

30<sup>th</sup> July 2018

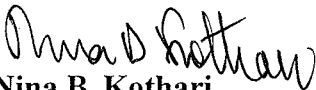
**Sub: Declaration of Voting Results of the 29<sup>th</sup> Annual General Meeting held on Monday, the 30<sup>th</sup> day of July 2018 at 10.00 A.M. at The Music Academy, Mini Hall, Old No.306, New No.168, T.T.K. Road, Chennai - 600 014**

The details are as follows:

Sl. No.	Notice Items	Resolutions (Ordinary / Special)	Mode of Voting (E-Voting / Polling Paper)
1.	Consider and adopt the Audited Financial Statements, the Reports of the Board of Directors and Auditors for the financial year ended 31 <sup>st</sup> March 2018.	Ordinary	Remote E-voting & Polling Paper
2.	Declaration of Dividend	Ordinary	
3.	Re-appointment of Mr. Arjun B. Kothari (DIN: 07117816) who retires by rotation	Ordinary	
4.	Ratification of Remuneration to Cost Auditor	Ordinary	
5.	Appointment of Mr.M.Rajavel as Whole Time Director of the Company	Special	
6.	Appointment of Mr.S.Sundarraman as Independent Director	Ordinary	
7.	Re-appointment of Mr.Pranab Kumar Rudra, Independent Director of the Company	Special	

Based on the Report of the Scrutinizer, I hereby declare that the Resolutions for the above-mentioned items have been passed with **requisite majority**.

Thanking you

for **Kothari Petrochemicals Limited**  
**Nina B. Kothari**  
Chairperson



# 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 Scrutinizer's Report On voting through ballot paper and through remote e-voting

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

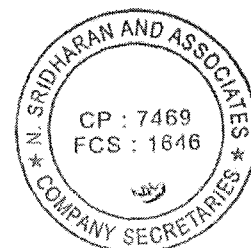
To  
The Chairperson  
Kothari Petrochemicals Limited,  
115, Mahatma Gandhi Road,  
Chennai - 600 034.

Madam,

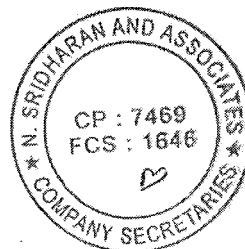
Reg: Scrutinizer's report in connection with 29th Annual General Meeting of the Company held on Monday, 30<sup>th</sup> July 2018 at 10.00 a.m. at The Music Academy, Mini Hall, 168 T.T.K Road, Chennai-600014.

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 29th 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, on the resolutions set out in the Notice dated 29<sup>th</sup> May, 2018 of the 29<sup>th</sup> AGM of the members of Kothari Petrochemicals Limited, held on Monday the 30<sup>th</sup> day of July, 2018 at 10.00 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 services 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 26<sup>th</sup> July, 2018 up to 05.00 p.m. on 29th July, 2018.



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 23rd July, 2018.
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 cast votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 29<sup>th</sup> AGM.
5. At the 29th AGM, after the declaration of Poll by the Chairperson, one ballot box kept for polling was 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. Mr. R. Santhosh Kumar and 2.Mr. S. Krishnan who are not in the employment of the Company and poll papers was 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 cast by the members present at the 29th AGM, through polling paper, the votes cast through remote e-voting were unblocked on 30th July, 2018, around 12.30 p.m. in the presence of two witnesses, 1 Mr. R Santhosh Kumar and 2.Mr. S. Krishnan 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 29th AGM , the consolidated report on the result of voting on each resolution are given hereunder:



Item No.1

Resolution: Ordinary

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and Auditors thereon.

(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	28	46039880	99.9909
Voting through polling paper (in person or by proxy)	10	4194	00.0091
<b>Total</b>	<b>38</b>	<b>46044074</b>	<b>100.0000</b>

Note: 11 ballot papers for 5963 shares voted, out of which 1768 share are partial abstained votes from 2 members. The balance shares voted comes to 4195 (Assent 4194 shares; Dissent 1 share)

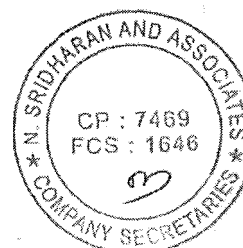
(ii) Voted 'AGAINST' the resolution:

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)	1	1	0.000002
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.000002</b>

(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)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.



Item No.2

Resolution – Ordinary

To declare a final dividend of Re.0.75/- paise per equity share of face value of Rs.10/- for the financial year 2017-2018.

(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	28	46039880	99.9909
Voting through polling paper (in person or by proxy)	11	4195	00.0091
<b>Total</b>	<b>39</b>	<b>46044075</b>	<b>100.0000</b>

Note: 11 ballot papers for 5963 shares voted, out of which 1768 share are partial abstained votes from 2 members. The balance shares voted comes to 4195

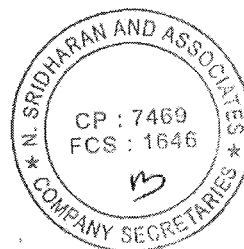
(ii) Voted 'AGAINST' the resolution:

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.



Item No.3

Resolution – Ordinary

To appoint a Director in the place of Mr. Arjun B Kothari, (DIN 07117816 ) who retires by rotation and being eligible offers himself 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	28	46039880	99.9909
Voting through polling paper (in person or by proxy)	11	4195	00.0091
<b>Total</b>	<b>39</b>	<b>46044075</b>	<b>100.0000</b>

Note: 11 ballot papers for 5963 shares voted, out of which 1768 share are partial abstained votes from 2 members. The balance shares voted comes to 4195

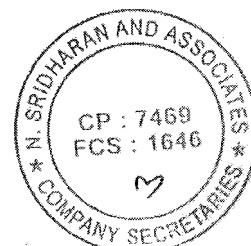
(ii) Voted 'AGAINST' the resolution:

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.



**Item No.4**

**Resolution – Ordinary**

**Ratification 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	28	46039880	99.9909
Voting through polling paper (in person or by proxy)	10	4194	00.0091
<b>Total</b>	<b>38</b>	<b>46044074</b>	<b>100.0000</b>

**Note:** 11 ballot papers for 5963 shares voted, out of which 1750 share are abstained votes from one member and 19 shares are partially abstained from one member. The balance shares voted comes to 4194 shares.

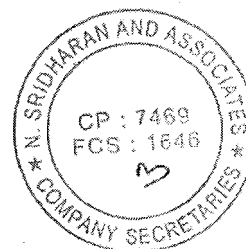
(ii) Voted '**AGAINST**' the resolution:

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.



Item No.5

Resolution – Special

Appointment of Mr. M. Rajavel as whole time Director of the company

(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	28	46039880	99.9909
Voting through polling paper (in person or by proxy)	11	4195	00.0091
<b>Total</b>	<b>39</b>	<b>46044075</b>	<b>100.0000</b>

Note: 11 ballot papers for 5963 shares voted, out of which 1768 share are partial abstained votes from 2 members. The balance shares voted comes to 4195 shares.

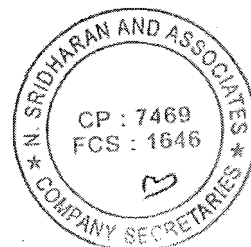
(ii) Voted 'AGAINST' the resolution:

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as Special Resolution.





Item No.6

Resolution – Ordinary

Appointment of Mr. S. Sundarraman as Independent 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	28	46039880	99.9909
Voting through polling paper (in person or by proxy)	11	4195	00.0091
<b>Total</b>	<b>39</b>	<b>46044075</b>	<b>100.0000</b>

Note: 11 ballot papers for 5963 shares voted, out of which 1768 share are partial abstained votes from 2 members. The balance shares voted comes to 4195 shares.

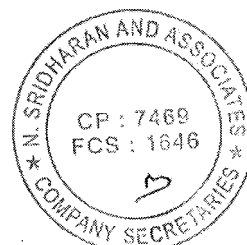
(ii) Voted 'AGAINST' the resolution:

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.



Item No.7

Resolution – Special

Appointment of Mr. Pranab Kumar Rudra as Independent 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	28	46039880	99.9909
Voting through polling paper (in person or by proxy)	11	4195	00.0091
<b>Total</b>	<b>39</b>	<b>46044075</b>	<b>100.0000</b>

Note: 11 ballot papers for 5963 shares voted, out of which 1768 share are partial abstained votes from 2 members. The balance shares voted comes to 4195 shares.

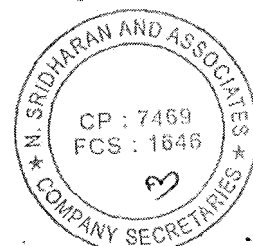
(ii) Voted 'AGAINST' the resolution:

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as Special Resolution.



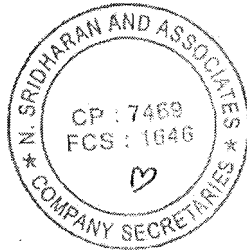
The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 29th AGM shall remain in my safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe Keeping.

Thanking You.  
Yours faithfully,

For N.SRIDHARAN & ASSOCIATES,

*N. Sridharan*

N.SRIDHARAN  
COMPANY SECRETARY  
CP NO- 7469



For Kothari Petrochemicals Limited

*Dina B Kothari*  
Chairman

Place: Chennai  
Date: 30-07-2018