

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity : Kothari Sugars and Chemicals Limited
2. Quarter ending : September 30, 2017

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | DIN | Category (Chairperson/ Executive/Non-Executive/ Independent /Nominee) | Date of Appointment in the current term | Tenure | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|----------------------|---------------|---|---|---------|---|--|---|
| Mrs. | Nina B. Kothari | DIN: 00020119 | Chairperson - Non Executive - Non Independent | 27/05/2014 | -- | 2 | 1 | -- |
| Mr. | Arjun B. Kothari | DIN:07117816 | Executive - Managing Director | 08/04/2015 | -- | 2 | 2 | -- |
| Mr. | P.S.Gopalakrishnan | DIN:00001446 | Non-Executive-Independent Director | 03/09/2014 | 5 years | 3 | -- | 3 |
| Mr. | V.R.Deenadayalu | DIN:00020898 | Non-Executive-Independent Director | 03/09/2014 | 5 years | 1 | 1 | -- |
| Mr. | P.S.Balasubramaniam | DIN:00019843 | Non-Executive-Independent Director | 03/09/2014 | 5 years | 1 | 2 | -- |

| II. Composition of Committees | | |
|--|----------------------------------|--|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/ Non-Executive/ independent/ Nominee) |
| 1. Audit Committee | Mr.P.S.Gopalakrishnan | Chairman-Non-Executive - Independent |
| | Mr.V.R.Deenadayalu | Member-Non-Executive - Independent |
| | Mr.P.S.Balasubramaniam | Member- Non-Executive – Independent |
| 2. Nomination & Remuneration Committee | Mr.P.S.Gopalakrishnan | Chairman- Non-Executive - Independent |
| | Mr.V.R.Deenadayalu | Member- Non-Executive - Independent |
| | Mr.P.S.Balasubramaniam | Member-Non-Executive - Independent |
| 3. Risk Management Committee (if applicable) | Not Applicable | |
| 4. Stakeholders Relationship Committee | Mr.P.S.Gopalakrishnan | Chairman- Non-Executive - Independent |
| | Mr.P.S.Balasubramaniam | Member- Non-Executive - Independent |
| | Mr.Arjun B. Kothari | Member - Executive |

| III. Meeting of Board of Directors | | |
|--|--|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings (in number of days) |
| May 30, 2017 | Sep 07, 2017 | 99 days |
| | | |

| IV. Meeting of Committees | | | |
|--|--|--|---|
| I. Audit Committee | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Sep 07, 2017 | Yes, Adequate quorum was present | May 30, 2017 | 99 days |
| | | | |

2. Nomination and Remuneration Committee

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
|---|---|---|--|
| -- | -- | May 30, 2017 | -- |

3. Stakeholders Relationship Committee

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
|---|---|---|--|
| Jul 27, 2017 Aug 24, 2017 Sep 28, 2017 | Yes, Adequate quorum was present | Apr 28, 2017 May 30, 2017 Jun 29, 2017 | -- |

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) refer note below |
|--|--|
| Whether prior approval of Audit Committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

Note

- (1) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A... For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- (2) If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee





3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.
Any comments/observations/advice of Board of Directors : Nil

Name & Designation

R.Prakash
Company Secretary & Compliance Officer
for Kothari Sugars and Chemicals Limited



COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| I Affirmations | | |
|--|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on Website | 46(2) | Yes (Business Responsibility Report is Not Applicable) |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| Note | | |
| <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="width: 45%;">  <p>R.Prakash Company Secretary & Compliance Officer for Kothari Sugars and Chemicals Limited</p> </div> <div style="width: 45%; text-align: center;">  </div> </div> | | |