

# KOTHARI SUGARS AND CHEMICALS LIMITED



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Notice is hereby given that the 46<sup>th</sup> Annual General Meeting of the Members of Kothari Sugars and Chemicals Limited will be held on Thursday, September 27, 2007 at 11.30 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 business:

## Ordinary Business

1. To receive, consider and adopt the Profit & Loss Account of the Company for the year ended March 31, 2007 and the Balance Sheet on that date together with Director's Report and the Auditor's Report thereon.
2. To appoint a Director in the place of Dr.P.S.Mani Sundaram who retires by rotation and being eligible offers himself for re- appointment.
3. To appoint Auditors and fix their remuneration.

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution with or without modification(s).

"RESOLVED THAT M/s. R.Subramanian and Company, Chartered Accountants, Chennai, the retiring Auditors be and are hereby appointed as Auditors of the Company, and 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 be fixed by the Board".

By Order of the Board

Place: Chennai  
Date : July 30, 2007

**K.C.Raman**  
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. 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. A Member or Proxy should fill the enclosed attendance slip and deposit the same at the entrance of the meeting hall.
3. All correspondence concerning change of address, transfer of shares etc. may be made to the Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited.
4. Share Transfer Books and Register of Members will remain closed from Friday, 21.09.2007 to Thursday, 27.09.2007 (both days inclusive).
5. Shareholders are requested to bring the Annual Report, no additional copies will be provided.

## **ANNEXURE - THE INFORMATION ABOUT THE APPOINTEE IN RESPECT OF ITEM NO.2**

Name of the Director	Dr. P.S.Mani Sundaram
Date of Birth	December 09, 1927
Date of Appointment	November 19, 1996
Qualification	B.A., B.E., M.Eng., Ph.D., D. Eng.
Experience in specific functional areas	He was former Vice Chancellor of Regional Engineering College, Trichy. He has extensive Technical experience in the Engineering field including Education.
List of other Companies in which Directorship held	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	1. Audit Committee - Member 2. Share Transfer cum Shareholder Grievances Committee - Member 3. Remuneration Committee - Member
Chairman/ Member of the Committee of the other companies in which he is a Director	Nil



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### Dear Shareholder's

Your Directors have pleasure in presenting their Report together with the Audited Accounts for the financial year ended March 31, 2007.

The performance highlights of the Company for the year are summarised below.

### Financial Performance

(Rs. in Lacs)

Particulars	2006-2007	2005-2006
Profit/(Loss) before Interest and Depreciation	2,536.76	3,164.07
Interest	84.49	1.89
Depreciation	448.13	654.76
Profit/(Loss) Before Exceptional items	2,004.15	2,507.42
Exceptional Item – Relief as per AAIFR order	6.14	0.56
Profit/(Loss) before Tax	2,010.29	2,507.98
Tax Adjustments	225.75	—
Fringe Benefit Tax	16.47	16.84
Profit / (Loss) after Tax	1,768.07	2,491.14
Transfer to Debenture Redemption Reserve	75.00	75.00
Profit / (Loss) after Appropriation	1,693.07	2,416.14
Balance brought forward from previous year	(2,561.01)	(4,977.15)
Balance carried to the Balance Sheet	(867.94)	(2,561.01)

Your Directors are pleased to report that the company has made profit after tax of Rs.1,768.07 Lacs.

### Implementation of the Rehabilitation Scheme sanctioned by BIFR

The Company is implementing the Rehabilitation Scheme as sanctioned.

### Operations and Performance

#### Performance

The Company achieved a turnover of Rs.23,974.93 Lacs for the year ended 31<sup>st</sup> March, 2007 and profit after tax of Rs.1,768.07 Lacs compared to the previous year amounting to Rs.2,491.14 Lacs.

#### a. Sugar

India, the second largest producer of Sugar, produced 195 Lacs MT during the season 2006-07 and estimates to record 300 Lacs MT Sugar during the current season.

The price of the Sugar showed an up-trend for a brief period, and now has nose dived to Rs.12,000/- from Rs.20,000/- per quintal in the domestic market. The price in the Export Market also has come down heavily due to the bumper sugar production in Brazil. The excess produce of 'Sugar' created a glut situation in the world Sugar market.

The export incentives announced by the Government for White and Raw Sugar are not significant to match with low price realisation in export.

The Plant at Kattur has crushed 7,82,788 MT in 2006-07 as against 7,28,780 MT in 2005-06 with a recovery of 9.83%. The leased unit at Pandavapura has crushed 4,78,560 MT with a recovery of 8.74%. The Company is in the process of expanding its capacity by setting up additional facilities for crushing in Sugar season 2007-08 and all the steps have been taken up to develop required cane. With this the total Sugar crushing capacity of the Company is expected to be around 10,000 TCD.



Your Company is initiating measures to improve the efficiency of these units for better recovery. The company has also undertaken studies for implementing mechanical cane harvesting, which would support the farmers for reducing to cost of manual harvesting.

We have sold 26,947 MT of Bagasse as against 18,503 MT in the previous year.

**b. Cogeneration**

Your Company is in the process of expanding the present installed capacity from 11 MW to 35 MW and we expect to start the commercial production for the additional capacity in the year 2007-08.

Total power exported was 30,526 MWH during 2006-07 as against 22,798 MWH in 2005-06, this substantial increase was due to extended plant operations and capacity utilisation.

**c. Distillery**

Alcohol production during the year 2006-07 was 13,800 KL as against 9,457 KL in 2005-06, this increase was due to extended sugar crushing with molasses purchased from other sources.

**Dividend**

The Directors do not recommend a dividend for this year, in view of accumulated losses.

**Future Business**

Your Company is currently augmenting its capacity at 6,400 TCD across its manufacturing locations and focusing on optimising the crushing period by increasing the throughput, improving the process efficiencies, for enhanced sugar recoveries and minimum utilisation of power. The efficiency norms are set at par with international standards to ensure that these manufacturing units become low cost producers.

Your Company is in the process of availing "Carbon Credits" for its manufacturing unit in the coming years and the sale of Carbon Credits is expected to become another stream of revenue.

**Directors**

Dr.P.S.Mani Sundaram, director is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

**Directors' Responsibility Statement**

The Directors confirm :

1. that in the preparation of the annual accounts, the applicable accounting standards have 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 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 profit of the company for that period;
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.

**Corporate Governance**

The report of the Corporate Governance together with the Auditor's Certificate were attached hereto as Annexures.



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### Public Deposits

The Company has not accepted any public deposit during the year and there was no outstanding public deposit anytime during the year.

### Re-appointment of Auditors

The Auditors, M/s.R.Subramanian and Company, Chartered Accountants, Chennai, retire at the ensuing Annual General Meeting and have confirmed their eligibility to accept Office, if re-appointed.

### Cost Auditor

The Company's Cost records with respect to product 'Sugar' are being audited by Mr.L.S.Sathiamurthi, Cost Auditor, appointed by the Board.

### Disclosure under Section 217(2A) and 217(1)(e) of the Companies Act, 1956

As required under the provision of sub-section (2A) of the Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, particulars of employees are required to be set out in the annexure to the Directors' Report. However, as per provision of Section 219(1)(b)(iv) of the Companies Act, 1956, the report and the accounts are being sent to all the shareholders excluding the aforesaid information. Any shareholder desirous of obtaining the same may write to the Company Secretary. Information required under Section 217(1)(e) of the Companies Act, 1956 is appended.

### Subsidiary Companies

Pursuant to the order issued by the Ministry of Corporate Affairs, New Delhi, attaching the Balance Sheets of the Subsidiary Companies, Kothari International Trading Limited & Kothari Biotech Limited is exempted.

### Acknowledgement

Your Directors thank the Banks, Customers, Debenture holders, Farmers, Financial Institutions, Government Authorities, Suppliers and Shareholders for their continued support. Your directors also place on record their appreciation for the committed services by the employees of the Company.

On Behalf of the Board  
for Kothari Sugars and Chemicals Limited

Place : Chennai  
Date : July 30, 2007

**B.H.Kothari**  
Chairman and Managing Director

# KOTHARI SUGARS AND CHEMICALS LIMITED



## FORM A

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

#### A. POWER AND FUEL CONSUMPTION

Sl. No.	Particulars	Sugar		Distillery
		Kattur	Pandavapura	Kattur
1.	<b>Electricity</b>			
	a. <u>Purchased Unit</u>	5,00,638	2,48,573	4,72,384
	Total Amount Paid (Rs.)	44,25,303	18,33,301	32,86,100
	Rate per unit (Rs.)	8.84	7.38	6.96
	b. <u>Own Generation through Diesel</u>			NA
	Generator Unit in KWH	25,729	1,45,666	
	Unit per Litre of Diesel	2.57	2.92	
	Cost per Unit (Rs.)	13.71	12.70	
	c. <u>Power generated through</u>			
	Steam turbine Unit in KWH	6,10,03,000	1,44,28,254	6,22,272
	Unit Per litre of fuel	0.27	-	0.00
	Per MT of bagassee	-	106.56	-
	Cost per unit (Rs.)	3.15	3.76	3.15
2.	<b>Coal (specify quantity and where used)</b>	NA	NA	NA
	Quantity (tonnes)			
	Total cost (Rs.)			
	Average Rate (Rs.)			
3.	<b>Fuel Oil</b>	NA	NA	
	Quantity (tonnes/kiloliters)			93,373
	Total Cost (Rs.)			21,60,007
	Average Rate/ litre (Rs.)			23.13
4.	<b>Natural Gas</b>	NA	NA	NA
	Quantity M3			
	Total Cost (in Rs.)			
	Average Rate per M3 (Rs.)			
5.	<b>Consumption per unit of production</b>			
	Products (with details)	SUGAR	SUGAR	ALCOHOL
	Electricity (Unit per MT/LT) in KWH	35.31	30.74	0.24
		Per ton of cane	Per ton of cane	Per litre of alcohol

Notes: N.A. - Not Applicable

#### B. TECHNOLOGY ABSORPTION

## FORM B

### (Form for disclosure of Particulars with respect to Technology Absorption)

#### Research and Development (R & D)

The Company adopts the following R & D measures:

High Sugar variety cane development activities are being implemented to increase the sugar recovery.

Expenditure on R & D - Nil

#### Technology absorption, adoption and innovation

Information regarding imported technology

Product	Technology from	Year of import	Status of implementation absorption
Sugar	Amcane International, USA	1995	Under Litigation

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange used and earned (Rs. in Lacs)

a.	Total Foreign Exchange earned	Nil	b.	Total Foreign Exchange outflow	23.88
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### MANAGEMENT DISCUSSION AND ANALYSIS

#### OVERVIEW

The company operates in various product segments namely Sugar, Power & Alcohol.

#### Industrial Structure and Development

Sugar	Power	Distillery
In the global as well as Indian scenario, supply has grown faster than demand and this has placed downward pressure on Sugar prices in 2006 – 07. The domestic market of Sugar is dominated by the bulk users to the extent of 70% and 30% are the consumers. The industry placed this fact before the Government for exempting of Sugar from the purview of Essential Commodity. The adhoc and frequent changes in Export policies by the Government also impairs the reputation, as a Sugar Exporter.	The Sugar Industry is a key contributor towards renewable energy. The Ministry of Renewable Energy plans to achieve 80,000 MW of power generation thro renewable energy within a decade. The 'Bagasse' has been used as input fuel for the Co-gen power plant in the Sugar Industry. The Co-Gen plants are in line with Clean Development Mechanism and adopt Kyoto Protocols, which enable the Industry to avail the benefits of Carbon Credits.	The manufacturing of Alcohol an ancillary product of Sugar includes Ethanol too. As per the existing regulatory norms the Industry is focused on manufacturing of Extra Neutral Alcohol, Rectified Spirit, Anhydrous Alcohol & Denatured Spirit. The constant price increase in fossil fuel, global warming, environmental pressure necessitate towards renewable energy i.e. usage of Ethanol blended fossil fuels. It is expected, that a change in the Policy and the norms with respect to manufacturing of Ethanol, would emerge.

#### Opportunities and threats

Sugar	Power	Distillery
The Sugar Industry, experienced bumper cane crop and increase in cane prices which has resulted in substantial surplus of Cane for the Sugar Season 2006 – 07. Presently the Sugar prices in domestic and export market is very low.	Tamilnadu Electricity Regulatory Commission (TNERC) has initiated reforms in the power sector within the State and these reforms provide an opportunity to conserve energy and maximize our sale of Power.	The State Government of Tamilnadu has allotted 60,000 tons of molasses for utilisation and to produce 135 Lacs litres Alcohol. It is expected that the market for alcohol would pick up due to increase in usage of IMFL Industry and petroleum prices.

#### Performance during Financial Year 2006-07

<b>Sugar</b>	12,61,348 MT of Sugar cane was crushed, resulted an average recovery of 9.29%
<b>Power</b>	30,526 MWH power was exported
<b>Distillery</b>	13,800 KL Alcohol was produced

#### OUTLOOK SUMMARY

##### Sugar

Indian Sugar Industry is going through a very critical phase, where within a short span of time the market turned from "short supply and high prices" to "excess supply and low prices". This is a result of bumper cane produce and Government interventions.

Many State Governments have given waiver of purchase tax and granted export subsidy etc., to the Sugar manufactures to reduce the impact of the deteriorating price realisation of Sugar.

##### Distillery

Alcohol Industry in general is encouraging; but now is at cross roads, due to conflict of interest amongst the State and Central Government, to formalise a uniform policy and regulatory procedures towards Alcohol & Ethanol manufacturing.

**RISKS AND CONCERNS**

The Agro based Sugar Industry has a specific set of risk characteristics, which at KSCL, are carefully evaluated, managed and mitigated. The major risks are classified as under

**Raw material risk**

Sugarcane is the raw material and any disturbance on its timely availability will have a substantial impact on operational cost. This risk may be caused by climatic conditions influenced by the monsoon and local weather conditions over the crop cycle, which could affect both the quantity and quality of cane. The profitability of alternative crops will influence the area of cane planting. Pests, disease and availability of farm labour impact the cost incurred by the cane grower.

**Risk Mitigation**

The Company has always maintained cordial relationship with its farmers and taken up appropriate steps to mitigate their hardships by timely payment, cane development schemes through Bank loans, promotion of cane variety etc. The long planting period and crushing prevailing in the State paves way for profitable operation.

**Regulatory Risk**

The cane price is controlled by both Central and State Government; Cane Area Reservation policy of the State; Release Mechanism to regulate Free Sugar Trade; State Policies on usage / utilisation of Molasses; Further, the Policies of the Government on exports, imports, pricing and usage of molasses, alcohol, ethanol etc., are the impediments faced by this Industry. The Sugar is classified as an essential commodity and its price is dynamic according to the prevailing market condition and regulatory norms.

**Risk Mitigation**

The Company adopts appropriate procedures through internal control systems to minimise these risk.

**Competition Risk**

The prospect for growth in the Industry drives the Company to face tough competition from other companies and also from the new entrants.

**Risk Mitigation**

The company maintains relationship with its customers for stabilizing the domestic and international markets through efficient production and best product delivery.

**Internal Control Systems and their adequacy**

The Company has established a system of internal control across all of its business operations and safeguarding of Assets. The Board, Audit Committee and the Management ensure that the internal control system operates effectively within the organisation. Internal Audit team supported by external experts as and when required, review the adequacy of internal control systems and suggests necessary checks and balances to increase the effectiveness of the system. Clear policies have been laid down for approval and control of expenditure. Investment decisions involving capital expenditure are subject to detailed appraisal and review. Capital and revenue expenditure are monitored and controlled with reference to approved budgets.

**Human Resources / Industrial Relations**

The Company has always focused on building a team with complementary skill-set to achieve business goals year on year and provides opportunities to work across multiple functions and disciplines. The total number of employees as on March 31, 2007 is 992.

Personnel development programs are being conducted periodically for Staff and Executives of the Company. The relationship between the management and employees is cordial.

On behalf of the Board  
for Kothari Sugars and Chemicals Limited

Place : Chennai  
Date : July 30, 2007

**B.H. Kothari**  
Chairman and Managing Director





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### **CORPORATE GOVERNANCE - (As required by Clause 49 of the Listing Agreement of the Stock Exchanges)**

#### **1) Company's Philosophy**

At KSCL, our pursuit towards achieving good Corporate Governance is an on-going process, thereby ensuring truth, transparency, accountability and responsibility in all our dealings with customers, dealers, employees, shareholders and with every individual who comes in contact with the Company.

#### **2) Board of Directors**

In compliance with the Corporate Governance norms the present strength of the Board is four, headed by the Chairman & Managing Director, Mr. B.H.Kothari. Except the Chairman & Managing Director (CMD) all other directors are Independent, Non-executive Directors (INED) are eminent industrialists and professionals representing an optimum mix of professionalism, knowledge and expertise.

Company's Board of Directors details as on March 31, 2007 is tabulated hereunder

Name of the	Category Director	No. of Board Meetings Attended	Attendance previous AGM held on September 19, 2006	No. of Director ship in other public companies	No. of Committee positions (as Chairman / Member) held in other public Companies	
					Chairman	Member
Mr.B.H.Kothari	CMD	05	Present	03	Nil	01
Dr.P.S.Mani Sundaram	INED	05	Present	Nil	Nil	Nil
Mr.P.S.Gopalakrishnan	INED	05	Present	02	Nil	01
Mr.P.N.Devarajan	INED	03	Previous	01	01	Nil
Mr.P.K.Rudra	INED	04	Present	--	--	--
Mr.V.R.Deenadayalu	INED	05	Present	--	--	--

Notes: Messrs P.K.Rudra & V.R.Deenadayalu resigned from the Board w.e.f January 23, 2007

Board Meetings held during the financial year 2006-07

April 21, 2006 | July 24, 2006 | September 19, 2006 | October 26, 2006 | January 23, 2007

#### **3) Committees of the Board**

The Board has setup the following committees as required by Corporate Governance:

##### **a. Audit Committee**

Sl. No.	Name of the Member	Category	Meeting held	Meeting participated
01.	Mr.P.S.Gopalakrishnan	Chairman	04	04
02.	Mr.P.K.Rudra	Member	04	04
03.	Dr.P.S.Mani Sundaram	Member	04	04
04.	Mr.V.R.Deenadayalu	Member	04	04

##### **b. Audit Committee Meeting held during the financial year 2006-07**

April 20, 2006 | July 24, 2006 | October 26, 2006 | January 22, 2007

##### **c. Board Reference to the Audit Committee**

The Auditors of the Company shall participate in the Audit Committee meetings and also participated by the Vice President (Finance) and other operational heads, of the Company as required. The Company Secretary acts as the Secretary of the Audit committee. The powers and role of the Audit Committee are as specified in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. However the Board terms of reference of the committee includes the following:





- i. To review the weakness in internal controls, if any, with the management and internal auditors and report to the Board the recommendations relating thereto;
- ii. To select and establish accounting policies;
- iii. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- iv. Reviewing the company's financial and risk management policies,
- v. To approve the quarterly Un-audited financial results for publication in accordance with stock exchange requirements;
- vi. To review Management Discussion and Analysis of financial condition and results of operations;
- vii. To review statement of significant related party transaction, submitted by the management;

**d. Investors' Grievance and Share Transfer Committee**

The Share Transfer cum Shareholder'/Investors' Grievances Committee comprised of Messrs P.S.Gopalakrishnan, B.H.Kothari and P.S.Mani Sundaram to looks into redressing of Shareholders' and Investors complaints such as transfer of shares, non-receipt of annual reports etc.

During the period under review, the committee met 16 times and the attendance details of Committee Members is as follows:

Names of Directors	Category	Meetings Held	Meetings Attended
Mr.P.S.Gopalakrishnan	Chairman	16	12
Mr.B.H.Kothari	Member	16	13
Dr.P.S.Mani Sundaram	Member	16	16

**e. Details of the Complaints received from the Shareholder(s) / Department(s) during the financial year 2006 - 07**

Sl. No.	Subject of Complaints	Complaint received	Complaints redressed	Redressal under process at the year end
1	Non receipt of Dividend	06	06	Nil
2	Non receipt of new share certificate	44	44	Nil
3	Non receipt of annual reports	03	03	Nil
4	Non receipt of final redemption warrants	04	04	Nil
5	Non receipt of fractional warrants	23	23	Nil
6	Transfer of shares	Nil	Nil	Nil
7	Dematerialisation matters	Nil	Nil	Nil
8	Others	02	02	Nil
	<b>TOTAL</b>	<b>82</b>	<b>82</b>	—
1	Securities Exchange Board of India (SEBI)	01	01	Nil
2	Ministry of Corporate Affairs (MCA)	Nil	Nil	Nil
3	National Stock Exchange (NSE)	Nil	Nil	Nil
4	Registrar of Companies (ROC)	02	02	Nil
5	Consumer Forum	Nil	Nil	Nil

**f. Remuneration Committee**

This committee was constituted to recommend the remuneration payable to Managing Director.

**g. The Committee of Remuneration details is as follows**

Names of Directors	Category	Meeting held	Attendance at the meeting
Mr.P.S.Gopalakrishnan	Chairman	01	Present
Dr.P.S.Mani Sundaram	Member	01	Present



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### h. Remuneration for the year

The Remuneration Committee at its meeting held on July 24, 2006 approved the remuneration payable to the Managing Director. No sitting fee is paid to the Chairman & Managing Director for attending Board/Committee meetings. The details of remuneration paid to CMD for the financial year 2006-07 is as follows:

Name	Salary & Allowances	Retirement Benefits	Other Benefits	Commission
Mr.B.H.Kothari	Rs.48,00,000	Rs.5,76,000	Nil	Rs.42,59,950

The Company has not paid any remuneration to its non-executive directors during the financial year 2006-07 other than the sitting fees for the Board/Committee meetings. The Company does not have any Stock Option Scheme.

### 4) Directors' Sitting fees

Sitting fees for the Board/Committee meetings and the details are furnished hereunder

(Amount in Rs.)

Name of the Directors	Sitting Fees Paid	Name of the Directors	Sitting Fees Paid
Mr.P.S.Gopalakrishnan	50,000	Dr.P.S.Mani Sundaram	50,000
Mr.V.R.Deenadayalu	45,000	Mr.P.K.Rudra	40,000
Mr.P.N.Devarajan	15,000		

### 5) Annual General Meeting

Location and time of last three Annual General Meetings are as under:

Year	Venue	Date	Day	Time
2005-06	The Music Academy, Mini Hall, No.168, T.T.K. Road, Chennai – 14	19/09/2006	Tuesday	11.00 A.M.
2004-05	Bala Mandir German Hall, No.17, Prakasam Street, T.Nagar, Chennai – 17	15/09/2005	Thursday	10.00 A.M.
2003-04	The Music Academy, Mini Hall, No.168, T.T.K. Road, Chennai – 14	08/09/2004	Wednesday	10.00 A.M.

### 6) Details of Special Resolutions passed during the previous three General Meetings

Date	Whether any Special Resolution was passed	Particulars
15/09/2005	No	-
14/11/2005	Yes Resolution by Postal Ballot	Resolution under Section 17 & 149 of the Companies Act, 1956 amendment of object clause and commencement of new business
23/02/2006	No, Ordinary Resolution by Postal Ballot	Resolution under Section 293(1) (a) for sale / disposal/hive off Companies Undertaking in Chemical business.
19/09/2006	Yes	Fixation of remuneration to Mr.B.H.Kothari, Managing Director w.e.f October 1, 2005 to September 30, 2008

### 7) Postal Ballot

During the financial year 2006-07 no special resolution was passed through postal ballot, as of now there is no proposal for any special resolution through postal ballot.