

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 : March 31, 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-appointment	Date of Cessation (*)	Tenure (In months) (#)	Date of Birth	No. of directorship in listed entities including this listed entity [Regulation 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 (Regulation 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	01.05.2022	--	--	11.09.1991	2	--	2	--
Mr.	Mariathangam Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01.08.2018	01.08.2021	--	--	30.05.1968	1	--	--	--
Mr.	Gopalakrishnan Puthucode Subramaniam	DIN:00001446	Non-Executive - Independent Director	01.04.2014	01.04.2019	31.03.2024	120	23.08.1935	3	3	3	3
Mr.	Virupakshapuram Rajagopal Deenadayalu	DIN:00020898	Non-Executive - Independent Director	01.04.2014	01.04.2019	31.03.2024	120	24.05.1932	1	1	1	--
Mr.	Peruvemba Seetharamier Balasubramaniam	DIN:00019843	Non-Executive - Independent Director	01.04.2014	01.04.2019	31.03.2024	120	12.07.1944	1	1	2	1



Mr.	Krishnan Venkatakrisnan Coimbatore	DIN:01606522	Non-Executive - Independent Director	28.05.2018	28.05.2023	--	70.03	09.03.1950	1	1	2	--
Mr.	Raju Chettiar Mohan	DIN: 10289673	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	4.22	29.07.1952	1	1	--	--
Mr.	Sitharaman Sundarraman	DIN: 01032768	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	4.22	11.05.1968	2	2	2	1

Whether Regular chairperson appointed Yes

Whether Chairperson is related to Managing Director or CEO Yes

Note:

to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

(*) Mr. P. S. Gopalakrishnan (DIN:00001446), Mr. P. S. Balasubramaniam (DIN:00019843) and Mr. V. R. Deenadayalu (DIN: 00020898), Independent Directors of the Company cease to hold their office due to retirement on completion of their second term with effect from the closing hours of 31st March 2024 pursuant to Section 149(11) of the Companies Act, 2013.

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. Gopalakrishnan Puthucode Subramaniam	Chairman-Non-Executive - Independent	08.11.2013	31.03.2024
		Mr. Virupakshapuram Rajagopal Deenadayalu	Member- Non-Executive - Independent	08.11.2013	31.03.2024
		Mr. Peruvemba Seetharamier Balasubramaniam	Member-Non-Executive - Independent	08.11.2013	31.03.2024
		Mr. Krishnan Venkatakrisnan Coimbatore	Member-Non-Executive - Independent	25.05.2021	--

(*) In view of the retirement of the three Independent Directors pursuant to Section 149(11) of the Companies Act, 2013, the Audit committee has been reconstituted w.e.f 01st April 2024 with the other existing IDs of the Board to comply with composition of Committees as per SEBI (LODR) regulations.

2. Nomination & Remuneration Committee	Yes	Mr. Gopalakrishnan Puthucode Subramaniam	Chairman - Non-Executive - Independent	08.11.2013	31.03.2024
		Mr. Virupakshapuram Rajagopal Deenadayalu	Member - Non-Executive - Independent	08.11.2013	31.03.2024
		Mr. Peruvemba Seetharamier Balasubramaniam	Member - Non-Executive - Independent	08.11.2013	31.03.2024

(*) In view of the retirement of the three Independent Directors pursuant to Section 149(11) of the Companies Act, 2013, the Nomination and remuneration committee has been reconstituted w.e.f 01st April 2024 with the other existing IDs of the Board to comply with composition of Committees as per SEBI (LODR) regulations.

3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mr. Gopalakrishnan Puthucode Subramaniam	Chairman - Non-Executive - Independent	08.04.2015	31.03.2024
		Mr. Arjun Bhadrashyam Kothari	Member - Executive	08.04.2015	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member- Non-Executive - Independent	25.05.2021	--

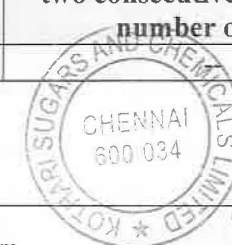
(*) In view of the retirement of Mr. P. S. Gopalakrishnan, Independent Director pursuant to Section 149(11) of the Companies Act, 2013, the Stakeholders Relationship committee has been reconstituted w.e.f 01st April 2024 with the other existing IDs of the Board to comply with composition of Committees as per SEBI (LODR) regulations.

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	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)
Nov 08, 2023	Feb 12, 2024	Yes	08	05	95 days
	Mar 15, 2024	Yes	09	06	-

* to be filled in only for the current quarter meetings

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
Feb 12, 2024	Yes, Adequate quorum was present	03	03	Nov 08, 2023	95 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
--	--	--	--	Oct 27, 2023	



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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
Mar 07, 2024	Yes, Adequate quorum was present	03	02	--	--

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.	

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
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes</p> <p>2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>(a) Audit Committee - Yes</p> <p>(b) Nomination & Remuneration Committee - Yes</p> <p>(c) Stakeholders Relationship Committee - Yes</p> <p>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</p>



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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 : March 31, 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			



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(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**

R. Krishnan

R. Krishnan
Chief Financial Officer

Date: 12th April 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.