
Risk-Free Rate	7.02%	10-year Govt Bond yield
Equity Risk Premium	7.98%	Market risk premium
Beta (Unlevered)	1.1	Trading Beta of the Company
Cost of Equity	15.7%	Required return on equity
Debt/Equity Ratio	-	Capital structure ratio
WACC	15.7%	Discount rate for valuation

B. MARKET APPROACH – MARKET PRICE METHOD

In accordance with Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the higher of the 90 trading days VWAP and 10 trading days VWAP preceding the relevant date has been considered.

Market Price Valuation Summary

Particulars	90 Days	10 Days
N-day Turnover (INR)	64,42,33,830	14,12,66,044
N-day Volume	52,66,777	9,84,507
N-day VWAP (INR)	122.32	143.49

Source: NSE share price archives

Accordingly, the equity share value of KPL under the Market Price Method has been considered at INR 143.5 per share (rounded off).

SCHEDULE - B

KSCL – VALUATION WORKINGS

1. Income Approach – DCF Method

Summary of Management Projected Profit & Loss Statement

Particulars (INR Mn)	FY27	FY28	FY29	FY30	FY31
Revenue	2,914	4,551	5,799	6,093	6,401
EBITDA	(107)	147	404	432	454
EBITDA Margin	(3.7%)	3.2%	7.0%	7.1%	7.1%
Free Cash Flow (INR Mn)	(152)	(227)	111	261	300

DCF Valuation Summary_KSCL

INR In Millions

FYE 31 March	2027	2028	2029	2030	2031	TV
INR Million	12 months	12 months	12 months	12 months	12 months	
Revenue	2,914	4,551	5,799	6,093	6,401	6,658
EBITDA [A]	(107)	147	404	432	454	472
Less: Depreciation	(165)	(167)	(168)	(168)	(168)	(166)
EBIT	(272)	(20)	236	263	286	305
Less: Taxes on EBIT [B]	-	-	(20)	(97)	(104)	(77)
(Increase)/decrease in net working capital [C]	(34)	(364)	(264)	(63)	(40)	(40)
Less: Capital expenditure [D]	(10)	(10)	(10)	(10)	(10)	(166)
Free cash flow to the firm [E] = [A] + [B] + [C] + [D]	(152)	(227)	111	261	300	189
Mid year Discounting	0.5	1.50	2.50	3.50	4.50	
Discounting Factor	0.94	0.84	0.75	0.67	0.59	0.59
Present Value of the Firm	-143.00	-190.34	82.89	173.86	177.63	
PV of Primary Cash Flows (A)						101.04
Terminal Value						2,258.07
PV of Terminal Cash Flow (B)						1,336.60
Total Value of the Firm as per DCF (A) +(B)						1,437.64

S Sundar Raman, B Com, FCA

Registered Valuer – Securities & Financial Assets

Regd Valuer No: IBBI/RV/06/2019/11185

				INR in Millions
Adjustments to Enterprise Value				
Particulars				
Less: Debt and Debt-like Items			(696.59)	
Add: Cash and cash equivalents			3.02	
Add: Surplus Assets (at Fair Value)			1,212.81	
Add: Fair Value of Surplus Investment Property			236.30	
Less: Contingent liabilities			(15.93)	
Add: R&D Plant and Machinery			256.57	
Add: Identified Biomolecule-related Intangible Asset			100.00	
Net Adjustments to Enterprise Value				1,096.18
				2,533.82
No of Equity Shares				8,28,88,580
Value per Share				30.57

Accordingly, the value per equity share of KSCL under the DCF Method has been considered at INR 30.6 per equity share (rounded off).

Notes:

1. Terminal growth rate is assumed to be 4%.
2. Debt and debt-like items amounting to INR 696.59 million primarily comprise short-term borrowings and other debt obligations considered in the determination of enterprise value.
3. Cash and cash equivalents of INR 3.02 million represent cash balances and bank balances available as on the valuation date.
4. Surplus assets at fair value amounting to INR 1,212.81 million comprise investments in mutual funds, equity instruments, infrastructure investment funds, and debentures carried at amortised cost.
5. Fair value of investment property amounting to INR 236.30 million represents the fair valuation of land and building based on the valuation report dated 15 April 2026 issued by RV – Balaji & Associates.
6. Contingent liabilities amounting to INR 15.93 million (adjusted for probability of occurrence) pertain to disputed excise duty/GST and customs matters, as well as disputed electricity-related matters.
7. R&D plant and machinery amounting to INR 256.57 million represent investments made towards the development of the new business line and have been considered based on management estimates and supporting valuation analysis.
8. Identified Biomolecule-related Intangible Asset amounting to INR 100.00 million represents the estimated fair value attributable to identified biomolecule-related intangible assets.
9. The above assets pertain to non-operating and/or under-development assets, the economic benefits of which are not fully reflected in the projected cash flows considered under the DCF analysis.

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Computation of WACC

Metric	Value	Description
Risk-Free Rate	7.02%	10-year Govt Bond yield
Equity Risk Premium	7.98%	Market risk premium
Beta (Unlevered)	0.78	Industry beta
Levered Beta	0.97	Risk-adjusted for leverage
Cost of Equity	14.80%	Required return on equity
Pre-tax Cost of Debt	9.00%	Interest cost before tax
After-tax Cost of Debt	7.48%	Interest cost after tax
Debt/Equity Ratio	0.33	Capital structure ratio
WACC	12.36%	Discount rate for valuation

B. MARKET APPROACH – MARKET PRICE METHOD

In accordance with Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the higher of the 90 trading days VWAP and 10 trading days VWAP preceding the relevant date has been considered.

Market Price Valuation Summary

Particulars	90 Days	10 Days
N-day Turnover (INR)	12,93,24,922	1,42,23,317
N-day Volume	50,13,568	5,24,083
N-day VWAP (INR)	25.79	27.14

Source: NSE share price archives

Accordingly, the equity share price under the Market Price Method has been considered at INR 27.1 per share (rounded off).



Compliance with applicable securities laws

To

29th May, 2026

Manager- Listing Compliance,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: **KOTARISUG**

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

It is hereby confirmed that the proposed scheme of amalgamation is in compliance with applicable securities laws including the provisions of SEBI Act, 1992, the Companies Act, 2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and Stock Exchange.

Thanking you,

Yours faithfully
for **Kothari Sugars and Chemicals Limited**


R. Prakash

Company Secretary & Compliance Officer



Undertaking that the amalgamation proposed in the Scheme is yet to be executed

To

29th May, 2026

Manager- Listing Compliance,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: **KOTARISUG**

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In connection with the above application, we hereby confirm that the proposed Scheme is yet to be executed.

Thanking you,

Yours faithfully
for **Kothari Sugars and Chemicals Limited**



R. Prakash
Company Secretary & Compliance Officer



To

29th May 2026

Manager - Listing Compliance

National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol: KOTARISUG

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230 - 232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In connection with the aforementioned application, below are:

A. The Details of Assets and Liabilities that are being transferred to the Transferee Company:

Rs. in Lakhs	
Particulars	Details as on 31-03-2026
Assets	
Non-current assets	
Property, plant and equipment	15,373.01
Right-of-use assets	51.86
Capital work-in-progress	-
Intangible Assets under development	1,000.00
Other intangible assets	9.63
Financial assets	1,652.24
Other financial assets	144.64
Other non-current assets	15.64
Current Assets	
Inventories	11,819.68
Financial assets	
Investments	10,475.84
Trade receivables	1,400.39
Cash and cash equivalents	22.23
Bank balances other than cash and cash equivalents above	7.94



Cont.....2/-

Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1980PLC004310
TIN No. : 33790460019 dt 1-1-2007
CST No. 24518 dt. 26-06-1961
GSTIN : 33AABCK2495F1ZP

..(2)..

Particulars	Details as on 31-03-2026
Other financial assets	475.25
Other current assets	2,125.25
Total Assets	44,573.60
Liabilities	
Non-current liabilities	
Financial liabilities	
Borrowings	
Lease liabilities	56.83
Deferred tax Liabilities	2,596.46
Current liabilities	
Financial liabilities	
Borrowings	6,965.91
Lease liabilities	9.34
Trade payables	
- Total outstanding dues of micro and small enterprises	6.13
- Total outstanding dues of creditors other than micro and small enterprises	4,247.45
Other financial liabilities	270.54
Other current liabilities	216.10
Provisions	642.43
Total liabilities	15,011.19

B. Provisional post-merger balance sheet of the Transferee Company:

S. No.	Particulars	Rs. in Lakhs Provisional post-merger balance sheet of KPL as on 31-03-2026
A	ASSETS	
	Non-Current Assets	
	(a) Property, Plant and Equipment	34,977.01
	(b) Capital Work in Progress	818.02
	(c) Investment Property	1,586.93
	(d) Intangible Assets other than goodwill	67.58
	(e) Intangible Assets under development	1,000.00
	(f) Right-of-use of assets	250.05
	(g) Financial Assets	
	(i) Investments	9,850.48



Cont.....3/-

Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
CST No. 24518 dt. 26-08-1961
GSTIN : 33AABCK2495F1ZP

..(3)..

S. No.	Particulars	Provisional post-merger balance sheet of KPL as on 31-03-2026
A	ASSETS	
	(ii) Trade Receivables	-
	(iii) Other financial assets other than loans	459.23
	(h) Other Non-Current Assets	30.39
	Total non-Current Assets	49,039.69
	Current Assets	
	(a) Inventories	14,493.56
	(b) Financial Assets	
	(i) Investments	12,714.14
	(ii) Trade Receivables	7,540.25
	(iii) Cash and Cash Equivalents	1,049.51
	(iv) Bank balances other than (iii) above	737.18
	(v) Other Financial assets	596.95
	(c) Current tax assets (Net)	73.75
	(d) Other current Assets	2,509.41
	Total Current Assets	39,714.73
	TOTAL ASSETS	88,754.42
B	EQUITY AND LIABILITIES	
	Equity	
	(a) Equity Share Capital	7,542.37
	Subscribed and partly paid up and hence forfeited	-
	(b) Other Equity	51,180.00
	Retained Earnings - Merger	-
	Capital redemption reserve	1,400.00
	Capital Reserve	0.40
	Capital Reserve - Merger	6,665.17
	Total Equity	66,787.94
	Liabilities	
	Non-Current Liabilities	
	(a) Financial Liabilities	
	(i) Lease Liabilities	195.59
	Provisions	28.84
	(b) Deferred Tax Liabilities	3,995.22
	Total Non-Current Liabilities	4,219.65



Cont....4/-

Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
GST No. 24518 dt. 26-06-1961
GSTIN : 33AABCK2495F1ZP

..(4)..

S. No.	Particulars	Provisional post-merger balance sheet of KPL as on 31-03-2026
	Current Liabilities	
	(a) Financial Liabilities	
	(i) Borrowings	6,965.91
	(ii) Lease liabilities	94.36
	(iii) Trade Payables	-
	(a) Total Outstanding dues to Micro and Small Enterprises	476.86
	(b) Total Outstanding dues of creditors other than Micro and Small Enterprises	7,203.65
	(iv) Other Financial Liabilities	1,267.69
	(b) Short term Provisions	714.55
	(c) Current Tax Liabilities (Net)	81.77
	(d) Other Current Liabilities	942.06
	Total Current Liabilities	17,746.85
	Total Liabilities	21,966.50
	TOTAL EQUITY AND LIABILITIES	88,754.44

C. Details of adjustments made to financials of the Transferee Company due to Scheme:

1. Notwithstanding anything to the contrary contained in any other clause in the Scheme, the Transferee Company shall account for the Amalgamation (*as defined in the Scheme*) in its books of account as per the "Pooling of Interest Method" in accordance with Appendix C of Ind AS-103 Business Combinations prescribed under Section 133 of the Act and other generally accepted accounting principles, as applicable.
2. Accordingly, upon the Scheme becoming effective, the Transferee Company shall account for the Amalgamation in its books of account as under:
 - i. All the assets (including goodwill) and liabilities and reserves recorded in the books of the Transferor Company shall stand transferred to and vested in the books of the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their carrying amounts and in the same form as appearing in the consolidated financial statements of the Transferee Company.
 - ii. The Transferee Company shall credit its share capital in its books of account with the aggregate face value of the equity shares issued to the Eligible Shareholders (*as defined in the Scheme*) as per Clause 15 of the Scheme.



Cont.....5/-

Sugar Units :

Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
GST No. 24518 dt. 28-06-1961
GSTIN : 33AABCK2495F1ZP

..(5)..

- iii. The amount of paid-up capital in the Transferee Company to the extent it is not represented by issued and paid-up shares but pertains to forfeited shares has been re-casted as capital reserve as per Clause 16.7 of the Scheme.
- iv. Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of the Amalgamation, as stated above, as if the Amalgamation had occurred from the beginning of the comparative period.



D. Details of EBIDTA, Revenue, PAT in percentage and value terms for the last 5 years of both transferor and transferee companies

Particulars	Amount in Crores									
	Kothari Sugars and Chemicals Limited					Kothari Petrochemicals Limited				
	FY 25	FY 24	FY 23	FY 22	FY 21	FY 25	FY 24	FY 23	FY 22	FY 21
Total Income	257.64	326.42	518.12	618.50	430.28	600.50	588.83	604.13	488.58	386.07
Revenue from operations	246.78	310.02	502.73	609.97	423.49	591.39	577.34	595.91	482.15	381.53
EBITDA	16.42	34.99	59.71	72.78	57.56	106.27	91.72	104.31	63.36	54.33
PAT (value)	6.61	10.43	29.49	41.92	34.03	72.49	65.82	63.78	39.18	32.89
EBITDA (%) *	6.65%	11.29%	11.88%	11.9%	13.59%	17.97%	15.89%	17.50%	13.14%	14.24%
PAT (%) *	2.68%	3.36%	5.87 %	6.87%	8.04%	12.26%	11.40%	10.70%	8.13%	8.62%
*PAT % = PAT / revenue from operations										
*EBITDA % = EBITDA / Revenue from operations										

for Kothari Sugars and Chemicals Limited

[Signature]

R. Krishnan
Chief Financial Officer

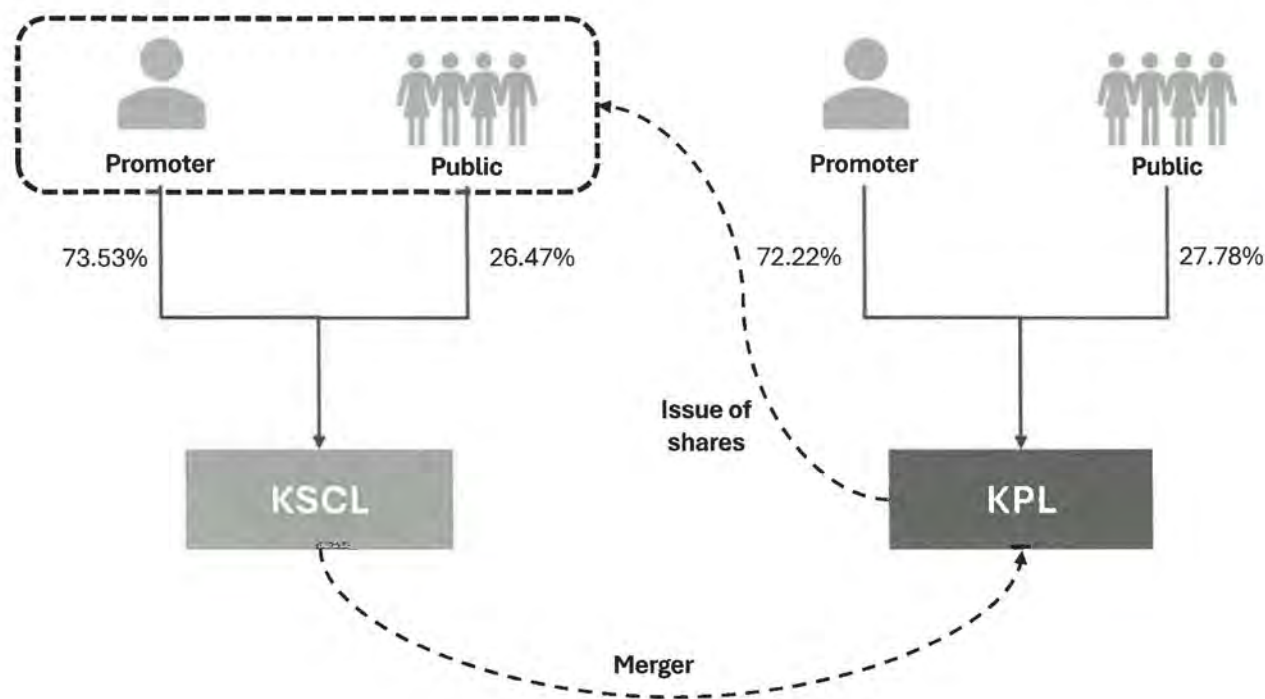




**AMALGAMATION OF KOTHARI SUGARS AND CHEMICALS LIMITED
WITH AND INTO
KOTHARI PETROCHEMICALS LIMITED**



Scheme of Amalgamation - KSCL into KPL



Mechanics

1. Merger of KSCL into KPL through a NCLT approved Scheme of Amalgamation ('Scheme')
2. KPL to issue shares to the shareholders of KSCL basis swap ratio given by the valuers and commented upon by Merchant Bankers
3. Pursuant to the Scheme, KSCL would be dissolved without winding-up and shall cease to exist



Background of all entities involved in the scheme

- **KSCL** was incorporated on November 07,1960 under the provisions of the Companies Act, 1956
- The corporate identification number of KSCL is L15421TN1960PLC004310
- Its registered office and corporate office is located at Kothari Building, 115, Nungambakkam High Road, Chennai, Tamil Nadu, India - 600034
- KSCL is engaged in the business of manufacturing of sugar, industrial alcohol, co-generation of power, bio-compost etc.
- The equity shares of the KSCL are listed on the National Stock Exchange of India Limited

Kothari
SUGARS AND CHEMICALS LTD

Kothari
PETROCHEMICALS LTD

- **KPL** was incorporated on April 28,1989 under the provisions of the Companies Act, 1956,
- The corporate identification number of KPL is L11101TN1989PLC017347.
- Its registered and corporate office is at Kothari Building, No.115, Nungambakkam High Road, Chennai, Tamil Nadu, India - 600034
- KPL is engaged in the business of manufacturing of Polyisobutylene and is present in segments such as Lubricant & Dispersant, Fuel Additive, Grease, Adhesive, Sealant, Rubber Manufacturing, Personal Care, Masterbatch Compounding, PVC Pipe & Fitting, etc.
- The equity shares of KPL are listed on the National Stock Exchange of India Limited



Detailed Objectives/ Rationale of the scheme

The Amalgamation would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the Amalgamation is expected inter alia, to yield advantages as set out below:

- i. The Transferor Company and the Transferee Company are part of the same group and operate under common control. The proposed amalgamation will simplify and rationalise the existing group structure. The Scheme will consolidate the businesses of the Transferor Company with the Transferee Company, thereby eliminating multiple corporate entities within the group;
- ii. The amalgamation will eliminate duplication of administrative, operational, regulatory, compliance related, and corporate overhead costs associated with maintaining separate legal entities, and will further facilitate unified management, streamlined governance and strategic planning for the combined businesses;
- iii. Result in a Transferee Company that is expected to have improved financial strength. Particularly, the Companies believe the combined business will augment revenue growth and profitability. Further, the Companies expect that their combined balance sheet will provide diverse strategic options arising from cost efficiencies and synergies and improve overall financial flexibility;



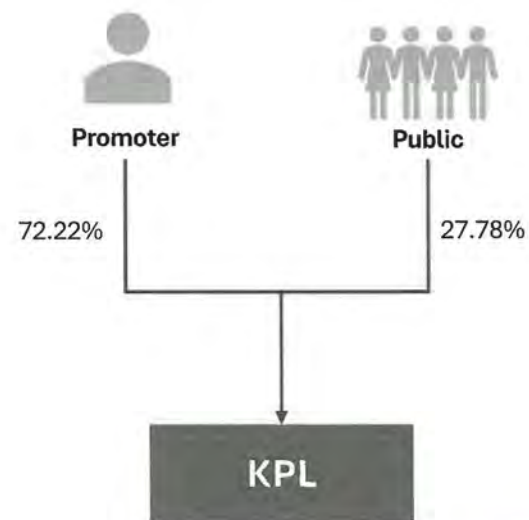
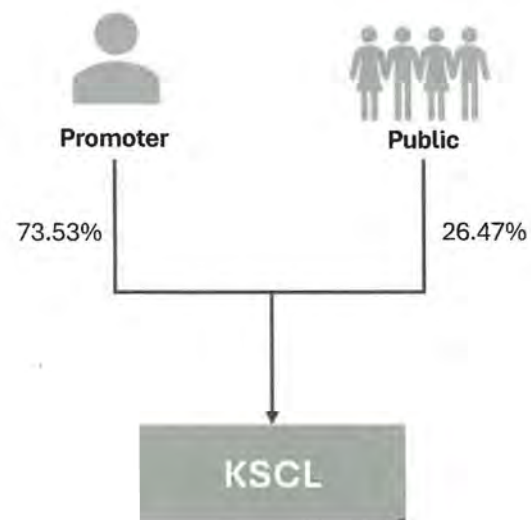
Detailed Objectives/ Rationale of the scheme

The Amalgamation would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the Amalgamation is expected inter alia, to yield advantages as set out below:

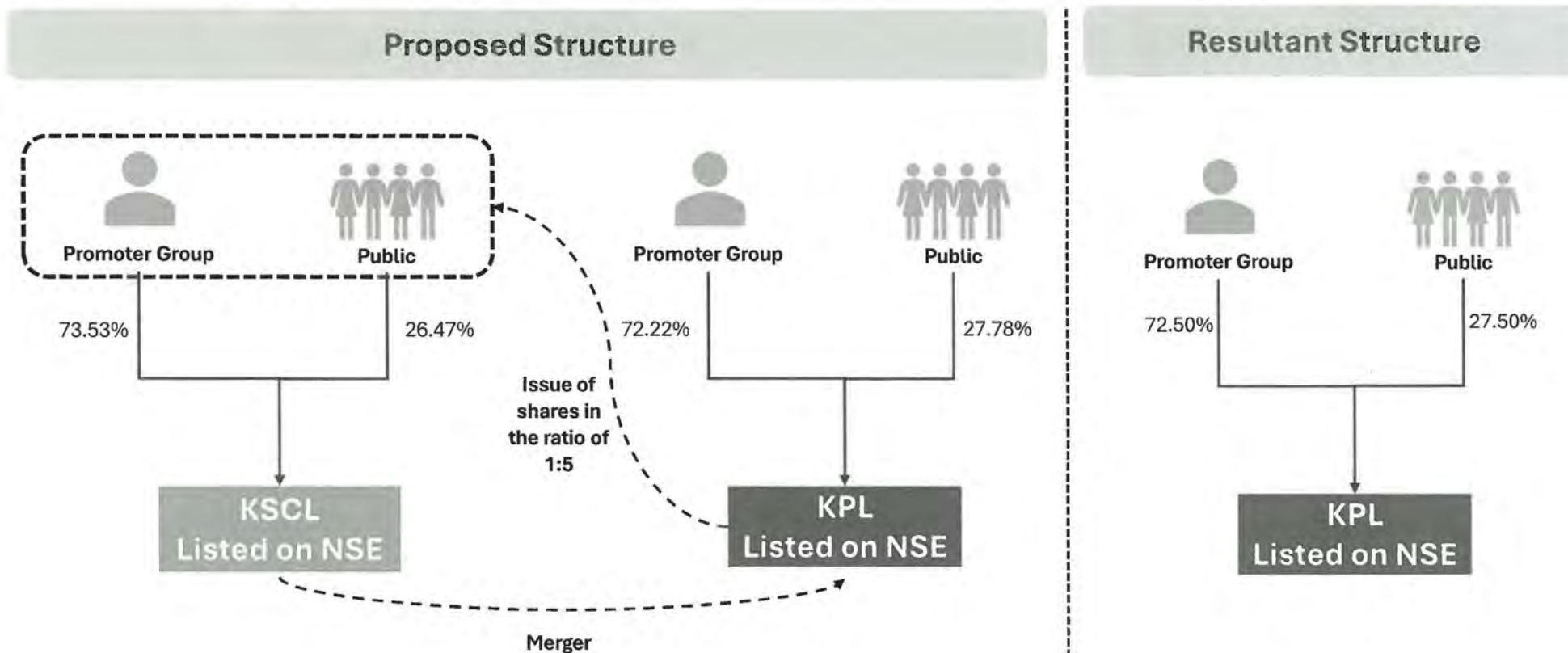
- iv. The consolidation of the operations of the Companies is expected to generate economies of scale. Integration of managerial expertise, technical capabilities and operational infrastructure will enable better utilization of resources and improved productivity;
- v. A stronger integrated entity will be better positioned to pursue strategic growth initiatives, technological upgrades and expansion opportunities in both domestic and international markets;
- vi. The Scheme will enable a stronger organisational base and enhance the capacity of the combined entity to pursue future growth opportunities and improve long-term value creation for its stakeholders;
- vii. Consolidation of funds and resources would lead to improved availability of capital which could be allocated more efficiently / optimally to pursue growth opportunities under the respective businesses.



Existing structure



Proposed and Resultant Structure



Existing and proposed Capital structure (shareholding pattern) of entities in scheme

Pre and Post Capital Structure/ Shareholding Pattern of the companies as on 31 March 2026

Shareholding pattern	KPL				KSCL			
	Pre		Post		Pre		Post	
	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding
Promoters	4,24,97,005	72.22	5,46,85,524	72.50	6,09,47,600	73.53	The company stands dissolved without winding up pursuant to the Scheme	
Public	1,63,49,395	27.78	2,07,37,592	27.50	2,19,40,980	26.47		
Total	5,88,46,400	100.00	7,54,23,116	100.00	8,28,88,580	100.00		



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Pre and Post Scheme net-worth of the companies involved

Pre and Post Scheme net-worth of KSCL and KPL as on 31 March 2026

Amount in crores

Particulars	KPL		KSCL	
	Pre-Scheme	Post-Scheme	Pre-Scheme	Post-Scheme
Equity	58.85	75.42	82.89	The company stands dissolved without winding up pursuant to the Scheme
Other Equity	313.06	525.80	212.73	
Net-worth	372.25	601.22	295.62	



Key points of the Scheme including the terms of consideration

Key points of the Scheme

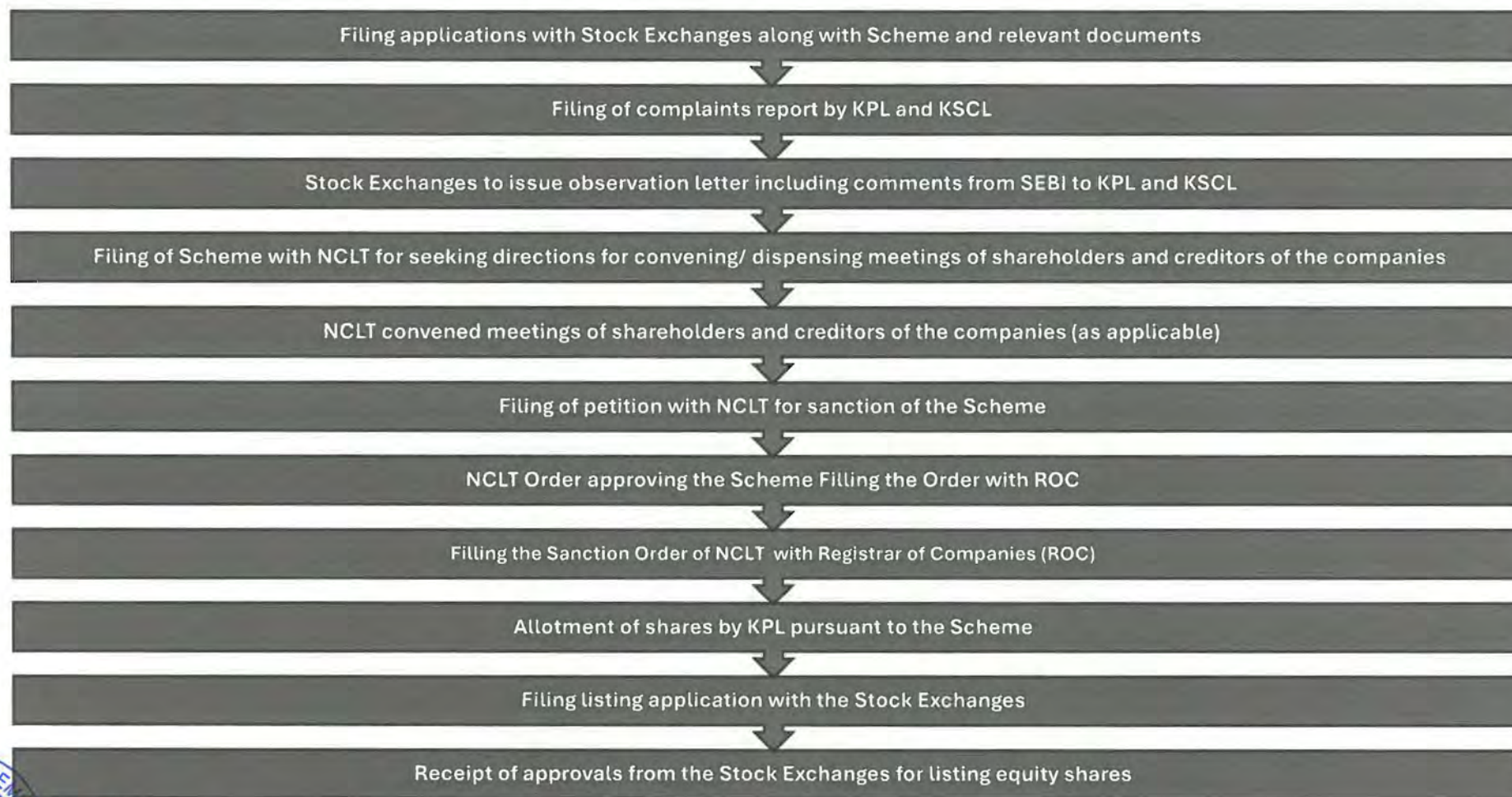
- The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Section 2(6) (Section 2(1B) of the Income Tax Act, 1961) and other applicable provisions of the Income Tax Act, 2025 and provides for the amalgamation of KSCL with KPL and various other matters consequent and incidental thereto.
- The appointed date of the Scheme is April 1, 2026, or such other date as may be mutually agreed by the Boards of the Companies and conveyed to the NCLT in writing

Consideration under the Scheme

- KPL will issue and allot fully paid-up equity shares to KSCL shareholders whose names appear in the register (including depository records) as of the Record Date or to their legal successors, in the following manner:
 - 1 (One) fully paid-up equity share of Rs.10/- each of KPL, (Transferee Company) shall be issued and allotted for every 5 (Five) fully paid-up equity shares of Rs. 10/- each held in KSCL, (Transferor Company)
- The above share exchange ratio has been determined by Joint Valuation Report issued by KPMG Valuation Services LLP and Mr. S Sundar Raman. Further, the Fairness Opinion has been issued by Saffron Capital Advisors Private Limited.



Scheme implementation process





Thank you

