



N. Sridharan & Associates

Company Secretaries

N.SRIDHARAN, M.Com., ML., FCS., MBA.,
CP No :7469 FCS : 1646

Cell :97907 91965 / 94447 71442
E-mail: ensridaran@gmail.com

Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairperson
Kothari Petrochemicals Limited
115, Mahatma Gandhi Road,
Chennai - 600 034

Dear Sir,

Reg: Scrutinizer's report in connection with 26th Annual General Meeting of the Company held on Monday the 10th August 2015 at 10.15.a.m at The Music Academy, Mini Hall, 168 T.T.K Road, Chennai-600014.

I, N. Sridharan, Company Secretary in Practice, has been appointed by the Board of Directors of Kothari Petrochemicals Limited ("the Company"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at 26th Annual general Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated 28th May, 2015 of the 26th AGM of the members of Kothari Petrochemicals Limited , held on 10th day of August, 2015 at 10.15 a.m. at The Music Academy, Mini Hall, New No-168, TTK Road, Royapettah, Chennai – 600014. Accordingly, I submit the report, on completion of remote e-voting process and voting through polling paper, as under:-





1. The Company has engaged the serviced of CDSL as the Authorised Agency to provide secured system for remote e-voting process.
2. The remote e-voting period remained open from 09.00 a.m. on August 06, 2015 up to 05.00 p.m. on August 09, 2015.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 03rd August, 2015.
4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 26th AGM
5. At the 26th AGM, after the declaration of Poll by the Chairperson, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence along with two witnesses 1. Ms. Neha Mohta and 2. Mr. N. Nagarajan who are not in the employment of the Company and poll papers were diligently scrutinized.
7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting the votes casted by the members present at the 26th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 10th August, 2015, around 11.00 a.m. in the presence of two witnesses, Ms. Neha Mohta and Mr. N. Nagarajan, who are not in the employment of the Company.
9. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of CDSL.
10. Based on reports generated from the e-voting website of CDSL and voting through polling paper at the 26th AGM , the consolidated report on the result of voting on each resolution are given hereunder:



Item No.1
Resolution: Ordinary
To consider and adopt:

(a) the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	81	46506073	100%
Voting through polling paper (in person or by proxy)	14	9550	100%
Total	95	46515623	100%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	00

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	8	602
Total	8	602

Item No.2
Resolution – Ordinary

Declaration of Dividend on Equity Shares for the year ended March 31, 2015.

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	81	46506073	100%
Voting through polling paper (in person or by proxy)	14	9550	100%
Total	95	46515623	100%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	8	602
Total	8	602

Item No.3
Resolution – Ordinary

Re-appointment of Mrs. Nina B Kothari, (DIN: 00020119) who retires by rotation and being eligible offers herself for re-appointment

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	79	46205073	99.9924%
Voting through polling paper (in person or by proxy)	14	9550	100%
Total	94	46214623	99.9924%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	3500	0.0076%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	3500	0.0076%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	8	602
Total	8	602



Item No.4
Resolution – Ordinary

To appoint M/s. R. Subramanian and Company., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	81	46506073	100%
Voting through polling paper (in person or by proxy)	14	9550	100%
Total	95	46515623	100%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	8	602
Total	8	602

Item No.5
Resolution – Ordinary
Appointment of Mr. Arjun B Kothari as Director

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	80	46502573	99.99%
Voting through polling paper (in person or by proxy)	14	9550	100%
Total	94	46512123	99.99%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	3500	0.0075%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	3500	0.0075%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	8	602
Total	8	602



Item No.6
Resolution – Special

Appointment of Mr. Arjun B Kothari as Managing Director and Whole Time Key Managerial Person

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	80	46502573	99.99%
Voting through polling paper (in person or by proxy)	14	9550	100%
Total	94	46512123	99.99%

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	3500	0.0075%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	3500	0.0075%

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	8	602
Total	8	602





Item No.7

Resolution – Ordinary

Approval of Remuneration to Cost Auditor

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	80	46502573	99.99%
Voting through polling paper (in person or by proxy)	14	9550	100%
Total	94	46512123	99.99%

(i) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	3500	0.0075%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	3500	0.0075%

(ii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	8	602
Total	8	602





The Summary of result of remote evoting and poll is given below:-

Reso lutio n No.	Particulars	EVOTING			POLL		
		FOR	AGAINST	INVALID	FOR	AGAINST	INVALID
1.	Adoption of (a) the audited financial statement of the Company for the financial year ended March 31, 2015, and Report of the Board of Directors and Auditors b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.	46506073	0	0	9550	0	602
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2015.	46506073	0	0	9550	0	602
3.	Re-appointment of Mrs. Nina B Kothari, (DIN: 00020119) who retires by rotation and being eligible offers herself for re- appointment	46205073	3500	0	9550	0	602
4.	To appoint M/s. R. Subramanian and Company., Chartered Accountants as Statutory Auditors of the Company	46506073	0	0	9550	0	602
5.	Appointment of Mr. Arjun B Kothari as Director	46502573	3500	0	9550	0	602
6.	Appointment of Mr. Arjun B Kothari as Managing Director and Whole Time Key Managerial Person	46502573	3500	0	9550	0	602
7.	Approval of Remuneration to Cost Auditor	46502573	3500	0	9550	0	602





11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 26th AGM shall remain in my safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe Keeping.

Thanking You.

For N.SRIDHARAN & ASSOCIATES,

N. Sridharan

N.SRIDHARAN
COMPANY SECRETARY
CP NO- 7469

For Kothari Petrochemicals Limited

Thiru D Kothari

Chairman

Place: Chennai
Date: 10.08.2015

