

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE FINANCIAL YEAR 2023 - 2024**
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR		
Details of Business	Yes	http://hckotharigroup.com/kscl/?q=node/10
Terms and Conditions of Appointment of Independent Directors	Yes	http://hckotharigroup.com/kscl/?q=node/25
Composition of Various Committees of Board of Directors	Yes	http://hckotharigroup.com/kscl/?q=node/25
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	http://hckotharigroup.com/kscl/?q=node/15
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	http://hckotharigroup.com/kscl/?q=node/18
Criteria of making payments to Non-Executive Directors	Yes	http://hckotharigroup.com/kscl/?q=node/18
Policy on dealing with Related Party Transactions	Yes	http://hckotharigroup.com/kscl/?q=node/18
Policy for determining 'Material' Subsidiaries	N.A	The Company do not have any material subsidiaries
Details of Familiarization Programmes imparted to Independent Directors	Yes	http://hckotharigroup.com/kscl/?q=node/18
E-mail address for Grievance Redressal and other relevant details	Yes	http://hckotharigroup.com/kscl/?q=node/16
Contact Information of the Designated Officials of the Company who are responsible for assisting and handling Investor Grievances	Yes	http://hckotharigroup.com/kscl/?q=node/16
Financial Results	Yes	http://hckotharigroup.com/kscl/?q=node/22
Shareholding Pattern	Yes	http://hckotharigroup.com/kscl/?q=node/24
Details of Agreements entered into with the media companies and/or their associates	N.A	The Company did not enter into any agreements with media Companies and / or their Associates



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Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	No presentation is made by the entity
Audio or video recordings & transcripts of post earnings/quarterly calls	N.A	No Post earnings / quarterly calls conducted
New name&the old name of the Company	N.A.	No change in the name of the Company
Advertisements as per regulation 47 (1)	Yes	http://hckotharigroup.com/kscl/?q=node/24
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	http://hckotharigroup.com/kscl/?q=node/79
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A	The Company do not have subsidiaries in the relevant financial year.
Secretarial Compliance Report	Yes	https://hckotharigroup.com/kscl/?q=node/24
Materiality Policy as per Reg 30 (4)	Yes	https://hckotharigroup.com/kscl/?q=node/18
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://hckotharigroup.com/kscl/?q=node/25
Disclosures under regulation 30(8)	Yes	https://hckotharigroup.com/kscl/?q=node/24
Statements of deviation(s) or variations(s) as specified in reg 32	N.A	
Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://hckotharigroup.com/kscl/?q=node/20
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.hckotharigroup.com/kscl
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.hckotharigroup.com/kscl
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.hckotharigroup.com/kscl
Materiality Policy as per Regulation 30	Yes	http://hckotharigroup.com/kscl/?q=node/18
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A	The company is not falling under top 1000 listed companies.
<i>It is certified that these contents on the website of the listed entity are correct.</i>		



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Sugar Units:

Unit - I: Kattur Post- 621 706, Lalgudi Taluk, Trichy Dist., Tamil Nadu. Phone: 0431-2541224 / 2541350, Fax: 0431-2541451

Unit - II: Sathamangalam Village, Vetriyur Post: 621 707. Ariyalur Dist., Tamil Nadu. Phone: 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
CST No. 24518 dt. 26-06-1961
GSTIN : 33AAARCK7495F17P

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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1), 17(1A) & 17 (1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for Orderly Succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	N.A.
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20 (2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes



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Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Quorum of Risk Management Committee meeting	21(3B)	N.A.
Gap between the meetings of the Risk Management Committee	21(3C)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to Subsidiaries of Company	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with Compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes



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Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management.	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	N.A
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	N.A

Note

- (i) 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.
- (ii) If status is "No" details of non-compliance may be given here.
- (iii) If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Company has approved 'Material Subsidiary Policy' and the Corporate Governance requirements with respect to subsidiaries have been complied - **Not Applicable.**

for Kothari Sugars and Chemicals Limited



R. Prakash
Company Secretary & Compliance Officer


