

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, 2023

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(Regula tion 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	01.08.2021	--	--	30.05.1968	1	--	--	--
Mr.	Gopalakrishnan Puthucode Subramaniam	DIN:00001446	Non-Executive - Independent Director	01.04.2014	01.04.2019	--	117	23.08.1935	3	3	3	3
Mr.	Virupakshapuram Rajagopal Deenadayalu	DIN:00020898	Non-Executive - Independent Director	01.04.2014	01.04.2019	--	117	24.05.1932	1	1	1	--
Mr.	Peruvemba Seetharamier Balasubramaniam	DIN:00019843	Non-Executive - Independent Director	01.04.2014	01.04.2019	--	117	12.07.1944	1	1	2	1

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Mr.	Krishnan Venkatakrishnan Coimbatore	DIN:01606522	Non-Executive - Independent Director	28.05.2018	28.05.2023	--	67.03	09.03.1950	1	1	2	--
Mr.	Raju Chettiar Mohan	DIN: 10289673	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	1.22	29.07.1952	1	1	--	--
Mr.	Sitharaman Sundarraman	DIN: 01032768	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	1.22	11.05.1968	2	2	2	1

Whether Regular chairperson appointed Yes

Whether Chairperson is related to Managing Director or CEO Yes

Note:

\$PAN of any director would not be displayed on the website of Stock Exchange

&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

* 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.

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	--
		Mr. Virupakshapuram Rajagopal Deenadayalu	Member- Non-Executive - Independent	08.11.2013	--
		Mr. Peruvemba Seetharamier Balasubramaniam	Member-Non-Executive - Independent	08.11.2013	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member-Non-Executive - Independent	25.05.2021	--
2. Nomination & Remuneration Committee	Yes	Mr. Gopalakrishnan Puthucode Subramaniam	Chairman - Non-Executive - Independent	08.11.2013	--
		Mr. Virupakshapuram Rajagopal Deenadayalu	Member - Non-Executive - Independent	08.11.2013	--
		Mr. Peruvemba Seetharamier Balasubramaniam	Member - Non-Executive - Independent	08.11.2013	--
3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mr. Gopalakrishnan Puthucode Subramaniam	Chairman - Non-Executive - Independent	08.04.2015	--
		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 (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)
Aug 10, 2023	Nov 08, 2023	Yes	09	06	89 days
* 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
Nov 08, 2023	Yes, Adequate quorum was present	04	04	Aug 10, 2023	89 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	Yes, Adequate quorum was present	03	03	--	--

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
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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
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 Board of Directors. - Yes Any comments/observations/advice of Board of Directors : Nil

KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)

for Kothari Sugars and Chemicals Limited

R. Prakash

Company Secretary & Compliance Officer

* **Messrs. 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 31st July 2018.

* **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.