



**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 : December 31, 2015

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	28/05/2014	--	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)
Aug 11, 2015	Nov 06, 2015	87 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*
Nov 06, 2015	Yes, Adequate quorum was present	Aug 11, 2015	87 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
Nil	Yes, Adequate quorum was present	July 07, 2015	--

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
Oct 20, 2015 Nov 20, 2015 Dec 08, 2015	Yes, Adequate quorum was present	July 07, 2015 Aug 04, 2015 Sep 22, 2015	--

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
<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.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
(a) Audit Committee
(b) Nomination & Remuneration Committee
(c) 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 may be mentioned here:

**Name & Designation**



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

