

September 03, 2014

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

Dear Sirs,

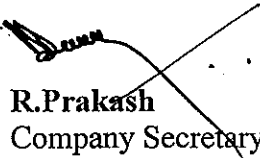
Stock Code – KOTARISUG

In Compliance with the Listing Agreement please find enclosed the proceedings of Annual General Meeting of Kothari Sugars and Chemicals Limited for the year 2013-2014 held on 03.09.2014.

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

PROCEEDINGS OF THE 53rd ANNUAL GENERAL MEETING OF KOTHARI SUGARS AND CHEMICALS LIMITED HELD AT 10.30 AM ON WEDNESDAY, THE 03RD DAY OF SEPTEMBER 2014 AT THE MUSIC ACADEMY, MINI HALL OLD NO. 306, NEW NO. 168, T.T.K. ROAD, CHENNAI - 600 014.

Members Present

In Person	-	909 Members were in attendance.
By Proxy	-	Nil
By Representation u/s.187	-	03

Directors present

Mr.B.H.Kothari	-	Chairman & Managing Director
Mr.P.S.Gopalakrishnan	-	Director
Mr.V.R.Deenadayalu	-	Director
Mr.P.S.Balasubramaniam	-	Director
Mrs.Nina Bhadrashyam Kothari	-	Director
Mr.R.Prakash	-	Company Secretary

Auditors Present

Mr.R.Subramanian, 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.K.Suryanarayanan Chennai	-	Cost Auditor

In Attendance

Mr.R.Krishnan	-	Chief Financial Officer
Mr.M.Silvester	-	President (Technical)

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.

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for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary

The Chairman then introduced the Directors to the Members.

The Chairman informed that pursuant to Section 170 of the Companies Act, 2013, the Register of Directors' Shareholdings, Register of Contracts or Arrangements of Directors Interested pursuant to Section 189 of the Companies Act, 2013 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 the Members were taken as read.

Thereafter, at the request of the Chairman, Mr.R.Prakash, Company Secretary read the Auditors' Report dated 27th May 2014 on the Accounts for the year 2013-2014.

Chairman briefed the members about the e-voting that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has provided e-voting facility to its members to enable them to cast their votes electronically on the proposed resolutions in the 53rd Annual General Meeting notice. Hence, there were no Resolution put to vote by show of hands at the meeting as shareholders had already exercised their votes by e-voting.

He further stated that the e-voting period commenced on Tuesday, August 26, 2014 at 9.00 a.m. and ended on Thursday, August 28, 2014 at 6.00 p.m. During this period, shareholders of the Company, holding either in physical form or in dematerialized form, cast their vote electronically. Mr.N.Sridharan, Practising Company Secretary (Membership No.PCS 7469) was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The chairman announced to shareholders the e-voting results stating that all items have been consented unanimously.

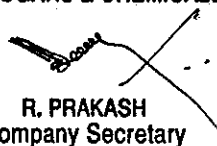
The Chairman also informed the members that the results of the votes cast through e-voting for all the resolutions along with the Scrutinizer's Report shall be placed on the Company's website www.hckotharigroup.com/kscl and also on the website of Central Depository Services (India) Limited (CDSL) and communicated to National Stock Exchange of India Limited (NSE) within 48 hours from the closing of AGM.

He then invited questions from the members on the Annual Accounts / Operations of the Company and all the questions raised by the members were replied by the Chairman.

The resolutions for the Ordinary and Special Business as set out in Item Nos.1 to 11 in the Notice of the 53rd Annual General Meeting, unanimously approved by the members are recorded hereunder as part of the proceedings of the 53rd Annual General Meeting of the Company.

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for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary

SECRETARY & CHIEF FINANCIAL OFFICER

Ordinary Business

Item no. 1:

Adoption of Annual Accounts for the year 2013-14 as Ordinary Resolution

"Resolved that the Audited Balance Sheet 31st March 2014, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date, of the Company including consolidated financial statements together with the Notes appended thereto and the Auditor's Report and the Director's Report thereon be and are hereby considered and adopted."

Item no. 2:

Declaration of Dividend for the financial year 2013-2014 as Ordinary Resolution

"Resolved that the Dividend @ 5% (Fifty paise per share) on paid up Equity Share Capital be and is hereby declared for the year ended March 31, 2014 to those shareholders whose names appear on the Company's Register of Members as on 27th August, 2014."

Item no. 3:

Re-appointment of Mr.B.H.Kothari as Director as Ordinary Resolution

"Resolved that Mr.B.H.Kothari, Director, (Din No. 00020068) who retires by rotation at this Annual General Meeting, be and is hereby re-appointed."

Item no.4:

Appointment of Auditors as Ordinary Resolution

"Resolved that M/s.R.Subramanian and Company, Chartered Accountants, Chennai, the retiring Auditors be and are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company at the remuneration to be fixed by the Board of Directors".

Special Business

Item no.5:

Appointment of Mrs.Nina Bhadrashyam Kothari as Director as Ordinary Resolution

"Resolved that Mrs.Nina Bhadrashyam Kothari (holding DIN 00020119), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 27, 2014, with effect from May 27, 2014 in terms of Article 100 of the Company and Section 161 of the Companies Act, 2013 who holds the office upto the date of this Annual General Meeting 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retirement by rotation."

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Item no.6:

Appointment of Mr.P.S.Gopalakrishnan as Independent Director as Ordinary Resolution

“Resolved that pursuant to the provisions of 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 to the Companies Act, 2013, Mr.P.S.Gopalakrishnan (holding DIN 00001446), Director of the Company whose period of office is liable to retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto March 31, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director”.

Item no.7:

Appointment of Mr.V.R.Deenadayalu as Independent Director as Ordinary Resolution

“Resolved that pursuant to the provisions of 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 to the Companies Act, 2013, Mr.V.R.Deenadayalu (holding DIN 00020898), Director of the Company whose period of office is liable to retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto March 31, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director”.

Item no.8:

Appointment of Mr.P.S.Balasubramaniam as Independent Director as Ordinary Resolution:

“Resolved that pursuant to the provisions of 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 to the Companies Act, 2013, Mr.P.S.Balasubramaniam (holding DIN 00019843), Director of the Company whose period of office is liable to retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto March 31, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director”.

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for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary

for KOTHARI SUGARS & CHEMICALS LIMITED

Item no.9:

Consent under Section 180(1)(c) of the Companies Act, 2013 for a borrowings as Special Resolution

“Resolved that in supersession of the Ordinary Resolution passed at the 33rd Annual General Meeting held on 21st July 1994 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include a duly constituted committee thereof) to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total borrowings and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs.350 Crores (Rupees Three Hundred and Fifty Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.”

Item no.10:

Consent under Section 180(1)(a) of the Companies Act, 2013 to create charges, mortgages etc., as Special Resolution

“Resolved that in supersession of the Ordinary Resolution passed at the 42nd Annual General Meeting held on 24th September 2006 and pursuant to Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board” which term shall be deemed to include a duly constituted committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the company, on such movable and immovable properties, both present and future, and in such manner as may the Board may deem fit, together with the power to take over the management and concern of the company in certain events, in favour of Banks / Financial Institutions and / or other Lenders / Investing Agencies / Trustees for Debentures / Bonds to secure borrowings from time to time provided that the aggregate of borrowings so secured shall not exceed Rs.350 Crores (Rupees Three Hundred and Fifty Crores only) in addition to paid up share capital and free reserves, outstanding at any time exclusive of interest, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the company in respect of such borrowings”.

“Resolved further that for the purpose of giving effect to the above Resolution, the Board / Committee be and is hereby authorized and empowered to finalize, settle and execute requisite agreements, documents, deeds, indemnities, guarantees, declarations or other legal undertakings and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid”.

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for KOTHARI SUGARS & CHEMICALS LIMITED



R. PRAKASH
Company Secretary

Item no.11:

Approval of Remuneration to Cost Auditor as Ordinary Resolution:

“Resolved that subject to the provisions of Section 148 and Companies (Audit & Auditors) Rules, 2014 of the Companies Act, 2013 approval is hereby given for the payment of a remuneration of Rs.1,00,000/- (Rupees One Lakh Only) plus applicable service taxes and reimbursement of out of pocket expenses to Mr.K.Suryanarayanan, Cost Accountant and as Cost Auditor for the Sugar, Distillery & Co-gen units of the Company for the year 2014-2015 as duly reviewed, recommended and approved by the Audit Committee and the Board of Directors at the meeting on 27th May, 2014.

Conclusion of the Meeting

The Chairman announced that the meeting was concluded.

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

Place: Chennai

Date: 03rd Sep 2014

CHAIRMAN

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for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary

KOTHARI SUGARS & CHEMICALS LIMITED

R. PRAKASH
Company Secretary