

**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, 2024

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee)	Initial Date of Appointment	Date of Re- appointm ent	Date of Cessa tion (*)	Tenu re (In mon ths) (#)	Date of Birth	No. of directorsh ip in listed entities including this listed entity [Regulatio n 17A(1)]	No of Independent Directorship in listed entities including this listed entity [Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee including this listed entity (Regulatio n 26(1))	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Regulation 26(1))
Mrs.	Nina Bhadrashyam Kothari	DIN: 00020119	Chairperson - Non-Executive Non-Independent	27.05.2014	--	--	--	21.07.1962	2	--	1	1
Mr.	Arjun Bhadrashyam Kothari	DIN:07117816	Executive - Managing Director	08.04.2015	01.09.2022	--	--	11.09.1991	2	--	2	--
Mr.	Mariathangam Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01.08.2018	01.08.2024	--	--	30.05.1968	1	--	--	--
Mr.	Krishnan Venkatakrishnan Coimbatore	DIN:01606522	Non-Executive - Independent Director	28.05.2018	28.05.2023	--	76.03	09.03.1950	1	1	2	--
Mr.	Raju Chettiar Mohan	DIN: 10289673	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	10.23	29.07.1952	1	1	2	1
Mr.	Sitharaman Sundarraman	DIN: 01032768	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	10.23	11.05.1968	2	2	3	2

**KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)**

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	Yes
<b>Note:</b> # to be filled only for Independent Director. Tenure would mean the total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.	

**II. Composition of Committees**

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Sitharaman Sundarraman	Chairman-Non-Executive - Independent	01.04.2024	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member-Non-Executive - Independent	25.05.2021	--
		Mr. Raju Chettiar Mohan	Member-Non-Executive - Independent	01.04.2024	--
2. Nomination & Remuneration Committee	Yes	Mr. Krishnan Venkatakrishnan Coimbatore	Chairman-Non-Executive - Independent	01.04.2024	--
		Mr. Sitharaman Sundarraman	Member-Non-Executive - Independent	01.04.2024	--
		Mr. Raju Chettiar Mohan	Member-Non-Executive - Independent	01.04.2024	--
3. Risk Management Committee (if applicable)	Not Applicable				
4. Stakeholders Relationship Committee	Yes	Mr. Raju Chettiar Mohan	Chairman - Non-Executive - Independent	01.04.2024	--
		Mr. Arjun Bhadrashyam Kothari	Member - Executive	08.04.2015	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member- Non-Executive - Independent	25.05.2021	--

**III. Meeting of Board of Directors**

Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
May 17, 2024	Aug 02, 2024	Yes	05	02	76 days
	Aug 26, 2024	Yes	06	03	

\* to be filled in only for the current quarter meetings

**KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)**
**IV. Meeting of Committees**
**1. Audit Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Aug 02, 2024	Yes, Adequate quorum was present	02	02	May 17, 2024	76 days

**2. Nomination and Remuneration Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	May 14, 2024	-

**3. Stakeholders Relationship Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	May 21, 2024	-

**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

**KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)**
**Annexure - Details of Cyber Security Incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No	
Date of the event	NA	Brief details of the event	NA

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (a) Audit Committee - **Yes**
  - (b) Nomination & Remuneration Committee - **Yes**
  - (c) Stakeholders Relationship Committee - **Yes**
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. - **Yes**
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. - **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. - **Yes**  
Any comments/observations/advice of Board of Directors: Nil

*for Kothari Sugars and Chemicals Limited*

**R. Prakash**

Company Secretary & Compliance Officer

\* **Mr. C. V. Krishnan** was re-appointed as Independent Director through a Special Resolution passed in the Annual General Meeting held on 03.08.2022.

\* **Mr. M. R. Mohan and Mr. S. Sundarraman**, have been appointed as Independent Directors of the Company with effect from 08.11.2023 through Special Resolution passed by way of Postal Ballot by the shareholders on 30.12.2023.

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Company : Kothari Sugars and Chemicals Limited

2. Half year ending : September 30, 2024

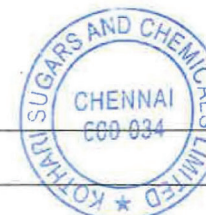
### I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during Six Month	Balance outstanding at the end of Six Month
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			





(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



for Kothari Sugars and Chemicals Limited

KRISHNAN

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**R. Krishnan**

Chief Financial Officer

Date: 14<sup>th</sup> October 2024

## Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company; and
  - d) by the listed entity to its employees or directors as a part of the service conditions

If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

At the end of 6 months from the close of financial year 2023 - 2024

Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 and Sustainability Report displayed on website	46(2)	Yes  (Business Responsibility and Sustainability Report is <b>Not Applicable</b> )
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
Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b> 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.		
<i>for Kothari Sugars and Chemicals Limited</i>   <b>R. Prakash</b> Company Secretary & Compliance Officer		

**Sugar Units:**

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

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 CST No. 24518 dt. 26-06-1961  
 GSTIN : 33AABCK2495F1ZP