



Registered Office :

"Kothari Buildings", No. 115, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034

Phone : 044 - 30226848 / 5614, Fax : 044-28334560, www.hckotharigroup.com



September 6, 2013

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra [E], Mumbai - 400 051

Dear Sirs,

Stock Code – **KOTARISUG**

In Compliance with the Listing Agreement please find enclosed the proceedings of Annual General Meeting of Kothari Sugars and Chemicals Limited for the year 2012-2013 held on 06.09.2013.

Kindly take this into your records and acknowledge the receipt.

Thanking you

Yours faithfully,
For **Kothari Sugars and Chemicals Limited**

R.Prakash
Company Secretary & Compliance Officer

Encl : as above

PROCEEDING OF THE 52ND ANNUAL GENERAL MEETING OF KOTHARI SUGARS AND CHEMICALS LIMITED HELD ON FRIDAY, THE 06TH DAY OF SEPTEMBER 2013 AT 10.15 A.M. AT THE MUSIC ACADEMY, MINI HALL, OLD NO.306, NEW NO.168, T.T.K ROAD, CHENNAI - 600 014.

Member Present

In Person	-	685 Members were in attendance
By Proxy	-	05 Members
By Representation u/s. 187	-	01 Member

Directors present

Mr.B.H.Kothari	-	Chairman & Managing Director
Mr.P.S.Gopalakrishnan	-	Chairman - Audit Committee
Dr.P.S.Mani Sundaram	-	Director
Mr.V.R.Deenadayalu	-	Director

Auditors Present

Mr.R.Subramaniam, Mr.R.Rajaram & Mr.M.Rajasekar Partners, M/s.R. Subramanian & Co., Chartered Accountants, Chennai.	-	Statutory Auditor.
Mr.G.Gurumoorthi Partner, M/s.K.R.Sarangapani and Co., Chennai.	-	Internal Auditor
Mr.R.Suryanarayanan Chennai.	-	Cost Auditor

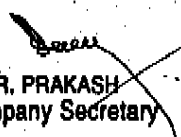
In Attendance

Mr.R.Prakash	-	Company Secretary
Mr.N.Rangarajarathinam	-	President
Mr.M.Silvester Goldwin	-	President, Operations
Mr. J.Sreenivas	-	GM Finance & Accounts

● Certified True Copy

contd...2/-

for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary

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Proceedings

Mr.B.H.Kothari, Chairman took the Chair and presided over the meeting.

As the requisite quorum was present, the Chairman called the meeting to order and welcomed the Members.

The Chairman then introduced the Directors to the Members and stated that Mr.P.S.Gopalakrishnan, Chairman of Audit Committee was present at the meeting to provide clarifications on accounts and audit in terms of requirements of the Companies Act, 1956 and the Listing Agreement.

The Chairman informed that pursuant to Section 307 of the Companies Act, 1956, the Register of Directors' Shareholdings and Proxies lodged under Section 176 of the Companies Act, 1956 were kept for inspection. The Chairman delivered his speech on the business activities, performance and the future prospects of the Company.

With the consent of the members present, the Notice and the Director's Report as circulated to members were taken as read.

Thereafter, at the request of the Chairman, Mr. R.Prakash, Company Secretary read the Auditors' Report dated 30th May 2013 on the accounts for the year 2012-2013.

Thereafter, following ordinary businesses were transacted.

1. Adoption of Annual Accounts for the year 2012-2013

The Chairman took up the first matter of adoption of accounts and proposed the following Resolution as an **Ordinary Resolution**:

"Resolved that the Audited Statement of Profit & Loss for the year ended 31st March 2013 and the Balance Sheet as on that date and notes appended thereto together with the Auditors Report and the Directors Report thereon be and are hereby adopted."

He then invited questions from the Members on the Annual Accounts, Directors' and Auditors' Report. All the questions raised by the members were replied by the Chairman and thereafter the resolution was put to vote by show of hands to the members present and was approved by majority of the members.

2. Re-appointment of Mr.V.R.Deenadayalu as Director

"Resolved that Mr.V.R.Deenadayalu, Director, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed."

The Resolution was proposed and seconded by a Member.

The Ordinary Resolution was put to vote by show of hands to the members present and was approved unanimously.

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contd...3/-

for KOTHARI SUGARS & CHEMICALS LIMITED
R. PRAKASH
Company Secretary

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3. Appointment of Auditors

“Resolved that subject to the provisions of Sections 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs R.Subramanian and Company, Chartered Accountants, Chennai, the retiring Auditors be and are hereby appointed as Auditors of the Company, to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board.”

The Resolution was proposed and seconded by a Member.

The Ordinary Resolution was put to vote by show of hands to the members present and was approved unanimously.

Since Mr.B.H.Kothari was interested in the next resolution he vacated the chair and requested Mr.P.S.Gopalakrishnan, Director to occupy the Chair.

4. Re-appointment of Mr.B.H.Kothari, as Managing Director

“Resolved that in accordance with the provisions of Section 198, 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956 as amended or re-enacted from time to time, read with Schedule XIII of the Companies Act, 1956 Mr.B.H.Kothari be and is hereby re-appointment as Chairman and Managing Director of the Company for a period of 5 years with effect from October 01, 2013 to September 30, 2018 and terms and conditions of the remuneration to Mr.B.H.Kothari as set out in the Notice and as considered and approved by the Remuneration Committee meeting held on July 26,2013.

The Resolution was proposed and seconded by a Member.

The **Special Resolution** was put to vote by show of hands to the members present and was approved unanimously.

Then the meeting concluded with a vote of thanks to the chair.

Place: Chennai

Date: 06th Sep 2013

CHAIRMAN

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for KOTHARI SUGARS & CHEMICALS LIMITED

R. PRAKASH
Company Secretary