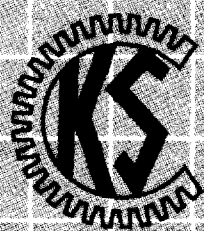




KOTHARI SUGARS AND CHEMICALS LIMITED



43rd ANNUAL REPORT 2003 - 2004



KOTHARI SUGARS AND CHEMICALS LIMITED

PROXY FORM

Folio No. :

* Client ID No. :

* In case of dematerialised shares

I/We of in the district of being a member(s) of the above named Company, hereby appoint Mr./Ms. of in the district of or failing him/her Mr./Ms. of in the district of as my/our proxy to attend and to vote for me/us on my/our behalf at the 43rd ANNUAL GENERAL MEETING of the Company to be held on Wednesday, the 8th September 2004, at 10-00 a.m. at The Music Academic (Mini Hall) Old No. 306, New No.168, T.T.K. Road, Chennai - 600 014. and at any adjournment thereof.

Signed this day of 2004

No. of Shares held

The Companies Act 1956, lays down that an instrument appointing a Proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the Meeting. The Proxy need not be a member of the Company.

Signature

Affix
Revenue
Stamp



KOTHARI SUGARS AND CHEMICALS LIMITED

ATTENDANCE SLIP

Folio No. :

Client ID No.:

Name of the
Attending Member

Name of the Proxy*
*(If Proxy attends instead of member)

I hereby record my presence at the 43rd Annual
General Meeting

Venue : The Music Academic(Mini Hall)
Old No. 306, New No. 168,
T.T.K. Road,
Chennai - 600 014.

Date : Wednesday, 8th September 2004

Time : 10-00 a.m.

.....
Signature of Shareholder/Proxy

REQUEST TO MEMBERS

1. Shareholders and their proxies should bring the attendance slip duly filled in for attending the meeting.
2. Members are requested to bring their copies of the Annual Report to the Meeting as the Company is unable to provide another copy in view of the increased cost of paper.
3. Members are requested to be in their seats at the Meeting Hall before the scheduled time for commencement of the Annual General Meeting to avoid interruption in the proceedings.
4. Members intending to appoint Proxies are requested to complete the Proxy Form sent herewith and deposit the same at the Registered Office of the Company 48 hours before the time fixed for holding the Meeting.
5. If you and/or your family members are receiving more than one copy of the Annual Report and other communication and would like to avoid duplication, kindly advice us to mail only one copy. This will help us to avoid wastage.

Note : Please ensure that your Folio Number is duly mentioned in this form.

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 43rd Annual General Meeting of the Members of Kothari Sugars & Chemicals Limited will be held on Wednesday, the 8th September 2004 at 10.00 A.M, at THE MUSIC ACADEMY, MINI HALL, OLD NO.306, NEW NO.168, T.T.K.ROAD, CHENNAI - 600 014 to transact the following Ordinary and Special Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss account of the Company for the year ended 31st March 2004 and the Balance Sheet as on that date and the Cash Flow Statement for the year ended 31.03.2004 together with Reports of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.P S Gopalakrishnan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Dr.P S Manisundaram, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 M/s.R.Subramanian and Company, Chartered Accountants being the retiring auditors 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 and the Board of Directors of the Company is authorised to fix their remuneration."

Special Business

5. To consider and if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:
"RESOLVED THAT Mr.P N Devarajan, be and is hereby appointed as a Director, liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modifications the following resolution as Special resolution:
"RESOLVED THAT subject to the provisions of Section 269 and other applicable provisions of the Companies Act 1956 and subject to the provisions of Schedule XIII, of the Companies Act, 1956 approval be and is hereby given for the re-appointment of Mr.B H Kothari as Managing Director of the Company for a period of 5 years with effect from 01.08.2004 till 31.07.2009 without remuneration"
"RESOLVED FURTHER THAT Mr.B H Kothari be provided with a Car and Telephone facilities for Official purposes which shall not, however, be treated as remuneration paid to him."

Place: Chennai

Date: 19th July 2004

By Order of the Board

N.SRIDHARAN
COMPANY SECRETARY

Notes:

1. 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.
3. Members who have not yet encashed the dividend warrants for the period 1996-97 are requested to forward their claims to the Company or Share Transfer Agents. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will be as per Section 205-A of the Companies Act, 1956 has to be transferred to the Investor Education and Protection Fund established under section 205-C of the said Act. Members are informed that all unpaid/unclaimed dividends for and upto the period ended 31.03.1996 have been



NOTICE TO THE MEMBERS

transferred to Investor Education and Protection Fund. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, no claim shall lie against the Fund or the Company in respect of Dividend which remain unclaimed and unpaid for a period of seven years from the date of payment and no payment shall be made in respect of such claims.

4. In respect of Item No.4 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.
5. 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.
6. Share Transfer books and Register of Members will be closed from 01.09.2004 to 07.09.2004 (both days inclusive).
7. Shareholders are requested to bring their copies of Annual Reports with them, as the same will not be provided at the meeting.
8. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed.
9. The terms as set out in the resolution may be treated as an abstract of the terms of the contract between the Company and Mr. B.H. Kothari, Managing Director pursuant to Section 302 of the Companies Act, 1956.

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

Item No.5

The Board in their meeting held on 24.09.2003 has appointed Mr.P N Devarajan as an Additional Director under section 260 of the Companies Act, 1956 who would hold the office upto this Annual General Meeting. A notice has been received from a member proposing Mr.P N Devarajan as a Director in terms of Section 257 of the Companies Act, 1956 for appointing him as a Director along with a deposit of Rs.500.

None of the Directors, except Mr. P.N.Devarajan is interested in the proposed resolution.

Item No.6

At the 38th Annual General Meeting of the Company held on 29th September 1999, shareholders approved the appointment of Mr.B.H.Kothari as the Managing Director and payment of minimum remuneration for his tenure of appointment. However, in view of the company's sickness and the case being pending before BIFR, Mr. B.H.Kothari, Chairman and Managing Director had decided then not to accept any remuneration from the Company.

Mr.B.H. Kothari's reappointment as Managing Director is due for renewal on 01.08.2004. Mr. B.H. Kothari has again declined to take any remuneration from the Company for his reappointment. The Remuneration Committee at its meeting held on 19.07.2004 reappointed Mr.B.H.Kothari as the Managing Director of the Company for a period of five years with effect from 1.8.2004, without remuneration. However the expenses pertaining to the use of Car and Telephone for official purpose will be borne by the Company. The Board accorded its approval for the reappointment of Mr.B.H.Kothari on 19.07.2004, as approved by the Remuneration Committee.

As per the provisions of the Companies Act, 1956, the reappointment of Mr.B.H.Kothari as Managing Director requires the approval of the shareholders through Special Resolution.

The Board recommends the resolution for your approval.

None of the Directors except Mr. B.H.Kothari is concerned or interested in this resolution.

By Order of the Board

Place: Chennai
Date: 19th July 2004

N.SRIDHARAN
COMPANY SECRETARY

**ANNEXURE TO THE NOTICE**

THE INFORMATION IN RESPECT OF ITEM NO. 2, 3, 5 & 6 PURSUANT TO SEBI CODE FOR CORPORATE GOVERNANCE ABOUT DIRECTORS SEEKING RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER

Particulars	Item no. 2	Item no. 3
Name of the Director	Mr.P S Gopalakrishnan	Dr.P S Manisundaram
Date of Birth	23.08.1935	09.12.1927
Date of appointment	12.06.1995	19.11.1996
Qualification and experience in specific functional areas	<p>B.Com.LLB</p> <p>He has vast experience in the Banking Industry. He was the former Chairman of leading Financial Institutions like, The Industrial Finance Corporation of India, The Tourism Finance Corporation of India, Indian Overseas Bank and Oriental Bank of Commerce. He was an Executive Trustee of Unit Trust of India.</p>	<p>BA., B.E., M.Eng., D. Eng</p> <p>He was formerly Vice Chancellor of Regional Engineering College, Trichy. He has extensive Technical experience in the Engineering field including Education.</p>
List of companies in which outside directorships held	1. Reliance Capital Asset Management Ltd.	Nil
Chairman/ Member of the committee of the Board of Director of the company	He is the Chairman of the Audit Committee, Share Transfers cum Share holders Grievances Committee and Remuneration Committee	He is the member of the Audit Committee, Share Transfers cum Share holders Grievances Committee & Remuneration Committee.
Chairman/ Member of the committees of other companies in which he is a director.	Nil	Nil

**ANNEXURE TO NOTICE**

Particulars	Item no. 5	Item no. 6
Name of the Director	Mr.P N Devarajan	Mr. B.H.Kothari
Date of Birth	15.02.1935	11.11.1961
Date of appointment	24.09.2003	01.07.1982
Qualification and experience in specific functional areas	<p>B.Sc. M.Tech (Chemical Plant Design) IIT Kharagpur</p> <p>Shri P.N.Devarajan has an experience of over 35 years. He has held senior positions in Organisations such as Merck Sharp and Dhome of India, Chemicals & Plastics India Limited, Shriram Chemicals & Fertilisers Limited, Essar Group etc. He has also served as Chairman & Managing Director of Hindustan Organic Chemicals Limited and IDPL. He held the position of Director- Central Board, RBI, Member-Chemicals Exports Promotion Council, Bombay, Member - Indo US Trade Business Council. He is presently a Professional Consultant for many leading Public Sector Organisations.</p>	<p>B.Com.</p> <p>He is the Chairman of H.C.Kothari Group of Companies. He assumed charge as the Managing Director of KSCL in October 1986. He has more than 22 years of experience in administration and Management in the Sugar, Petrochemical and Financial Services Industries. He is presently the Invitee Member (Committee) Federation of Indian Chamber of Commerce & Industry, Governing Council Member - Central Institute of Plastics & Engineering Technology. He has also served as Chairman of South Indian Sugar mills Association (Main) and is a member of the same now. He is also a Member of Board of Governors of Institute of Financial Management & Research.</p>
List of companies in which outside directorships held	1 Dr. Reddys Laboratories Limited, Hyderabad	1. The Kothari Safe Deposit Co. Ltd. 2. Kothari Petrochemicals Limited 3. Kothari International Trading Limited. 4. Gayathri Securities Limited
Chairman/ Member of the committee of the Board of Director of the company	Nil	Share Transfers cum Shareholders Grievances Committee - Member
Chairman/ Member of the committees of other companies in which he is a director.	He is the member of Audit Committee & Compensation Committee, and Chairman of Remuneration Committee of Dr. Reddys Laboratories Limited, Hyderabad	He is the Chairman of Share Transfers cum Shareholders Grievances Committee and Member of Audit Committee of Kothari Petrochemicals Limited



REPORT OF THE DIRECTORS TO THE MEMBERS

Your Directors present below the 43rd 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 2004.

Particulars	Year ended 31 st March 2004 Rs. in Lakhs	Year ended 31 st March 2003 Rs. in Lakhs
Profit/(Loss) before Interest and Depreciation	1420.44	271.55
Interest	(2265.33)	(2394.82)
Depreciation	(3444.26)	(3897.11)
Profit/(Loss) Before Taxation/ Extra-ordinary items	(4289.15)	(6020.38)
Exceptional Item- relief on one time settlement of debts	2866.77	3532.89
Profit/(Loss) after Taxation	(1422.38)	(2487.49)
Add: Balance brought forward from previous year	(23355.02)	(20867.53)
Balance carried to the Balance Sheet	(24777.40)	(23355.02)

APPEAL BEFORE AAIFR

Your directors are pleased to inform you that Appellate Authority for Industrial and Financial Reconstruction (AAIFR) vide its order dated 17.06.2004 has sanctioned the Rehabilitation Scheme for the revival of the company. The Company has already initiated the steps for implementing the scheme.

SCENARIO

SUGAR DIVISION

The sugar production throughout India for the season 2002-2003 was 201.40 lakhs MT and the current season 2003-04 estimates are at 140 lakhs MT. The price of sugar has improved due to lower production of sugar.

CHEMICALS DIVISION

The Poly Isobutene industry performance during the year 2003-04 was satisfactory. The industry had to face patches of rough weather owing to factors like liberalised imports, availability of spurious 2T oil and market condition necessitating stiff competition with a resultant reduction in selling prices. Despite the imposition of antidumping duty by the designated authorities, Government of India, the import threat prevails from some regions that are still to be covered by antidumping laws. The rising price of crude oil coupled with volatile LPG price also added to the increasing cost of production. The comforting factor is that the demand for highgrade polymer has been improving and is expected to become better in future. Light polymer which is a by product of PIB also finds usage as solvent in industries.

The Nitro-aromatic 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 continue to remain shut down. 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 plant continue to remain shut down and 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 2004.

OPERATIONS AND PERFORMANCE

A. SUGAR DIVISION

The Sugar plant at Kattur crushed 5,79,366 MT of cane between April 2003 and March 2004 as against 515074 MTs for the corresponding period last year. Recovery percentage for the year 2003-04 was higher at 10.03% as against 9.95% during the previous year. However we have sold 21701 MT bagasse during the year 2003-04 as against 13351 tons in the previous year.

CANE SEPARATION SYSTEM

The Cane Separation System is not in operation. The case is being persued in the court of Minnesota, USA.



REPORT OF THE DIRECTORS TO THE MEMBERS

B. COGENERATION

The Cogeneration plant at Kattur is functioning well. Power export during the year 2003-04 was 14137 MW against 15640 MW in year 2002-03.

C. DISTILLERY

Alcohol production during the year was 10,657 KL as against 9352 KL last year. This is the highest production ever achieved so far since inception. The company has set up a plant to manufacture Anhydrous Alcohol.

D. POLYBUTENE

The PIB plant production and sales for the year 2003-04 were 6745 MT and 6498 MT respectively, a reduction of 22% when compared to last year. This was due to spurious supply of 2T oil and PIB imports from some countries that are not covered under the provisional antidumping duty.

The plant has achieved 5124 accident free man-days since the commissioning of the plant. The plant adopts safety system and Safety Audit is conducted every year by an external agency to evaluate the quality of safety systems. Periodical training programmes on chemical safety and fire safety are being conducted for employees and contractors.

The plant has been functioning with Quality Management System (ISO 9001-2000) and Environmental Management System (ISO 14001) and periodical surveillance audit were also conducted by M/s.DNV, Netherlands for the said systems.

As part of energy conservation, further reduction in water consumption was achieved by process of water recycling techniques. Savings in power cost was achieved this year also by availing wheeled power from Kattur Cogeneration plant.

E. NITROAROMATICS

NCB plant and Hydrogenation plant were not operated during this year. The company has leased out its Amination plant from July 2003 to March 2004.

F. NITRIC ACID

The Plant remained shut down throughout the year.

REDUCTION OF EQUITY SHARE CAPITAL AND ALLOTMENT OF FRESH SHARES

As per the Rehabilitation Scheme, the paid-up value of the equity share capital of the company has been reduced from Rs.10/- per share to Re.0.50 per share and twenty equity shares of Re.0.50 each will be converted into 1 equity share of Rs.10/- each. Public debentures amounting to Rs.71.56 lakhs is also being redeemed.

The promoters brought in funds to the tune of Rs.47.39 Crores. Against this fresh equity shares will be allotted. In addition 25% of the dues of term lenders and Debentureholders (other than public debentures) will be converted to Equity shares of Rs.10/- each.

AUSTERITY MEASURES

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

DIRECTORS

Dr.P S Manisundaram and Mr.P S Gopalakrishnan are retiring by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. B.H. Kothari's earlier appointment for a period of five years expires on 31.7.2004. The Board of Directors at its meeting held on 19.7.2004 re-appointed him as Managing Director of the Company for a period of five years with effect from 1.8.2004 without remuneration as approved by Remuneration Committee. Your approval is sought for his re-appointment by way of a special resolution vide resolution No.6 of accompanying notice.

The Board has appointed Mr.P N Devarajan as additional Director under section 260 of the Companies Act, 1956 who would hold the office upto the commencement of this Annual General Meeting. A notice has been received from a member proposing Mr.P N Devarajan as a Director in terms of Section 257 of the Companies Act, 1956 for appointing him as a Director.

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(B)(e) 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;



REPORT OF THE DIRECTORS TO THE MEMBERS

3. 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.
4. That they have prepared the Annual Accounts on a going concern basis as stated in note 1 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

M/s.R.Subramanian and Company, Auditors of the Company retire at this Annual General Meeting & are eligible for reappointment. The appointment of Auditors has to be made by a Special Resolution pursuant to Section 224A of the Companies Act, 1956.

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:

Sl. No.	Reference in the Auditor's Report	Reply
1.	4 a) (i)	Refer Note No.2 (a) of Schedule 16
2	4 a) (ii)	Refer Note No.2 (b) of Schedule 16
3.	9 b) annexure to the Auditors' Report	The Company will discharge Purchase Tax and Sales Tax liabilities in accordance with rehabilitation scheme sanctioned by AAIFR. Refer Note No.1 of Schedule 16

ACKNOWLEDGEMENT

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

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 : 19.07.2004

B.H. KOTHARI
CHAIRMAN AND MANAGING DIRECTOR



KOTHARI SUGARS AND CHEMICALS LIMITED

REPORT OF THE DIRECTORS TO THE MEMBERS**FORM A****PARTICULARS AS PER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956****CURRENT YEAR (APRIL-2003 TO MARCH - 2004)**

A. Power and Fuel Consumption	Sugar Unit	Distillery Unit	Karaikal Unit	Manali Unit	Nitric Acid Unit
1. Electricity					
a. Purchased Unit in KWH	692998	716945	595800	3926279	N.A.
Total Amount Paid (Rs.)	6789017	4421400	2160498	16896046	
Rate per unit (Rs.)	9.80	6.17	3.63	4.30	
b. Own Generation through Diesel					
Generator Unit in KWH	14752	N.A.	N.A.	192700	N.A.
Unit per Litre of Diesel	3.25			3.46	
Cost per Unit (Rs.)	6.82			6.38	
c. Power generated through					
Steam turbine Unit in KWH	36570500	808552	N.A.	N.A.	N.A.
Unit per litre of fuel	0.24	1.13			
Cost per unit (Rs.)	3.43	0.74			
2. Coal (specify quantity and where used)	N.A.	N.A.	N.A.	N.A.	N.A.
Quantity (tonnes)					
Total cost (Rs.)					
Average Rate (Rs.)					
3. Fuel Oil					
Quantity (tonnes/kiloliters)	N.A.	914529	1642094	1321.813	N.A.
Total Cost (Rs.)		11899452	13889971	14836565	
Average Rate/ litre (Rs.)		13.01	8.45	11.22	
4. Natural Gas					
Quantity M3	N.A.	N.A.	N.A.	N.A.	N.A.
Total Cost (in Rs.)					
Average Rate per M3 (Rs.)					

(B) CONSUMPTION PER**UNIT OF PRODUCTION**

Products (with details)	SUGAR	ALCOHOL	MCB/OCA POLYBUTENE	CNA/WNA
Electricity (Unit per MT/LIT) in KWH	36.75 per ton of cane	0.27 per litre of alcohol	—	610.653

NOTE :

- Nitric Acid Plant is non-operational throughout the year. Hence required information could not be furnished.
- There is no production in Karaikal Unit during this year 2003-2004
- N.A. means Not Applicable