

November 29, 2023

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051.

Dear Sir / Madam,

Stock Code: **KOTARISUG**

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

We wish to inform you that, the Board of Directors have recommended to the Members of the Company for the appointment of Mr. M. R. Mohan (DIN: 10289673) and Mr. S. Sundarraman (DIN: 01032768) as Non - Executive Director in the category of Independent Director in the Board of the Company with effect from 08th November 2023 for a period of five consecutive years. The approval of the Members is being obtained by passing Special Resolution through Postal Ballot by Remote e-Voting process.

The Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, November 24, 2023 ("Cut-off Date"), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Postal Ballot Notice is being circulated today to the Members are attached for your information and records and the same is also available on the Company's website at www.hckotharigroup.com/kscl

Kindly acknowledge and take the above information on record.

Thanking You,

Yours faithfully

for **Kothari Sugars and Chemicals Limited**

R. Prakash
Company Secretary & Compliance Officer

Encl: as above





KOTHARI SUGARS AND CHEMICALS LIMITED
Regd. Office: "Kothari Buildings" 115, Mahatma Gandhi Salai,
Nungambakkam, Chennai - 600 034.
CIN: L15421TN1960PLC004310, Phone No.044 - 3522 5528 / 5529
E-mail: secdept@hckgroup.com Website: www.hckotharigroup.com/kscl

Notice of Postal Ballot

[Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management & Administration) Rules, 2014]

To

The Members,

Notice is hereby given to the Members of Kothari Sugars and Chemicals Limited ("**the Company**"), that pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof for the time being in force and Secretarial Standard -2 (SS-2), to transact the special business only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, as set out hereunder by passing Special Resolution through postal ballot.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Company is providing e-voting facility for voting electronically / remote e-voting on the Resolutions proposed in this Postal Ballot Notice. Accordingly, members can cast their vote electronically through the CDSL e-voting platform. Remote e-voting will commence at 9 A.M. IST on Friday, December 01, 2023 and will end at 5 P.M. IST on Saturday, December 30, 2023. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically and are requested to cast their vote before 5.00 p.m. on Saturday 30th December 2023.

The Board of Directors of the Company have appointed Mr. M. Alagar / Mr. D. Saravanan of M/s. M. Alagar & Associates, (Firm Registration No. P2011TN078800) Practicing Company Secretaries, Chennai, to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.



After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Chairperson of the Company. The results of the e-voting conducted for Postal Ballot will be announced at the Registered Office of the Company on Tuesday, 02nd Jan 2024. The Result will be uploaded in the Company's website <http://www.hekotharigroup.com/kscl/> and CDSL website <http://www.evotingindia.com> and also intimated to M/s. National Stock Exchange of India Limited("NSE").

SPECIAL BUSINESS:

1. Appointment of Mr. M. R. Mohan (DIN: 10289673) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that Mr. M. R. Mohan (DIN: 10289673), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from November 08, 2023 in terms of Section 161 of the Companies Act, 2013 and Article 75 of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, 2015 and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years upto November 07, 2028 as per Sections 149, 150 & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolved further that the Board of Directors / KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution”.

2. Appointment of Mr. S. Sundarraman (DIN: 01032768) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that Mr. S. Sundarraman (DIN : 01032768), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from November 08, 2023 in terms of Section 161 of the Companies Act, 2013 and Article 75 of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, 2015 and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the



Company, be and is hereby appointed as an Independent Director of the Company for a term of five years upto November 07, 2028 as per Sections 149, 150 & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolved further that the Board of Directors / KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution”.

By order of the Board
for Kothari Sugars and Chemicals Limited

Place: Chennai
Date : 08th November 2023

R. Prakash
Company Secretary

Notes:

1. The Explanatory Statements pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on 24th November 2023 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.hckotharigroup.com/kscl, website of the Stock Exchanges, i.e. National Stock Exchange of India Limited at www.nseindia.com and disseminated on the website of CDSL (agency for providing the Remote e-Voting facility for Postal Ballot) i.e. www.evotingindia.com.
4. All the documents referred to in this Notice and the Explanatory Statements, shall be available for inspection through electronic mode. Members can send an email to secdept@hckgroup.com requesting for inspection of the documents.
5. As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Circular dated March 16, 2023 in supersession of its earlier Circulars dated 3rd November 2021 and 14th December 2021 provides revised common and simplified norms for processing investor’s service request by RTAs and norms for mandatory furnishing of PAN, KYC details and Nomination including the fillable Forms are hosted on the Company’s Website www.hckotharigroup.com/kscl under “Investors Relations”.



6. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR - I (available on the website of the Company at www.hckotharigroup.com/kscl) duly filled and signed along with requisite supporting documents to M/s. Cameo Corporate Services Limited at "Subramanian Building", No. 1, Club House Road, Chennai 600 002.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., 24th November 2023. A person who is not a Member on that date should treat this notice for information purpose only.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated September 25, 2023 read with December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, May 05, 2020, April 08, 2020 and April 13, 2020, Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
9. The remote e-voting period begins on **Friday, 01st December 2023 at 9.00 A.M.** and ends on **Saturday, 30th December 2023 at 5.00 P.M.** During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 24th November 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter upon the expiry of the aforesaid period.
10. The Scrutinizer will submit the report to Chairperson of the Company after completion of the scrutiny and the results of the postal ballot will be announced on 02nd January 2024 (Tuesday) at the Registered Office of the Company at 'Kothari Buildings', No. 115, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034. The date of declaration of the postal ballot result shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
11. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hckotharigroup.com/kscl and on the CDSL website <http://www.evotingindia.com> within two working days of the conclusion of the Postal Ballot Process i.e., on or before 02nd January 2024 (Tuesday) and the same will be communicated to the M/s. National Stock Exchange of India Limited ("NSE").



THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on Friday, 01st December 2023 at 09:00 A.M. and ends on Saturday, 30th December 2023 at 05:00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 24th November 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. There are also multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India which necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The user to login to Easi / Easiest are requested to visit www.cdslindia.com or https://web.cdslindia.com/myeasitoken/home/login and click on Login icon and select My Easi New (Token).</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>



<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi tab and click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP received in registered mobile & email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Individual Shareholders holding securities in demat mode login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

(a) The shareholders should log on to the e-voting website www.evotingindia.com.

(b) Click on "Shareholders / Members" module.

(c) Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(d) Next enter the Image Verification as displayed and Click on Login.

(e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



(f) If you are a first-time user follow the steps given below:

	Physical shareholders and shareholders other than individual holding shares in demat form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (g) After entering these details appropriately, click on “SUBMIT” tab.
- (h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (j) Click on the relevant Company name i.e. Kothari Sugars & Chemicals Limited on which you choose to vote.
- (k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) After selecting the Resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



- (n) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (v) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- e) It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (alagarcs@gmail.com) and to the RTA at the email address viz; (murali@cameoindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case of any difficulty in voting, the Shareholder may contact the Company Secretary and Compliance Officer by sending the email to ksclcs@hckgroup.com / secdept@hckgroup.com or by phone no.044 - 3522 5528 & 3522 5529.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) in Form ISR - 1 by email to Company/RTA email id.



2. For demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For individual demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through depository.**

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No.: 1800 22 55 33.

By order of the Board
for **Kothari Sugars and Chemicals Limited**

Place: Chennai
Date : 08th November 2023

R. Prakash
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying notice dated 08th November 2023 and shall be taken as forming part of the Notice.

Item No. 1

Appointment of Mr. M. R. Mohan (DIN: 10289673) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on 08.11.2023 appointed Mr. M. R. Mohan as an Additional Director of the company in the capacity of Independent Director to hold office from November 08, 2023. As per the provisions of Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing Mr. M. R. Mohan as a candidate for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The proposed Resolution set out at Item No. 1, seeks the approval of members for the appointment of Mr. M. R. Mohan as an Independent Director of the Company for a term of five years up to 07th November 2028 pursuant to Section 149 and other applicable provisions of the Companies Act 2013.



Considering his positive attributes, knowledge, experience, expertise, the balance of skills and independence, the Board is of the opinion that Mr. M. R. Mohan fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company for a period of 5 years with effect from 8th November 2023. Copy of the draft letter for appointment of Mr. M. R. Mohan as an Independent Director would be available for inspection without any fee by the members.

Mr. M. R. Mohan would be attaining the age of 75 years in 2027 which is during his tenure of five years of appointment as an Independent Director. Though Mr. M. R. Mohan would be attaining the age of 75 years during the tenure, considering his vast knowledge and rich experience in the Management of Industrial Establishments especially successfully turned around many sick units, including a sugar mill into profitable ones, the Board thinks fit to appoint him as a Director in the capacity of Independent Director and avail his services in the interest of the Company and recommends the Special Resolution for his appointment in accordance with the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. M. R. Mohan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.1 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Notice.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 1 to the shareholders of the Company.

Item No. 2

Appointment of Mr. S. Sundarraman (DIN: 01032768) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on 08.11.2023 appointed Mr. S. Sundarraman as an Additional Director of the company in the capacity of Independent Director to hold office from November 08, 2023. As per the provisions of Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing Mr. S. Sundarraman as a candidate for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The proposed Resolution set out at Item No. 2, seeks the approval of members for the appointment of Mr. S. Sundarraman as an Independent Director of the Company for a term of five years upto 07th November 2028 pursuant to Section 149 and other applicable provisions of the Companies Act 2013.

Considering his positive attributes, knowledge, experience, expertise, the balance of skills and independence, the Board is of the opinion that Mr. S. Sundarraman fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company for a period of 5 years with effect from 8th November 2023. Copy of the draft letter for appointment of Mr. S. Sundarraman as an Independent Director would be available for inspection without any fee by the members.



Except Mr. S. Sundarraman, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.2 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Notice.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 2 to the shareholders of the Company.

THE INFORMATION IN RESPECT OF ITEM NOS. 1 & 2 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ABOUT THE DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT IS FURNISHED HEREUNDER

Particulars	Item No.1	Item No.2
Name of the Director	M. R. Mohan	S. Sundarraman
DIN	10289673	01032768
Date of Birth	29.07.1952	11.05.1968
Date of First appointment on the Board	08.11.2023	08.11.2023
Qualification	M.Sc., MBA	B.Com., Fellow Member of the Institute of Chartered Accountants of India.
Nature of expertise in specific functional areas	<p>Mr. M. R. Mohan is a retired IAS officer having 34 years of experience in Government Service in various capacities including General Administration, Management of Industrial Establishments, discharging regulatory functions and Quasi-Judicial responsibilities etc.</p> <p>During his tenure, he has successfully turned around many sick units, including a sugar mill into profitable ones.</p>	<p>Mr. S. Sundarraman is a Chartered Accountant with over thirty two years of experience in auditing and taxation with litigation experience.</p> <p>He has demonstrated accomplishments in the field of statutory audits, taxation (particularly international tax) and business advisory. He has advised corporates on many functional areas such as accounting systems and policies, HR, and regulatory areas.</p> <p>He has been consistently recognized for his ability to design and implement proactive, cost-saving solutions for businesses.</p>



List of other Listed / Public Companies in which Directorship held	Nil	Kothari Petrochemicals Limited
Listed entities from which resigned in the past three years	Nil	Nil
Chairman / Member of the Committee of the Board of Director of the Company	N.A	N.A
Chairman / Member of the Committee of the other Listed / Public companies in which he / she is a Director	Nil	Kothari Petrochemicals Limited Chairman AC & NRC Member SRC, CSR & ICAC
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis)	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to Promoters, Directors and other Key Managerial Personnel in the Company.	He is not related to Promoters, Directors and other Key Managerial Personnel in the Company.
	Not debarred from holding office by order of SEBI or any authority.	Not debarred from holding office by order of SEBI or any authority.

Note: AC - Audit Committee, NRC - Nomination and Remuneration Committee, SRC - Stakeholders Relationship Committee, CSR - Corporate Social Responsibility Committee, ICAC - Investment & Credit Approval Committee

By order of the Board
for **Kothari Sugars and Chemicals Limited**

Place: Chennai
Date: 08th November 2023



R. Prakash
Company Secretary