

September 25, 2012

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

Dear Sirs,

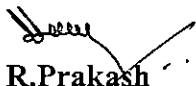
Stock Code – **KOTARISUG**

In Compliance with the Listing Agreement please find enclosed the proceedings of Annual General Meeting of Kothari Sugars and Chemicals Limited for the year 2011-2012 held on 25.09.2012.

Kindly take this into your records and acknowledge the receipt.

Thanking you

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


R.Prakash
Company Secretary

Encl : as above

PROCEEDING OF THE 51st ANNUAL GENERAL MEETING OF KOTHARI SUGARS AND CHEMICALS LIMITED HELD ON TUESDAY, THE 25TH DAY OF SEPTEMBER 2012 AT 10.30 A.M. AT THE MUSIC ACADEMY, MINI HALL, OLD NO.306, NEW NO.168, T.T.K ROAD, CHENNAI - 600 014.

Attendance

Member Present

In Person	-	825 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 Partner, M/s.R. Subramanian & Co., Chartered Accountants, Chennai.	-	Statutory Auditor
Mr.R.Rajaram Partner, 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

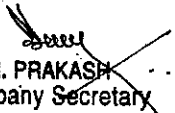
In Attendance

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

Certified True Copy

contd...2/-

for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary

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 Company was in receipt of 05 numbers of Proxies under Section 176 & 01 representations under Section 187 of the Companies Act, 1956.

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 03 Aug 2012 on the accounts for the year 2011-2012.

Thereafter, following ordinary businesses were transacted.

1. Adoption of Annual Accounts

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 2012 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 'Nem Con'.

2. Re-appointment of Dr.P.S.Mani Sundaram as Director

"Resolved that Dr.P.S.Mani Sundaram, Director, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed."

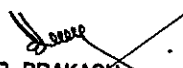
The Resolution was proposed and seconded by a Member.

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

Certified True Copy

contd...3/-

for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary

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 'Nem Con'.

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

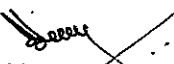
Place: Chennai

Date: 25th Sep 2012

CHAIRMAN

Certified True Copy

for KOTHARI SUGARS & CHEMICALS LIMITED


R. PRAKASH
Company Secretary