

## 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, 2016

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	2	2	--

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/ Non-Executive/ independent/ Nominee)</b>
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

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
Aug 05, 2016	Nov 09, 2016	95 days

<b>IV. Meeting of Committees</b>			
<b>1. Audit Committee</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Nov 09, 2016	Yes, Adequate quorum was present	Aug 05, 2016	95 days



<b>2. Nomination and Remuneration Committee</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Nil	--	Nil	--

<b>3. Stakeholders Relationship Committee</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Oct 28, 2016 Nov 29, 2016 Dec 29, 2016	Yes, Adequate quorum was present	Jul 28, 2016 Aug 30, 2016 Sep 27, 2016	--

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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.	

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</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 (b) Nomination &amp; Remuneration Committee (c) Stakeholders Relationship Committee</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.
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  
for Kothari Sugars and Chemicals Limited

