

September 08, 2011

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

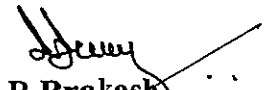
Dear Sirs,

In Compliance with the Listing Agreement please find enclosed the proceedings of Annual General Meeting of Kothari Sugars and Chemicals Limited for the year 2010-2011.

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 50TH ANNUAL GENERAL MEETING OF KOTHARI SUGARS AND CHEMICALS LIMITED HELD ON THURSDAY, THE 08TH DAY OF SEPTEMBER 2011 AT 10.30 A.M. AT RANI SEETHAI HALL, NO.603, ANNA SALAI, CHENNAI - 600 006.

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

In attendance

Mr. R. Prakash	-	Company Secretary
Mr. R. Subramanian Mr. R. Rajaram	} - -	Representing M/s. R. Subramanian and Company, Statutory Auditor
Mr. G. Gurumoorthi	-	Representing M/s. K. R. Sarangapani and Company, Internal Auditor

Invitees

Mr. N.S. Rangachari	-	President, Finance-In-Charge
Mr. M. Silvester	-	President, Operations
Mr. J. Sreenivas	-	GM Finance & Accounts
Mr. S. Sundaramurthy	-	Company Secretary, Kothari Petrochemicals Ltd.

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

425 Members & 05 Proxies recorded their presence at 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 10 numbers of Proxies under Section 176 & 03 numbers of 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.

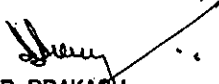
Thereafter, at the direction of the Chairman, Mr. R. Prakash, Company Secretary read the Auditors' Report dated 29 Jul 2011 on the accounts for the year 2010-2011.

Thereafter, following ordinary businesses were transacted.

Certified True Copy

for KOTHARI SUGARS & CHEMICALS LIMITED

contd....2/-


R. PRAKASH
Company Secretary

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 Profit & Loss Account, for the year ended 31st March 2011 and the Balance Sheet as on that date and the Schedules, 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 unanimously.

2. Re-appointment of Mr.P.S.Gopalakrishnan as Director

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

The Resolution was proposed by Mr. K.S. Ananthanarayanan and seconded by Mr.V.Balamurali.

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

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 by Mr. Mr.S.Srinivasan and seconded by Mr.R.Manohar.

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

4. Re-appointment of Mr.V.R.Deenadayalu, Director

"Resolved that Mr.V.R.Deenadayalu, who was appointed by the Board of Directors on 27.04.2009, pursuant to the provisions of Section 262 of the Companies Act, 1956 and Article 99 of the Articles of Association of the Company, as a Director to fill the casual vacancy caused by the resignation of Mr.P.N.Devarajan and who, in terms of section 262, was entitled to hold the office until this annual general meeting, be and is hereby appointed as Director of the Company liable to retirement by rotation

The Resolution was proposed by Mr.Narasimhan and seconded by Mr.V.Balamurali.

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

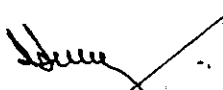
Then the meeting concluded with a vote of thanks to the chair.

Certified True Copy

Place: Chennai

for KOTHARI SUGARS & CHEMICALS LIMITED

Date: 08th Sep 2011


R. PRAKASH
Company Secretary

CHAIRMAN