

May 16, 2019

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051.

Dear Sir,

Stock Code - **KOTHARIPET**

Sub: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Postal Ballot and e-voting results.

Ref: Our earlier letter dated April 12, 2019

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed voting results along with Scrutinizer Report on the Resolutions passed through Postal Ballot (including electronic voting) vide Postal Ballot Notice dated April 08, 2019.

Kindly acknowledge and take this into your records.

Thanking You,

Yours truly,

for **Kothari Petrochemicals Limited**

A. Thanikainathan

Company Secretary & Compliance Officer



Encl: as above

Kothari Petrochemicals Limited: (Stock Code: KOTHARIPET)

Voting Results in accordance with Regulation 44 (3) of the (SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, for the business transacted by the Company through Postal Ballot and E-voting are furnished below:

Date of the AGM	Not Applicable
Total number of shareholders on record date	11307
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	Not Applicable
Public	
No. of shareholders attended the meeting through video Conferencing:	
Promoter and Promoter Group	Not Applicable
Public	

Item No.1	Appointment of Mr.V.V.SuryaRau as Independent Director of the Company							
Resolution Required	Special Resolution							
Whether Promoter / Promoter Group are interested in the resolution	No							
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled through Postal Ballot (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4) / (2)]*100	% of Votes against on votes polled (7)= [(5) / (2)]*100
Promoter and Promoter Group	E-voting	41762512	41762512	100	41762512	0	100	0
	Polling paper		Not Applicable					
	Postal Ballot		0	0	0	0	0	0
	Sub Total		41762512	41762512	100	41762512	0	100

Shiva Kothari

Note



Public - Institutional holders	E-voting		0	0	0	0	0	0
	Polling paper	1548831	Not Applicable					
	Postal Ballot		0	0	0	0	0	0
	Sub Total	1548831	0	0	0	0	0	0
Public Non Institutional holders	E-voting		4284887	27.58	4281887	3000	99.93	0.07
	Polling paper	15535057	Not Applicable					
	Postal Ballot		71320	0	70095	1225	98.28	1.72
	Sub Total	15535057	4356207	28.04	4351982	4225	99.99	0.1
Total		58846400	46118719	78.37	46114494	4225	99.99	0.01

Result:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I declare that the Special Resolution is passed with requisite majority

Place: Chennai

Date: 16.05.2019



Signature of the Chairperson

CONSOLIDATED REPORT OF THE SCRUTINIZER

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

The Chairperson,
Kothari Petrochemicals Limited,
Kothari Buildings, No.115,
Mahatma Gandhi Salai,
Nungambakkam,
Chennai-600 034.

Result of Postal Ballot / E-Voting

Madam,

I, M Alagar, Company Secretary in Practice (COP No.8196) has been appointed as a Scrutinizer of Kothari Petrochemicals Limited (herein after referred to as "**the Company**") for scrutinizing postal ballot voting (both e-voting and physical voting) in respect of the passing of the resolutions contained in the Postal Ballot Notice dated April 08, 2019.

I submit my report as under

- 1.** The company has completed the dispatch of Notice of Postal Ballot along with the Postal Ballot Form by Registered Post and e-mail on April 12, 2019 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members / List of Beneficial Owners as on April 05, 2019.
- 2.** The company has made an advertisement regarding dispatch of postal ballot notice along with the postal ballot forms in Financial Express (English Language) and in Malai Sudar (Tamil Language) Chennai Edition on April 13, 2019.
- 3.** I monitored the process of electronic voting through the scrutinizer's secured link provided by Central Depository Services (India) Limited ("E-voting Agency and Registrar and Transfer Agent") on the designated website.
- 4.** The voting period remained open from **Monday, April 15, 2019 (9.00 a.m.) to Tuesday, May 14, 2019 (5.00 p.m.)**.
- 5.** Particulars of all the postal ballot forms received from the Members in physical form (s) and electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose.



6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot envelopes before commencing the scrutiny of such postal ballot forms.
7. All Postal Ballot forms received up to closure of working hours on May 14, 2019 were considered for my scrutiny. The E-voting period commences at 9.00 am on April 15, 2019 and ends at 5.00 pm on May 14, 2019 and the e-voting facility for members was immediately disabled after 5.00 pm on May 14, 2019.
8. With the support of the Registrar and Transfer Agent ("**RTA**") of the Company, the Postal Ballot forms were scrutinized and the signatures of Members who had cast their votes verified with their specimen signature registered with the RTA as provided by the depositories.
9. The Postal ballot envelopes were opened from time to time and the last lot was opened on May 14, 2019 after closure of working hours in my presence, along with unblocking of e-voting results in the presence of two witnesses, Ms.M.Kalpana and Mrs.B.G.Yamuna who are not in the employment of the Company.
10. I found no invalid ballot paper(s) which were not counted for the results.
11. The shareholders exercised their voting either by electronic or physical mode. There were no shareholders who opted for both facilities.
12. Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI listing Regulations"], the Company vide the Notice of Postal Ballot dated April 08, 2019 along with Explanatory Statement thereto, sought the approval of the shareholders for the following Special Resolution:

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

"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".



13.A summary of both e-voting and postal ballot is given hereunder below:-

S. No	Particulars of Voting	No of shareholders voted			No. of shares / vote casted			Percentage on net valid votes
		Postal Ballot Form	E-Voting	Total	Postal Ballot Form	E-Voting	Total	
1	Total Votes received	151	25	176	71320	46047399	46118719	100
2	Less: Invalid votes (as per the register)	-	-	-	-	-	-	-
3	Net valid votes (as per the register)	151	25	176	71320	46047399	46118719	100
4	Votes with assent	147	24	171	70095	46044399	46114494	99.99
5	Votes with dissent	4	1	5	1225	3000	4225	0.01

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution is passed with requisite majority.

14.I will hand over the register and all other papers/ records relating to electronic voting for safe custody to the Company, upon singing of minutes of the meeting by the Chairperson.

15.Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

16.You may accordingly declare the result of voting through Postal Ballot.

Thanking you

Yours truly,

For M. Alagar & Associates

M. Alagar

M. Alagar
COP.No. 8196
F.C.S – 7488



Date: May 15, 2019
Place: Chennai

Annexure I

The details of Voting Results with regard to the Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41762512	41762512	100	41762512	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		41762512	41762512	100	41762512	0	0
Public-Institutions	E-Voting	1548831	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1548831	0	0	0	0	0
Public-Non Institutions	E-Voting	15535057	4284887	27.58	4281887	3000	99.93	0.07
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		71320	0	70095	1225	98.28	1.72
	Total		15535057	4356207	28.04	4351982	4225	99.9
Total		58846400	46118719	78.37	46114494	4225	99.99	0.01



Kothari Petrochemicals Limited

MINUTES OF THE PROCEEDINGS OF M/S.KOTHARI PETROCHEMICALS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON MAY 16, 2019 AT 3.00 PM FOR DECLARATION OF RESULTS OF VOTING CONDUCTED THROUGH POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) VIDE NOTICE DATED APRIL 08, 2019

Present:

Mrs. Nina B Kothari : Chairperson
Mr. M.Alagar : Scrutinizer
Mr. A.Thanikainathan : Company Secretary and Compliance Officer

The Company had on April 12, 2019 despatched to all the shareholders, a Postal Notice dated April 08, 2019 under Section 110 of the Companies Act 2013 for obtaining the consent of the shareholders to the following Special Resolution by means of Postal Ballot:

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”.

Mr.M.Alagar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot forms received upto the closing of working hours on 14th May 2019 and e-votes casted through CDSL platform upto 5.00 p.m. on 14th May 2019 and submitted his report dated 15th May 2019 relating to the results on the voting by Postal Ballot to the Chairperson.

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Kothari Petrochemicals Limited

Declaration of Result:

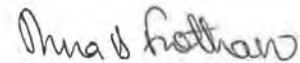
The following Report submitted by the Scrutinizer was taken on record.

S. No	No. of shareholders voted				No. of shares / vote casted			% net valid votes
	Particulars of Voting	Postal Ballot Form	E-Voting	Total	Postal Ballot Form	E-Voting	Total	
1	Total Votes received	151	25	176	71320	46047399	46118719	100
2	Less: Invalid votes (as per the register)	-	-	-	-	-	-	-
3	Net valid votes (as per the register)	151	25	176	71320	46047399	46118719	100
4	Votes with assent	147	24	171	70095	46044399	46114494	99.99
5	Votes with dissent	4	1	5	1225	3000	4225	0.01

The Chairperson then declared that the Special Resolution as set out in the Postal Ballot Notice dated April 08, 2019 was duly passed with requisite majority on 14th May 2019 being the last date of receipt of duly completed postal ballot forms and e-voting.

Place: Chennai

Date : 16.05.2019



Signature of the Chairperson

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