

Regd. Office: "Kothari Buildings" 115, Mahatma Gandhi Salai,
Nungambakkam, Chennai – 600 034.

CIN:L11101TN1989PLC017347

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NOTICE

Notice is hereby given that the 25th Annual General Meeting (AGM) of the Company will be held on Tuesday, September 02, 2014 at 10.30 a.m. at The Music Academy, Mini Hall, Old No.306, New No.168, T.T.K. Road, Chennai - 600 014. The Notice setting out the business to be transacted at the meeting together with the Annual Report for the year ended March 31, 2014, has already been sent to all members.

The Members are hereby informed that pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has on 6th August 2014 sent e-mail through M/s.Cameo Corporate Services Limited (RTA), to the members whose email IDs are registered with the Company or Depository Participant(s) and a separate e-voting communication to other Members along with the Annual Report for the year 2013-14 for seeking their consent to transact the business as set out in the Notice of the 25th Annual General Meeting.

The Company has appointed Mr. N. Sridharan, Practising Company Secretary, Chennai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. As required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility to the Members of the Company.

E-voting rights of the Shareholders/beneficial owners shall be reckoned on the equity shares held by them as on Friday, 01st August 2014. The e-voting period commences on Tuesday, 26th, August 2014 at 9.00 a.m. and ends on Thursday, 28th August 2014 at 6.00 p.m. During this period, the Members may cast their vote electronically. The e-voting module shall be disabled by the CDSL for voting thereafter. Once a vote on resolution is cast, the member shall not be allowed to change it subsequently. Please note that any electronic vote received/cast from/by the Member(s) after 28th August 2014 (6.00 p.m.) will be strictly treated as if no reply from Members(s) has been received.

This notice has been sent to all Members, whose names appear in the Register of Members / Record of Depositories as on Friday, 01st August, 2014. Any person, who becomes a member of the Company after the Annual Report has been dispatched but before the AGM, can attend the AGM in person or appoint a proxy and send a requisition for a copy of the Annual Report and Notice convening the AGM.

A Member can download the Notice of the 25th Annual General Meeting and Annual Report from the Company's website www.kotharipetrochemicals.com or website of CDSL <http://www.cdslindia.com> or can obtain from the Company by writing to the Company Secretary at Corporate Office, 'Kothari Building', No.115, Mahatma Gandhi Road, Nungambakkam, Chennai - 600 034. Grievances connected with voting by electronic means, if any, may be addressed to Cameo Corporate Services Limited, Subramanian Buildings, 5th Floor No.1, Club House Road, Chennai – 600 002. Telephone No. 044- 28460390 to 28460394, email to investor@cameoindia.com or contact CDSL Toll Free No.18002005533 or Phone No.022-22723333, email to helpdesk.evoting@cdslindia.com or contact the Company.

The result of e-voting shall be declared on or after AGM of the Company. The results declared along with the scrutinizers report shall be placed on the Company's website www.kotharipetrochemicals.com and website of CDSL <http://www.evotingindia.com> within two (2) days of passing of the Resolution at the AGM on Tuesday, 02nd September 2014 for information to the Members, and communicated to the National Stock Exchange of India Limited, Mumbai.

Notice pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rule, 2014, is also hereby given that the Registers of Members and Share Transfer books of the Company will remain closed from Wednesday, 27th September 2014 to Tuesday, 02nd September 2014, (both days inclusive) to determine entitlement of the Shareholders for dividend on the equity shares for the Financial year ended March 31, 2014, if declared at the AGM.

By Order of the Board
for **Kothari Petrochemicals Limited**
S.Sundaramurthy
Company Secretary

Chennai
14.08.2014