

**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, 2022

**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 directors hip 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 B. Kothari	DIN: 00020119	Chairperson - Non-Executive Non-Independent	27.05.2014	--	--	--	21.07.1962	2	--	1	1
Mr.	Arjun B. Kothari	DIN:07117816	Executive - Managing Director	08.04.2015	01.09.2022	--	--	11.09.1991	2	--	2	--
Mr.	M. Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01.08.2018	01.08.2021	--	--	30.05.1968	1	--	--	--
Mr.	P. S. Gopalakrishnan	DIN:00001446	Non-Executive - Independent Director	12.06.1995	01.04.2019	--	105	23.08.1935	3	3	3	3
Mr.	V. R. Deenadayalu	DIN:00020898	Non-Executive - Independent Director	27.04.2009	01.04.2019	--	105	24.05.1932	1	1	1	--
Mr.	P. S. Balasubramaniam	DIN:00019843	Non-Executive - Independent Director	08.11.2013	01.04.2019	--	105	12.07.1944	1	1	2	--
Mr.	C. V. Krishnan	DIN:01606522	Non-Executive - Independent Director	28.05.2018	28.05.2018	--	55	09.03.1950	1	1	2	--

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Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	Yes
<b>Note:</b> <i>\$PAN\$ of any director would not be displayed on the website of Stock Exchange &amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i> <i>* 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.</i>	

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Mr. P. S. Gopalakrishnan	Chairman-Non-Executive - Independent	08.11.2013	--
		Mr. P. S. Balasubramaniam	Member- Non-Executive - Independent	08.11.2013	--
		Mr. V. R. Deenadayalu	Member-Non-Executive - Independent	08.11.2013	--
		Mr. C. V. Krishnan	Member-Non-Executive - Independent	25.05.2021	--
2. Nomination & Remuneration Committee	Yes	Mr. P. S. Gopalakrishnan	Chairman - Non-Executive - Independent	08.11.2013	--
		Mr. P. S. Balasubramaniam	Member - Non-Executive - Independent	08.11.2013	--
		Mr. V. R. Deenadayalu	Member - Non-Executive - Independent	08.11.2013	--
3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mr. P. S. Gopalakrishnan	Chairman - Non-Executive - Independent	08.04.2015	--
		Mr. Arjun B. Kothari	Member - Executive	08.04.2015	--
		Mr. C. V. Krishnan	Member- Non-Executive - Independent	25.05.2021	--

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<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>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
Aug 03, 2022	Nov 03, 2022	Yes	07	04	91 days
* to be filled in only for the current quarter meetings					

<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>Number of Directors present*</b>	<b>Number of independent directors present*</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 03, 2022	Yes, Adequate quorum was present	04	04	Aug 03, 2022	91 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>Number of Directors present*</b>	<b>Number of independent directors present*</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>
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<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>Number of Directors present*</b>	<b>Number of independent directors present*</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>
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**KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)**

<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. – <b>Yes</b></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>Yes</b></p> <p>(b) Nomination &amp; Remuneration Committee - <b>Yes</b></p> <p>(c) Stakeholders Relationship Committee - <b>Yes</b></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. - <b>Yes</b></p> <p>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. - <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. - <b>Yes</b></p> <p>Any comments/observations/advice of Board of Directors : Nil</p> <p><i>for Kothari Sugars and Chemicals Limited</i></p> <p><b>R. Prakash</b>            Company Secretary &amp; Compliance Officer</p>

\* **P. S. Balasubramaniam, V. R. Deenadayalu, P. S. Gopalakrishnan** were reappointed as Independent directors through Special Resolution passed in the Annual General Meeting held on 31<sup>st</sup> July 2018.