42nd ANNUALREPORT 2002 - 2003

KOTHARI SUGARS AND CHEMICALS LIMITED



KOTHARI SUGARS AND CHEMICALS LIMITED

BOARD OF DIRECTORS

B.H. KOTHARI - Chairman & Managing Director

PRANAB KUMAR RUDRA DR. P.S. MANISUNDARAM P.S. GOPALAKRISHNAN

V.R. DEENADAYALU - (from 22nd August 2003)

V.R. KOTHANDARAMAN - (Nominee - LIC)

V.K. CHANDOK - (Nominee - ICICI)

(from 24th October 2002)

Dr. BANSI DHAR (till 13th August 2003)

N. CHANDRAMOULI - (till 6th February 2003)

EXECUTIVE DIRECTOR

PRESIDENT - SUGARS DIVISION

COMPANY SECRETARY

BANKERS

N. CHANDRAMOULI

K. JAYACHANDRAN

N. SRIDHARAN

STATE BANK OF INDIA CORPORATION BANK BANK OF BARODA

STATE BANK OF TRAVANCORE

AUDITORS M/s. FRASER & ROSS

Chartered Accountants, Chennal - 600 035.

INTERNAL AUDITORS

M/s. SESHA & RAJAN
Chartered Accountants

Chartered Accountants, Chennai - 600 083

COST AUDITOR

L.S. SATHIAMURTHI

Cost Accountant, Chennal - 600 020

REGISTERED OFFICE

· "Kothari Buildings"

115. Mahatma Gandhi Salai

Chennai - 600 034

Phone: 28334513, 28334514

REGISTRAR & TRANSFER AGENT

M/s. Cameo Corporate Services Limited

"Subramanian Buildings"

1, Club House Road
Chennai - 600 002

Phone: 28460390 to 28460394

Fax:044-28460129

WORKS

KATTUR: Kattur Railway Station, Lalgudi, Trichy Dist. - 621 601. Tamil Nadu

Phone: 0431-2541224, 2541350, Fax: 0431-2541451

MANALI: Sathangadu Village, Tiruvottriyur, Ponneri High Road, Manali,

Chennai - 600068. Tamil Nadu - Phone : 25941308, 25941309

Fax: 044-25941524

KARAIKAL: Melavanjore, Karaikal - 611 002. Union Territory of Pondicherry

Phone: 04365-256015 Fax: 04365-256016

SANGA REDDY: Turakalakhanpur, Sanga Reddy - Narasapur Highway,

Hathnoora Mandal Medak District - 502 296 Andhra Pradesh

Phone: 08458-278773

MARKETING OFFICE AT

MUMBAI: B-205/206, Kamanwala Chambers, Udyog Mandir Premises, ,

Mogul Lane Mahim (West), Mumbai - 400 016.

Phone: 022-24668150, 24468382

KOTHARI SUGARS AND CHEMICALS LIMITED



NOTICE TO THE MEMBERS

Notice is hereby given that the 42nd Annual General Meeting of the Members of Kothari Sugars & Chemicals Limited will be held on Wednesday, 24th September 2003 at 4.00 P.M. at BALA MANDIR GERMAN HALL, 17, Prakasam Street, (off G.N.Chetty Road), T.Nagar, Chennai - 600 017 to transact the following Business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Profit and Loss account of the Company for the year ended 31st March 2003 and the Balance Sheet as on that date and the Cash Flow Statement for the year ended 31.03.2003 together with Reports of Directors and Auditors thereon.
- To appoint a Director in the place of Mr.P.K.Rudra, who retires by rotation and being eligible, offers himself for re-2. appointment.
- 3. To appoint auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General meeting and fix their remuneration.

To consider and if though fit, to pass with or without modifications, the following resolution as a Special Resolution : "RESOLVED THAT in accordance with the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956 M/s. R. Subramanian & Co., Chartered Accountants be and are hereby appointed as Auditors of the company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board in place of retiring Auditors, M/s. Fraser & Ross, Chartered Accountants who have resigned".

SPECIAL BUSINESS

- To consider and if thought fit, to pass with or without modifications the following resolution as an ordinary resolution: "RESOLVED THAT Mr.V.R.Deenadayalu, be and is hereby appointed as Director, liable to retire by rotation.
- To consider and if thought fit to pass with or without modification following resolution as a Special Resolution.
 - " RESOLVED THAT subject to the approval of shareholders of the Company and pursuant to SEBI (Delisting of Securities) Guidelines 2003, and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as "the Board", which term shall be deemed to include any Committee appointed by the Board), the Equity shares of the Company be de-listed from the Madras Stock Exchange Limited, The Stock Exchange, Mumbai, The Bangalore Stock Exchange, Bangalore and The Calcutta Stock Exchange Association Limited, Kolkotta without giving an exit opportunity to the Investors".

Place: Chennai

Date: 22nd August 2003

By Order of the Board of Directors

N.SRIDHARAN **COMPANY SECRETARY**

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL. PROXIES SHOULD BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
- 2. Member or proxy should fill the enclosed attendance slip and deposit the same at the entrance of the meeting hall.
- Members are informed that all unpaid/unclaimed dividends for and upto the period ended 31.03.1995 have been 3. transferred to General Reserve account of the Central Government. Members who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Chennai - 600 006. The Companies Act 1956, as amended by the companies (Amendment) Act 1998 requires that the unclaimed/unpaid dividends will have to be transferred to the Investors' Education and Protection Fund after a lapse of 7 years from the date of declaration. Those who have not encashed the dividend warrants for the year 1995-96 and 1996-97 may write to the company or Share Transfer Agents claiming such dividend.
- In respect of Item no.3 of the Notice i.e. appointment of Auditors, Special Resolution is required under section 224A of the Companies Act, 1956 when more than 25% of the subscribed share capital of the Company is held by one or more Public Financial Institutions and Nationalized Banks. Since more than 25% of the subscribed share capital of our company is held by Public Financial Institutions and Nationalized Banks, a Special Resolution is proposed.



NOTICE TO THE MEMBERS

- 5. The existing Auditors, M/s. Fraser & Ross expressed their unwillingness to continue as Auditors due to other commitments and in their place the Board recommends M/s. R. Subramanian & Co. as Auditors of the Company.
- All Change of Address, Mandate intimation, transfer of shares etc. and other correspondence may be made to the Registrars & Transfer Agents, Cameo Corporate Services Ltd.
- Share Transfer books and Register of Members will be closed from 16.09.2003 to 24.09.2003 both days inclusive.
- Shareholders are requested to bring their copies of Annual Reports with them, as the same will not be provided at the meeting.
- 9. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed.

Explanatory Statement: Pursuant to Section 173 of the Companies Act, 1956

Item No.4

Mr.V.R.Deenadayalu was appointed as a Director by the Board of Directors in accordance with Section 262 of the Companies Act, 1956 in the casual vacancy caused by the resignation of Dr.Bansi Dhar, who is liable to retire by rotation at this Annual General Meeting. Hence Mr.V R Deenadayalu shall have to be re-appointed at this Annual General Meeting.

The company has received valid notice and requisite deposit from a member of the company under Section 257 of the Companies Act, 1956 proposing the candidature of Mr.V.R. Deenadayalu, as a Director. Your directors recommend the resolution for approval of members.

Except Mr.V.R.Deenadayalu who is interested in the resolution concerning his appointment, no other Director is interested in the aforesaid resolution.

Item No.5

Presently the Company's securities are listed on the following Stock Exchanges:

National Stock Exchange of India Limited, Mumbai

The Madras Stock Exchange Limited, Chennai

The Stock Exchange, Mumbai

Bangalore Stock Exchange Limited, Bangalore

The Calcutta Stock Exchange Association Limited, Kolkotta

A reference is invited to the Special Resolution passed by the shareholders on 29th September 1999 for delisting the securities with The Stock Exchange, Mumbai , Bangalore Stock Exchange Limited, Bangalore and The Calcutta Stock Exchange Association Limited, Kolkotta as a part of cost reduction measures. The resolution could not be acted upon fully in view of the tough guidelines prescribed by the Stock Exchanges. In view of SEBI (Delisting of Securities) Guidelines 2003, we are once again recommending for delisting of shares.

SEBI has announced new guidelines i.e. SEBI (Delisting of Securities) Guidelines 2003, which provides "for the delisting of securities without exit opportunity to the investors". For this purpose the shares of the company should continue to be listed either in National Stock Exchange of India Limited or The Stock Exchange, Mumbai having nationwide trading terminals.

As a cost reduction measure, the Company wants to delist the shares from The Madras Stock Exchange Limited, Chennai, The Stock Exchange, Mumbai, Bangalore Stock Exchange Limited, Bangalore and The Calcutta Stock Exchange Association Limited, Kolkotta. In accordance with SEBI regulations for voluntary delisting of company's securities by the company, approval of members is sought through a Special Resolution for delisting its securities from The Madras Stock Exchange Limited, Chennai, The Stock Exchange, Mumbai, Bangalore Stock Exchange Limited, Bangalore and The Calcutta Stock Exchange Association Limited, Kolkotta. The proposed delisting is in the interest of the company.

The Board recommends the resolution for your approval.

None of the Directors of the company is concerned or interested in this resolution except to the extent of the shares held by him.

Place: Chennai

Date: 22nd August 2003

By Order of the Board of Directors

N.SRIDHARAN COMPÀNY SECRETARY

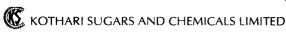




ANNEXURE TO THE NOTICE

THE INFORMATION IN RESPECT OF ITEM NO. 2 & 4 PURSUANT TO SEBI CODE, FOR CORPORATE GOVERNANCE ABOUT DIRECTORS SEEKING RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HERE-**UNDER**

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REPORT OF THE DIRECTORS TO THE MEMBERS

Your Directors present below the 42^{nd} Annual Report on the working of the Company alongwith the audited Balance Sheet, Profit and Loss Account and Cash Flow Statement for the year ended 31st March 2003.

Particulars	Year ended 31 st March 2003 Rs. in Lakhs	Year ended 31 st March 2002 Rs. in Lakhs
Profit/(Loss) before Interest and Depreciation	271.55	936.40
Interest	(2394.82)	(2609.61)
Depreciation	(3897.11)	(1143.15)
Profit/(Loss) Before Taxation/ Extra-ordinary items	(6020.38)	(2816.36)
Exceptional Item- relief on one tine settlement of debts	3532.89	
Profit/(Loss) after Taxation	(2487.49)	(2816.36)
Add: Balance brought forward from previous year	(20867.53)	(18051.17)
Balance carried to the Balance Sheet	(23355.02)	(20867.53)

SCENARIO

SUGAR DIVISION

The sugar production throughout India for the last season was 185.27 lakh MT and the Current season estimates are at 195 lakh MT. It is expected that the price of sugar is not likely to increase appreciably in the next one year owing to large carryover stock from previous seasons.

The Government is gradually introducing de-control and the free/levy sugar ratio has been changed from 85:15 to 90:10. Government is also permitting the industry to export sugar in large quantities and presently subsidising inland and sea freight expenses.

CHEMICALS DIVISION

The PIB industry has performed well during the year 2002-2003. Major portion of Polybutene consumption has been in the 2T Oil formulation segment. The increase in production was possible mainly due to the imposition of provisional Anti-Dumping duty by designated authorities, Government of India. The import threat still persists from some of the regions that are not covered under the provisional Anti-Dumping duty. There was however an increase in the manufacturing cost of PIB due to increase in the price of crude oil and volatile fluctuations in international LPG price.

The company is in the process of enhancing the production capacity by means of debottlenecking, process parameter improvement and optimization techniques.

There is an increase in the production and sales of polymer of higher grade quality and is expected to improve further in the furure.

Light polymer, which is a by-product of Polybutene finds usage as a value added product in the solvent industries.

The Nitro-aromoatic industry continues to be in a bad shape due to uncertain market conditions and poor margins. Present industrial scenario is not healthy due to cheaper imports, poor demand and lower prices. A number of manufacturing units in this sector may remain under shut down conditions. Similar unfavourable conditions persist in OCA manufacturing unit of Hydrogenation section. Your Company is closely monitoring both the export and local markets for any favourable signs to pursue revival activities in our Nitroaromatics complex.

The Nitric Acid business was also adversely affected due to higher ammonia prices. The location and the smaller plant capacity are non-conducive for carrying out a viable operation in this unit. Efforts are being taken to dispose off this unit.

DIVIDEND

Considering the loss incurred by the Company, your Directors have not recommended any dividend on preference share capital and equity share capital of the Company for the year ended 31st March 2003.

KOTHARI SUGARS AND CHEMICALS LIMITED



REPORT OF THE DIRECTORS TO THE MEMBERS

OPERATIONS AND PERFORMANCE

A. SUGAR DIVISION

The Sugar plant at Kattur crushed 515074 MTs of cane between April 2002 and March 2003 as against 483146 MTs for the corresponding period last year. The recovery percentage for the year 2002-03 was higher at 9.95% as against 9.57% during the previous year.

In order to improve the sugar production, your company introduced sucrose rich varieties of cane. The percentage of high sugar varieties to the total cane cultivated / crushed was 85% during the season 2002-03 as against 60% in the previous season. This is expected to go upto 95% during 2003-04.

CANE SEPARATION SYSTEM

As reported in the last year the Cane Separation System is not in operation. The company has filed a lawsuit against the supplier for damages in the court of Minnesota, United States of America. The case is pending on account of Bankruptcy application filed by the supplier.

B. COGENERATION

The co-generation plant at Kattur is functioning well. The power export during the year 2002 – 2003 is 15640 MWH as against 15112 MWH in 2001 – 2002.

C. DISTILLERY

The alcohol production during the year was 9352 KL as against 9009 KL during the last year. This is the highest production ever achieved so far since inception. The company is in the process of setting up a plant for manufacturing Anhydrous Alcohol.

D. POLYBUTENES

During the year, the PIB plant production and sales were 8226 MTs and 7841 MTs respectively which are the highest record production and sales ever since the commissioning of the plant.

The plant has been functioning without any reportable accidents and has achieved 4758 accident free man days since the commissioning of the plant. The plant adheres to good safety practices and procedures. Safety audit is being conducted every year by an external agency to evaluate the quality of safety standards. Periodic surveillance audit were also conducted by M/s.DNV, Netherlands for the Environmental Management System (ISO 14001) and Quality Management System (ISO 9001-2000). The plant has well maintained documented procedures and manuals.

As part of energy conservation, substantial savings was achieved by process water recycling techniques and rainwater harvesting system. Wheeling of power from Kattur cogeneration unit was implemented this year also, contributing to savings in power cost.

E. NITROAROMATICS

Chlorobenzene unit was not operated during this year. NCB plant, Amination and Hydrogenation units also were not operated. The company has leased out its Amination plant in July 2003.

F. NITRIC ACID

The Plant remained shut down throughout the year,

BIFR/AAIFR

The appeal filed by the company against the order of the BIFR recommending the winding-up is still pending before AAIFR. The Company has submitted its revised rehabilitation package to AAIFR for its consideration.

AUSTERITY MEASURES

Cost reduction drive is a continuous exercise and is being pursued in all areas.

DIRECTORS

Mr.P.K.Rudra is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Dr.Bansi Dhar who is also retiring by rotation at the ensuing Annual General Meeting submitted his resignation w.e.f. 13.08.2003 due to health reasons. The Board of Directors appreciated the valuable services rendered by Dr.Bansi Dhar during his tenure.



KOTHARI SUGARS AND CHEMICALS LIMITED

REPORT OF THE DIRECTORS TO THE MEMBERS

The Board appointed Mr.V R Deenadayalu as a Director in the Casual Vacancy caused by the resignation of Dr.Bansi Dhar. Hence, Mr.V R Deenadayalu shall have to be re-appointed in the ensuing Annual General Meeting. A notice has been received from a member proposing Mr.V.R.Deenadayalu as a Director in terms of Section 257 of the Companies Act, 1956.

Mr. N. Chandramouli, Executive Director has submitted his resignation as a Director with effect from 07-02-2003. The Board of Directors appreciated the valuable services rendered by Mr. N. Chandramouli during his tenure as a Director.

Mr. V.K.Chandok, Nominee Director representing ICICI Bank Limited has been appointed as a Director w.e.f 24-10-2002.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm:

- 1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 2. That they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent particularly in respect of interest on loans as stated in note 4(c) of Schedule 16 of notes on accounts so as to give a true and fair view of the state of affairs of the company at the end of the financial year and loss of the company for that period;
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities and
- 4. That they have prepared the annual accounts on a going concern basis as stated in note 1 & 2(a) of Schedule 16-Notes on Accounts.

CORPORATE GOVERNANCE

A separate report on Corporate Governance alongwith Auditor's Certificate on its compliance is attached as Annexure to this report.

DEPOSITS

The Company has not accepted/renewed any deposits during the year. Two Deposits amounting to Rs.23,000/- remain unclaimed.

AUDITORS

The Board recommends the appointment of M/s. R. Subramanian & Co., Chartered Accountants, as Auditors of the Company in place of M/s. Fraser & Ross, existing Auditors who have submitted their resignation. You are requested to approve the appointment of the Auditors and authorise your Directors to fix their remuneration.

COST AUDIT

The Company's Cost records in respect of Sugar are being audited by Mr.L.S.Sathiamurthi, who was appointed by the Board as Cost Auditor with the approval of the Central Government.

DISCLOSURE UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956

During the year no employee had drawn salary in excess of the amounts prescribed under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. Information required under Section 217(1)(e) of the Companies Act, 1956 is appended.

SUBSIDIARY COMPANIES

Pursuant to section 212 of the Companies Act, 1956, the audited accounts and the Directors Reports of the Subsidiary Companies namely viz. Kothari International Trading Limited & Kothari Biotech Limited are furnished along with the accounts of this Company.

AUDITORS' OBSERVATIONS:

The reply to the Auditors' observations are given below:



REPORT OF THE DIRECTORS TO THE MEMBERS

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SI. No.	Reference in the Auditor's Report	Reply
1.	Point No.2(a) and 2(b) of the main report	Please refer serial No.1&2 of notes on accounts (Schedule 16) for explanation which are self—explanatory.
2.	Point No. 2(h) of the main report	With reference to the Auditor's observations in Para 2(h) of the report, it is clarified that Dr. Bansi Dhar can continue as a Director up to the date of ensuing Annual General Meeting. He has resigned from the Board with effect from 13-08-2003.
3.	Point No. 16 of the Annexure to the Auditor's Report.	The appeal before AAIFR is pending, and once the rehabilitation package of the Company is approved, the Company will discharge the purchase tax and sales tax liabilities in accordance with the rehabilitation package. Reference is invited to SI. No. 1 of notes on accounts (Schedule 16).
4.	Point No. 18 of the Annexure to the Auditors' Report	Against the recommendation of BIFR for winding up of the Company U/s 20(1) of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) of BIFR, the Company has preferred an appeal U/s 25 of SICA in AAIFR which is pending. Please refer SI. No. 1 of notes on accounts (Schedule 16) which is self explanatory.
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ACKNOWLEDGEMENT

The Board of Directors acknowledges the fullest co-operation and support extended by the employees, suppliers and

Directors also wish to place on record their appreciation of the support and co-operation they have received from Financial Institutions, Banks, Central and State Governments.

> On Behalf of the Board for KOTHARI SUGARS AND CHEMICALS LIMITED

Place : Chennai Date: 22.08.2003

B.H. KOTHARI CHAIRMAN AND MANAGING DIRECTOR



REPORT OF THE DIRECTORS TO THE MEMBERS

FORM A
PARTICULARS AS PER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

CURRENT YEAR (APRIL-2002 TO MARCH - 2003)								
٦.	Power and Fuel Consumption	Sugar Unit	Distillery Unit	Karaikal Unit	Manali Unit	Nitric Acid		
١.	Electricity							
	a. Purchased Unit in KWH	807984	1387234	708600	4085470	, N.A		
	Total Amount Paid (Rs.)	6610760	6807819	2426329	17151884			
	Rate per unit (Rs.)	8.18	4.91	3.42	4.20			
	b. Own Generation through Diese Generator Unit in KWH	24044	N.A.	6740	236062	N.A		
	Unit per Litre of Diesel	3.25		1.38	3.53			
	Cost per Unit (Rs.)	6.15		11.06	5.39			
	c. Power generated through							
	Steam turbine Unit in KWH	34902688	79896	N.A.	N.A.	N.A		
	Unit per litre of fuel	0.24	0.27					
	Cost per unit (Rs.)	2.58	2.28		\$ ¹			
•	Coal (specify quantity and where used)	N.A.	N.A.	N.A.	N.A.			
	Quantity (tonn <mark>e</mark> s)							
	Total cost (Rs.)			+ "				
	Average Rate (Rs.)			and the second s				
F	Fuel Oil		•					
	Quantity (tonnes/kiloliters)	N.A	291524	1.035	1652.764	N.A		
	Total Cost (Rs.)		3637968	8463.73	16891149			
	Average Rate/ litre (Rs.)		12.48	8.18	10.22			
	Natural Gas							
	Quantity M3	N.A.	N.A.	1769810	N.A.	N.A		
	Total Cost (in Rs.)	٠		13577777				
	Average Rate per M3 (Rs.)			7.67	*.			
•	CONSUMPTION PER UNIT OF PRODUCTION	•						
	Products (with details)	SUGAR	ALCOHOL	MCB/OCA	POLYBUTENE	CNA/WNA		
	Electricity (Unit per MT/LIT)	35.59	0.26		525.350			
	in KWH	per ton of cane	per litre of alcohol					

NOTE:

- 1. Nitric Acid Plant is non-operational throughout the year. Hence required information could not be furnished.
- 2. There is no production in Karaikal Unit during this year 2002-2003
- 3. N.A. means Not Applicable