

July 30, 2021

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra [E], Mumbai - 400 051

Dear Sir/ Madam,

Stock Code - **KOTHARIPET**

Sub: 32nd Annual General Meeting - Results of Remote E-voting and E-voting at the AGM.

In compliance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results along with Scrutinizer Report on the Resolutions passed at the 32nd Annual General Meeting of the Company held on July 29, 2021.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully

for **Kothari Petrochemicals Limited**

K. Priya
Company Secretary & Compliance Officer

Encl: as above

July 30, 2021

Sub: Declaration of Voting Results of the 32nd Annual General Meeting held on Thursday, the 29th day of July 2021 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

The details are as follows:

Sl. No.	Notice Items	Resolutions (Ordinary / Special)	Mode of Voting (Remote E-Voting / E-Voting)
1.	Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the Reports of the Auditors thereon and Report of the Board of Directors	Ordinary	Remote E - voting & E - voting
2.	Re-appointment of Mr. M. Rajavel (DIN: 08145611) who retires by rotation	Ordinary	
3.	Ratification of Remuneration to Cost Auditor	Ordinary	
4.	Consider and approved the Re-appointment of Mr. M. Rajavel as Whole Time Director of the Company	Special	
5.	Appointed Mr. Brij Mohan Bansal as an Independent Director	Ordinary	
6.	Appointed Mr. Gautam Roy as an Independent Director	Ordinary	
7.	Adopted a new set of Articles of Association of the Company in line with Companies Act, 2013	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

M. ALAGAR B.Com., FCS., LLB

Managing Partner

Registered Valuer & Insolvency Professional

D. SARAVANAN B.Com., ACS.,

Partner

M.ALAGAR & ASSOCIATES

Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

**The Chairperson,
Kothari Petrochemicals Limited,
Kothari Buildings, No.115,
Nungambakkam High Road,
Chennai-600034.**

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 32nd Annual General Meeting (AGM) of Kothari Petrochemicals Limited held on Thursday, July 29, 2021 at 11:00 AM held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

1. I, **M. Alagar, Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of **Kothari Petrochemicals Limited ("the Company") for the Annual General meeting held on Thursday, July 29, 2021 at 11:00 AM held through Video Conferencing / Other Audio Visual Means**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the AGM Notice dated May 24, 2021 of the 32nd Annual General Meeting ("**AGM**") of the Equity Shareholders of the Company.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 followed by Circular No.02/2021 dated January 13, 2021 (collectively referred to as "**MCA Circulars**") has permitted conducting of Annual General Meeting of the Company through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above-mentioned circulars, the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC / OAVM:

- i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.

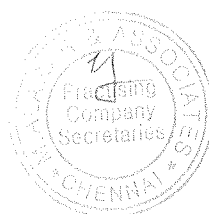


- ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.
4. The Company had availed the voting facility offered by Central Depository Securities Limited (CDSL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the Central Depository Services (India) Limited, (CDSL).
6. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Thursday, 22nd July 2021) were entitled to vote on the resolution as set out in the AGM Notice.
7. The remote E-Voting commenced on Sunday, 25th July 2021 at 9.00 A.M. and ended on Wednesday, 28th July 2021 at 5:00 PM (IST) and the CDSL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by CDSL at the AGM.
8. The shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
9. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
10. Based on the data downloaded from CDSL e-voting system, the total votes cast in "favour" or "against" on all the resolutions proposed in the Notice of the AGM are submitted by me as under:

Resolution No.1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the Report of the Auditors thereon and Report of the Board of Directors (**Ordinary Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	74	70	4
2.	Number of votes cast by them	46254231	46254159	72
3.	% of votes cast	100	99.999	0.001



RESULT:

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.2

To appoint a Director in the place of Mr. M. Rajavel, (DIN:08145611) who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	74	70	4
2.	Number of votes cast by them	46254231	46254159	72
3.	% of votes cast	100	99.999	0.001

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.3

Ratification of Remuneration to Cost Auditor- **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	74	70	4
2.	Number of votes cast by them	46254231	46244535	9696
3.	% of votes cast	100	99.98	0.02

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.4

To consider and approve the Re-appointment of Mr. M. Rajavel (DIN: 08145611) as Whole time Director of the Company **(Special Resolution)**

S.No	Particulars	Total	Assent	Dissent
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1.	Number of members voting	74	70	4
2.	Number of votes cast by them	46254231	46254159	72
3.	% of votes cast	100	99.999	0.001

RESULT:

I report that the Special Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.5

Appointment of Mr. Brij Mohan Bansal (DIN: 00261063) as an Independent Director - **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	74	69	5
2.	Number of votes cast by them	46254231	46244466	9765
3.	% of votes cast	100	99.98	0.02

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.5 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.6

Appointment of Mr. Gautam Roy (DIN: 06659522) as an Independent Director - **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	74	69	5
2.	Number of votes cast by them	46254231	46244466	9765
3.	% of votes cast	100	99.98	0.02



RESULT:

I report that the Ordinary Resolution with regard to Resolution No.6 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No. 7

To adopt a new set of Articles of Association of the Company in line with Companies Act, 2013 – **(Special resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	74	70	4
2.	Number of votes cast by them	46254231	46244535	9696
3.	% of votes cast	100	99.98	0.02

RESULT:

I report that the Special Resolution with regard to Resolution No.7 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

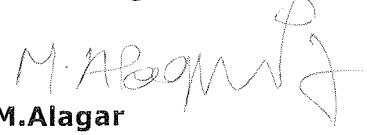
Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in our 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 the safe keeping.

Thanking you,

Yours truly,

For **M.Alagar & Associates**


M.Alagar
 F.C.S. – 7488
 C.P No. 8196
 UDIN: F007488C000715041



For Kothari Petrochemicals Limited

Chairperson

Date: July 30, 2021
 Place: Chennai

Annexure I

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

Resolution No.			1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the Report of the Auditors thereon and Report of the Board of Directors.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	41772005	41772005	100	41772005	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41772005	41772005	100	41772005	0	100	0
Public-Institutions	E-Voting	95381	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	95381	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16979014	4482226	26.40	4482154	72	99.999	0.001
	Poll							
	Postal Ballot (if applicable)							
Total		16979014	4482226	26.40	4482154	72	99.999	0.001
		58846400	46254231	78.60	46254159	72	99.999	0.001



Resolution No.			2. To appoint a Director in the place of Mr. M. Rajavel, (DIN: 08145611) who retires by rotation and being eligible offers himself for re-appointment.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	41772005	41772005	100	41772005	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41772005	41772005	100	41772005	0	100	0
Public-Institutions	E-Voting	95381	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	95381	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16979014	4482226	26.40	4482154	72	99.999	0.001
	Poll							
	Postal Ballot (if applicable)							
	Total	16979014	4482226	26.40	4482154	72	99.999	0.001
Total		58846400	46254231	78.60	46254159	72	99.999	0.001



Resolution No.			3. Ratification of Remuneration to Cost Auditor					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	41772005	41772005	100	41772005	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41772005	41772005	100	41772005	0	100	0
Public- Institutions	E-Voting	95381	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	95381	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16979014	4482226	26.40	4472530	9696	99.78	0.22
	Poll							
	Postal Ballot (if applicable)							
Total		16979014	4482226	26.40	4472530	9696	99.78	0.22
		58846400	46254231	78.60	46244535	9696	99.98	0.02



Resolution No.			4. To consider and approve the Re-appointment of Mr. M. Rajavel (DIN: 08145611) as Whole time Director of the Company					
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	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	41772005	41772005	100	41772005	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41772005	41772005	100	41772005	0	100	0
Public-Institutions	E-Voting	95381	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	95381	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16979014	4482226	26.40	4482154	72	99.999	0.001
	Poll							
	Postal Ballot (if applicable)							
	Total	16979014	4482226	26.40	4482154	72	99.999	0.001
Total		58846400	46254231	78.60	46254159	72	99.999	0.001



Resolution No.			5. Appointment of Mr. Brij Mohan Bansal (DIN: 00261063) as an Independent Director					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	41772005	41772005	100	41772005	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41772005	41772005	100	41772005	0	100	0
Public-Institutions	E-Voting	95381	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	95381	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16979014	4482226	26.40	4472461	9765	99.78	0.22
	Poll							
	Postal Ballot (if applicable)							
Total		16979014	4482226	26.40	4472461	9765	99.78	0.22
		58846400	46254231	78.60	46244466	9765	99.98	0.02



Resolution No.			6. Appointment of Mr. Gautam Roy (DIN: 06659522) as an Independent Director					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	41772005	41772005	100	41772005	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41772005	41772005	100	41772005	0	100	0
Public- Institutions	E-Voting	95381	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	95381	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16979014	4482226	26.40	4472461	9765	99.78	0.22
	Poll							
	Postal Ballot (if applicable)							
Total		16979014	4482226	26.40	4472461	9765	99.78	0.22
		58846400	46254231	78.60	46244466	9765	99.98	0.02



Resolution No.			7. To adopt a new set of Articles of Association of the Company in line with Companies Act, 2013					
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	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	41772005	41772005	100	41772005	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41772005	41772005	100	41772005	0	100	0
Public-Institutions	E-Voting	95381	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	95381	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16979014	4482226	26.40	4472530	9696	99.78	0.22
	Poll							
	Postal Ballot (if applicable)							
Total		16979014	4482226	26.40	4472530	9696	99.78	0.22
		58846400	46254231	78.60	46244535	9696	99.98	0.02

