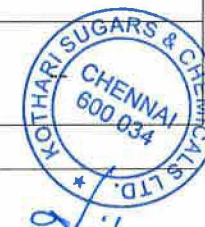


COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity : Kothari Sugars and Chemicals Limited
2. Quarter ending : September 30, 2018

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	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
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.	M.Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01/08/2018	--	1	--	--
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	--
Mr.	C.V.Krishnan	DIN:01606522	Non-Executive- Independent Director	28/05/2018	5 years	1	--	--



II. Composition of Committees

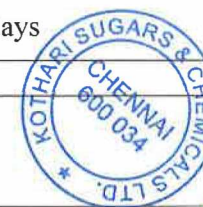
Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ independent/ Nominee)
1. Audit Committee	Mr.P.S.Gopalakrishnan	Chairman-Non-Executive - Independent
	Mr.P.S.Balasubramaniam	Member- Non-Executive - Independent
	Mr.V.R.Deenadayalu	Member-Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr.P.S.Gopalakrishnan	Chairman- Non-Executive - Independent
	Mr.P.S.Balasubramaniam	Member-Non-Executive - Independent
	Mr.V.R.Deenadayalu	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.Arjun B. Kothari	Member - Executive
	Mr.P.S.Balasubramaniam	Member- Non-Executive - Independent

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 28, 2018	July 31, 2018	63 days

IV. Meeting of Committees**1. 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
July 31, 2018	Yes, Adequate quorum was present	May 28, 2018	63 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 28, 2018	--

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
July 31, 2018	Yes, Adequate quorum was present	--	--

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



KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)

3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements), 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 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. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
 R.Prakash Company Secretary & Compliance Officer for Kothari Sugars and Chemicals Limited 