

To

Annexure

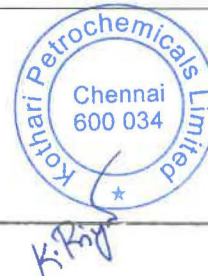
Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza', C-1, Block G,
 Bandra Kurla Complex,
 Bandra (E), Mumbai - 400051
Symbol: KOTHARIPET

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("Transferor Company") with and into Kothari Petrochemicals Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules and/or regulations framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

It is hereby certified that the draft scheme of amalgamation involving **Kothari Sugars and Chemicals Limited and Kothari Petrochemicals Limited** does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended ("SEBI Master Circular"), including the following:

Sl. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of SEBI (LODR) Regulations	Corporate governance requirements	Complied
2	Regulation 11 of SEBI (LODR) Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable



Cont.....2/-

Plant :

1/2-B 33/5 Sathangadu Village, Manali, Chennai - 600 068, India, Phone +91 44 2594 1308 / 309, Fax +91 44 2594 1524

 CIN : L11101TN1989PLC017347
 TIN No. : 33523881406
 CST No. 217771 / dt. 20-12-1999
 GSTIN : 33AAACK1347H12X

..(2)..

Sl. No.	Reference	Particulars	Remarks
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Applicable. The Company will comply with the provision of e-voting to public shareholders as required by the SEBI Master Circular on Scheme, applicable provisions of the Companies Act, 2013 and the Listing Regulations.

*for Kothari Petrochemicals Limited***K. Priya**
Company Secretary & Compliance Officer*for Kothari Petrochemicals Limited***Arjun B. Kothari**
Managing Director
DIN: 07117816

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation involving **Kothari Sugars and Chemicals Limited and Kothari Petrochemicals Limited** are in compliance with all the Accounting Standards applicable to a listed entity.

*for Kothari Petrochemicals Limited***S. Sivamahesh**
Chief Financial Officer*for Kothari Petrochemicals Limited***Arjun B. Kothari**
Managing Director
DIN: 07117816

Date: 29.05.2016

