

### General information about company

Scrip code	533192
NSE Symbol	KCPSUGIND
MSEI Symbol	NOTLISTED
ISIN	INE790B01024
Name of the entity	KCP SUGAR AND INDUSTRIES CORPORATION LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	30-06-2019
Reporting Quarter	Yearly
Date of Report	30-06-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

### Annexure I

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN



<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00432640	M S V M RAO	Non-Executive - Independent Director	Chairperson	27-07-2009		
2	001106598	VINOD R SETHI	Executive Director	Member	27-07-2009		
3	00021571	VITHAL RAJAN	Non-Executive - Independent Director	Member	29-06-2007		
4	00020630	PRATAP K MOTURI	Non-Executive - Independent Director	Member	08-08-2013		
5	00019844	K R ADIVARAHAN	Non-Executive - Independent Director	Member	04-11-2016		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00021571	VITHAL RAJAN	Non-Executive - Independent Director	Chairperson	31-01-2007		
2	001106598	VINOD R SETHI	Executive Director	Member	29-06-2007		
3	00019844	K R ADIVARAHAN	Non-Executive - Independent Director	Member	29-05-2017		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

1	00019844	K R ADIVARAHAN	Non-Executive - Independent Director	Chairperson	23-11-2016
2	00091370	IRMGARD VELAGAPUDI	Executive Director	Member	07-01-2003
3	00091466	KIRAN VELAGAPUDI	Executive Director	Member	27-01-2001

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
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### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00091370	IRMGARD VELAGAPUDI	Executive Director	Chairperson	30-10-2013		
2	00106598	VINOD R SETHI	Executive Director	Member	30-10-2013		
3	00432640	M S V M RAO	Non-Executive - Independent Director	Member	30-10-2013		
4	00019844	K R ADIVARAHAN	Non-Executive - Independent Director	Member	21-09-2016		

### Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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## Annexure 1

### Annexure 1

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	08-02-2019				Yes	7	4
2		29-05-2019	109		Yes	7	4

**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	08-02-2019				Yes	5	4
2	Audit Committee	29-05-2019	109			Yes	5	4
3	Stakeholders Relationship Committee	25-01-2019				Yes	3	1
4	Stakeholders Relationship Committee	25-02-2019	30			Yes	3	1
5	Stakeholders Relationship Committee	18-03-2019	20			Yes	3	1

6	Stakeholders Relationship Committee	30-03-2019	11	Yes	3	1
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### Annexure 1

#### IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	25-04-2019	25			Yes	2	1
8	Stakeholders Relationship Committee	04-06-2019	39			Yes	3	1
9	Corporate Social Responsibility Committee	29-05-2019				Yes	4	2

### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

## Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	S CHIDAMBARAM
2	Designation	Company Secretary and Compliance Officer

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	Web address
		If status is "No" details of non-compliance may be given here.	

1	Details of business	Yes		www.kcpsugar.com
2	Terms and conditions of appointment of independent directors	Yes		www.kcpsugar.com
3	Composition of various committees of board of directors	Yes		www.kcpsugar.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.kcpsugar.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kcpsugar.com
6	Criteria of making payments to non-executive directors	Yes		www.kcpsugar.com
7	Policy on dealing with related party transactions	Yes		www.kcpsugar.com
8	Policy for determining 'material' subsidiaries	Yes		www.kcpsugar.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.kcpsugar.com

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kcpsugar.com
11	email address for grievance redressal and other relevant details	Yes		www.kcpsugar.com
12	Financial results	Yes		www.kcpsugar.com
13	Shareholding pattern	Yes		www.kcpsugar.com
14	Details of agreements entered into with the media companies and/or their associates	NA		



15	New name and the old name of the listed entity	NA		
16	Credit rating or revision in credit rating obtained	Yes		www.kcpsugar.com
17	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kcpsugar.com
18	Materiality Policy as per Regulation 30	Yes		www.kcpsugar.com

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	

26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Any other information to be provided -  
Add Notes

### Annexure II

1	Name of signatory	S CHIDAMBARAM
2	Designation	Company Secretary and Compliance Officer

### Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	No
	Any other information to be provided	

### Annexure II

1	Name of signatory	S CHIDAMBARAM
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	S CHIDAMBARAM
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	16-07-2019