



KOTHARI PETROCHEMICALS LIMITED

Registered Office : “Kothari Buildings” 115, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034.
CIN : L11101TN1989PLC017347 Phone No.: 044-3022 5507 Fax No.: 044-2833 4560
E-mail: secdept@hckgroup.com Website : www.kotharipetrochemicals.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014]

To

The Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof for the time being in force and Secretarial Standard -2 (SS-2), to transact the special business as set out hereunder by the Members of Kothari Petrochemicals Limited (“the Company”) by passing Special Resolution through Postal Ballot.

The proposed Resolution and the explanatory statement pursuant to Section 102 of the Act are appended below and a Postal Ballot form is enclosed.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all aspects in the enclosed pre-paid self-addressed postage envelope so as to reach the Scrutinizer not later than Tuesday, 14th May, 2019 at 5.00 p.m. (IST). Postal Ballot Forms received after 5.00 p.m. (IST) on Tuesday, 14th May, 2019 will be treated as ‘Invalid’. Pursuant to Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility for voting electronically on the Resolution proposed in this Postal Ballot Notice. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder and are requested to cast their vote before 5.00 p.m. on May 14, 2019 (Tuesday).

The Board of Directors of the Company have appointed Mr. M.Alagar of M/s. M.Alagar& Associates, (M.No.7488 / CP No.8196) Practicing Company Secretaries, Chennai, to act as the scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.

After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Chairperson. The results of the voting conducted through Postal Ballot will be announced at the Registered Office of the Company on Thursday, 16th May 2019 at 3.00 p.m (IST). The Result will be uploaded in the Company’s website www.kotharipetrochemicals.com and also intimated to M/s. National Stock Exchange of India Limited (“NSE”).

SPECIAL BUSINESS:

Appointment of Mr. V.V. SuryaRau as Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. V.V.SuryaRau (DIN: 00010274), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years, with effect from 20th May 2019”.

**By order of the Board
for Kothari Petrochemicals Limited**

Place : Chennai

Date : April 08, 2019

A. Thanikainathan
Company Secretary

Notes:

1. The Explanatory Statements pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of the Special Business set out in the Notice is annexed hereto.
2. The shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer not later than 5.00 p.m. on or before May 14, 2019 (Tuesday). However, envelope containing postal ballot, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Any Postal Ballot Form received after 5.00 p.m. IST on May 14, 2019 (Tuesday) shall be treated as if the reply from the Member has not been received.
3. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
4. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 05th April, 2019. A person who is not a Member on that date should treat this notice for information purpose only.
5. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. There will be only 1 (one) Postal Ballot Form for every registered folio / client ID irrespective of the number of joint members.

6. The Scrutinizer will submit the report to Chairperson of the Company after completion of the scrutiny and the results of the Postal Ballot will be announced on May 16, 2019 (Thursday) at 3.00 p.m. at the Registered Office of the Company at “Kothari Buildings”, No. 115, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034. The date of declaration of the Postal Ballot result shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
7. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.kotharipetrochemicals.com and on the CDSL website <http://www.evotingindia.com> within forty eight hours of the conclusion of the Postal Ballot Process i.e., on or before May 16, 2019 (Thursday) and the same will be communicated to the M/s. National Stock Exchange of India Limited (“NSE”).

8. Notes for e-voting :

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations 2015, the Company is pleased to offer e-Voting facility through e-voting services provided by Central Depository Services (India) Limited (CDSL), for its Members to enable them to cast their votes electronically.
- b. For Login ID and password assistance, members may send an email to investor@cameoindia.com or secdept@hckgroup.com or helpdesk.evoting@cdslindia.com by mentioning your Folio No. / DP ID and client ID and exercise their right to vote by electronic means.
- c. Voting rights of each member shall be reckoned as on the cut-off date i.e, April 05, 2019 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the notice as intimation only.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on April 15, 2019 (Monday) (9.00 a.m. IST) and ends on May 14, 2019 (Tuesday) (5.00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., April 05, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <https://www.evotingindia.com>
- (iii) Click on “Shareholders” tab to cast your votes.
- (iv) Now select the Electronic Voting Sequence Number – EVSN along with ‘Company Name’ from the drop down menu and click on ‘SUBMIT’
- (v) Now Enter your User ID

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company

Then enter the Captcha Code as displayed and click on login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both Demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/RTA/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name of the CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab

(viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, %, &, *). Kindly note that this password is to be used by the Demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

(x) Click on the "**RESOLUTION FILE LINK**" if you wish to view the entire Resolution details.

(xi) After selecting the Resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed.

If you wish to confirm your vote, click on "OK", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.

Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xiii) If demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf in PDF format in the system for the scrutinizer to verify the vote. Further, they are requested to send the scanned copy of the Board Resolution/Authorization to the email id of scrutinizer (alagarcs@gmail.com) and RTA (murali@cameoindia.com) with a copy marked to helpdesk.evoting@cdslindia.com.
- (xv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Phone No. 022-22723333 / 23023333.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play store. iPhone and windows phone users can download the app from the App Store and the Windows Phone Stores respectively.

In case of any difficulty in voting, the Shareholder may contact the Company Secretary and Compliance Officer by sending the email to kplcs@hckgroup.com or by phone No. 044-30225507 & 30225516 or helpdesk.evoting@cdslindia.com.

**By order of the Board
for Kothari Petrochemicals Limited**

Place : Chennai

Date : April 08, 2019

A. Thanikainathan
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated April 08, 2019 and shall be taken as forming part of the Notice.

Appointment of Mr. V.V.SuryaRau as Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 the appointment of an Independent Director requires approval of the members. The Nomination and Remuneration Committee at its meeting held on 05th April 2019 considered the appointment of Mr. V.V. SuryaRau and recommended to the Board of Directors for appointing him as Director in the capacity of Independent Director. The Board of Directors vide Resolution dated April 05, 2019 proposed the appointment of Mr. V.V. SuryaRau as a Director in the capacity of Independent Director in the Board of the company and to hold office for a period of five years from May 20, 2019 to May 19, 2024 to the Members.

As per the provisions of Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing Mr. V.V. SuryaRau as a candidate for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. V.V. SuryaRau is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. V.V. SuryaRau that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board Mr. V.V. SuryaRau fulfils the conditions for the appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia prescribes that the listed entity shall not appoint a person or continue directorship of any persons as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect. Though Mr. V.V. SuryaRau has attained the age of 75 years, considering his vast knowledge and rich experience in the Petrochemical Industry, the Board thinks fit to appoint him as a Director in the capacity of Independent Director and avail his services in the interest of the Company and recommends the Special Resolution for his appointment in accordance with the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The profile of Mr. V.V. SuryaRau is attached to the Postal Ballot Notice. The Board recommends the Resolution to be passed as a Special Resolution.

Copy of the draft letter for appointment of Mr. V.V. SuryaRau as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Save and except the above proposed Director, none of the other Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the Resolution. This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as an appropriate disclosure under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by ICSI.

Brief resume of the director and Nature of his expertise in specific functional areas:

The information in accordance with Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 (SS-2) issued by The Institute of Company Secretaries of India about the director seeking appointment through postal ballot is furnished hereunder.

Name of the Director	Velamuri Venkata SuryaRau
Date of Birth	10.07.1943
Qualification	B.Tech- IIT, Chennai
Experience in specific functional areas	<p>His career of three decades was in the petrochemical Company, NOCIL Limited (a Joint Venture of SHELL and Arvind Mafatlal group), from 1967 as the first management trainee finally culminating as the works Director on the Board of the Company. He had two innings in SHELL at the Pernis Refinery 1973-75 and again in Shell HQ at The Hague in the HSEF and operational Excellence division.</p> <p>His experience includes Manufacturing, Marketing, Commissioning the grass roots Agrochemicals project, auditing SHELL Chemical companies in Netherlands, Germany, France, Brazil, UK, China and India.</p> <p>He joined Reliance Industries Limited (RIL) in 1997 as the President of the Patalganga manufacturing complex and subsequently was a part of the establishment of the world's largest grass roots refinery at Jamnagar as president non fuels.</p> <p>After successful commissioning of the complex he moved to Mumbai and established Group manufacturing services (GMS) for all the manufacturing plants of RIL. GMS delivered the dual role of Governance on behalf of the owners and rendered excellence into the manufacturing sites in Engineering, Technology, Operational excellence, HSEF and HR.</p> <p>He has been instrumental in successful merger of IPCL sites and other acquisitions.</p> <p>He has been instrumental in the Du Pont safety engagement in RIL, Business transformation at RIL and the evolution of Reliance management system. In his last job he was the Group President for the safety and operational Risk for the whole company.</p> <p>He is a permanent invitee on the Board nominated Committee of Directors for HSEF.</p> <p>He was the General Secretary of the Thane Belapur Industries Association, Chairman of the Expert committee of ICMA (ICC now) and is the honorary chairman of GEXCON India Advisory board.</p>

List of other Public Companies in which Directorship held	Nil
Chairman / Member of the Committee in the Company	N.A
Chairman / Member of the Committee in other companies in which he is a Director	Nil
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis).	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to Promoters, Directors and other Key Managerial Personnel in the Company and its Holding Company.

**By order of the Board
for Kothari Petrochemicals Limited**

Place : Chennai

Date : April 08, 2019

A. Thanikainathan
Company Secretary