

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, 2020

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	27/05/2014	--	--	21/07/1962	2	--	1	1
Mr.	Arjun B. Kothari	DIN:07117816	Executive - Managing Director	08/04/2015	01/09/2019	--	--	11/09/1991	2	--	2	--
Mr.	M.Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01/08/2018	01/08/2018	--	--	30/05/1968	1	--	--	--
Mr.	P.S.Gopalakrishnan	DIN:00001446	Non-Executive - Independent Director	12/06/1995	01/04/2019	--	72	23/08/1935	3	3	3	3
Mr.	V.R.Deenadayalu	DIN:00020898	Non-Executive - Independent Director	27/04/2009	01/04/2019	--	72	24/05/1932	1	1	1	--
Mr.	P.S.Balasubramaniam	DIN:00019843	Non-Executive - Independent Director	08/11/2013	01/04/2019	--	72	12/07/1944	1	1	2	--
Mr.	C.V.Krishnan	DIN:01606522	Non-Executive - Independent Director	28/05/2018	28/05/2018	--	22	09/03/1950	1	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.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	--
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.P.S.Balasubramaniam	Member- Non Executive - Independent	08-04-2015	--

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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)
Oct 25, 2019	Feb 13, 2020	Yes	07	04	110 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
Feb 13, 2020	Yes, Adequate quorum was present	03	03	Oct 25, 2019	110 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 25, 2019	--

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
Feb 25, 2020	Yes, Adequate quorum was present	03	02	Oct 25, 2019	122 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.	

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> <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. - Yes</p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. - Yes</p> <p>Any comments/observations/advice of Board of Directors : Nil</p> <p><i>for Kothari Sugars and Chemicals Limited</i></p> <p>R.Prakash Company Secretary & Compliance Officer</p>

* **P.S.Balasubramaniam, V.R.Deenadayalu, P.S.Gopalakrishnan**, was reappointed as Independent directors through special resolution passed in the Annual General Meeting held on 31st July 2018.