



Kothari Petrochemicals Limited

36th Annual Report 2024 - 25





Bhadrashyam H Kothari

11.11.1961 - 22.02.2015



*With fond memories of our Dearest Chairman
You will always inspire and guide us.*

CORPORATE INFORMATION

Board of Directors

Nina B. Kothari	- Chairperson (Non - Executive)
Arjun B. Kothari	- Managing Director
M. Rajavel	- Whole Time Director
S. Sundarraman	- Independent Director
V. V. SuryaRau	- Independent Director
Brij Mohan Bansal	- Independent Director
Gautam Roy	- Independent Director

Company Secretary & Compliance Officer

K. Priya

Chief Financial Officer

S. Sivamahesh

Statutory Auditors

P. Chandrasekar LLP
 Chartered Accountants
 No. 18A, 1st Floor, Plot No. 5, Balaiah Avenue,
 Luz, Mylapore, Chennai - 600 004.

Internal Auditors

R. Subramanian & Co. LLP
 Chartered Accountants
 No. 6, Krishnaswamy Avenue,
 Luz, Mylapore, Chennai - 600 004.

Cost Auditors

P. Raju Iyer, M. Pandurangan & Associates
 No. 42, Flat 1B, Sunder Regency, 3rd Street,
 Choolaimedu, Chennai - 600 094.

Secretarial Auditor

V. Vasumathy & Associates,
 No.10/23, First Floor, Vinayagam Street,
 R.A. Puram, Chennai - 600 028.

Registered Office

"Kothari Buildings"
 No. 115, Mahatma Gandhi Salai,
 Nungambakkam, Chennai - 600 034.
 Phone No. 044 - 35225527 / 35225528
 e-mail: secdept@hckgroup.com
 Website: www.kotharipetrochemicals.com

Legal Advisors

S. Ramasubramaniam & Associates
 Advocates
 No. 6/1, Bishop Wallers Avenue (West),
 Mylapore, Chennai - 600 004.

Manufacturing Unit

No. 1/2-B, 33/5, Sathangadu Village,
 Tiruvottiyur - Ponneri High Road,
 Manali, Chennai - 600 068, Tamil Nadu.
 Phone No. 044 - 2594 1308 / 1309.

Registrar & Share Transfer Agent

M/s. Cameo Corporate Services Limited
 Subramanian Building, No. 1,
 Club House Road, Chennai - 600 002.
 Phone No. 044 - 40020700 / 710
 Online Investor Portal : <https://wisdom.cameoindia.com>
 Website : www.cameoindia.com

Listing

The National Stock Exchange of India Limited (NSE)

Stock Code

KOTHARIPET

ISIN

INE720A01015

CIN

L11101TN1989PLC017347

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FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	2024-25	2023-24	2022-23	2021-22	2020-21
PPROFITABILITY ITEMS					
Gross Income	58,882.77	60,413.29	48,858.02	38,606.84	23,071.62
Profit (PBDIT)	9,171.82	10,430.66	6,437.39	5,222.30	3,787.23
Profit/ (Loss) After Tax	6,581.78	6,378.41	3,917.69	3,288.51	2,254.36
BALANCE SHEET ITEMS					
Net Fixed Assets	20,976.23	13,067.21	12,346.80	10,935.70	9,613.54
Investments	4,042.92	7,351.65	4,123.77	3,334.95	1,530.32
Total Capital Employed	32,198.79	26,445.20	22,090.28	17,435.31	13,471.87
Shareholders Funds	30,615.50	24,654.41	19,207.00	15,582.58	12,312.63
RATIOS					
Book Value per share (₹)	52.03	41.90	32.64	26.48	20.92
EPS (₹)	11.18	10.84	6.66	5.59	3.83
Dividend %	-	17.50%	12.50%	-	-

NOTICE TO THE MEMBERS

Notice is hereby given that the 36th Annual General Meeting of Kothari Petrochemicals Limited will be held on Tuesday, 05th August 2025 at 11:00 A.M through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, the Reports of the Auditors thereon and Report of the Board of Directors.
2. To appoint a Director in the place of Mrs. Nina B. Kothari, (DIN: 00020119) who retires by rotation and being eligible offers herself for re-appointment.

Special Business

3. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"Resolved that subject to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit & Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. P. Raju Iyer, M. Pandurangan & Associates, Cost Accountant in Practice for conducting the audit of cost records for the Poly Iso Butylene (PIB) unit of the Company for the year 2025 - 2026 which has been approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified and confirmed".

4. To consider and approve the payment of commission to Mrs. Nina B Kothari, (DIN: 00020119) Non-Executive Chairperson of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the allied rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or re-enactment thereof), and Article 76 of the Articles of Association of the Company

and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and the Board of Directors, approval of the Members of the Company is hereby accorded to pay a commission of 1% of the Net Profits of the Company as computed in the manner laid down in Section 198 of the Act, subject to a minimum of ₹ 50,00,000/- to Mrs. Nina B. Kothari, (DIN: 00020119) Non-Executive Chairperson of the Company, for the financial year 2025 - 2026.

Resolved further that the Board of Directors of the Company or the Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution."

5. To consider and approve the Re-appointment of Mr. Brij Mohan Bansal (DIN: 00261063) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Brij Mohan Bansal (DIN: 00261063), who was appointed as an Independent Director and holds office till Aug 09, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Regulations), 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years from Aug 10, 2025 to Aug 09, 2030 subject to him continuously fulfilling the Independent Director criteria on the effective date of re-appointment.

Resolved further that the Board of Directors of the Company and KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution”.

6. To consider and approve the Re-appointment of Mr. Gautam Roy (DIN: 06659522) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**:

“**Resolved that** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Gautam Roy (DIN: 06659522), who was appointed as an Independent Director and holds office till Aug 09, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the SEBI (Listing Regulations), 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years from Aug 10, 2025 to Aug 09, 2030 subject to him continuously fulfilling the Independent Director criteria on the effective date of re-appointment.

Resolved further that the Board of Directors of the Company and KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution”.

7. To consider and approve the appointment of Secretarial Auditor

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended from time to time, read with Section 204 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. V. Vasumathy & Associates, a Peer Reviewed Practicing Company Secretary Firm, Chennai, (Firm Registration No.S2010TN142100), be and are hereby appointed as the Secretarial Auditors of the Company for the first term of five (5) consecutive years commencing from financial year 2025-2026 to financial year 2029-2030, at such remuneration as shall be fixed by the Board of Directors of the Company.

Resolved further that the Board of Directors of the Company and KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution”.

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

Place: Chennai

Date : May 28, 2025

K. Priya

Company Secretary

Important Notes:

- (a) The Ministry of Corporate Affairs vide its Circular No. 09/2024 dated September 19, 2024 read with Circular No. 09/2023 dated September 25, 2023 read with Circular No. 10/2022 dated December 28, 2022 read with Circular No. 02/2022 dated May 05, 2022 read with Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 read with Circular No.17/2020 dated April 13, 2020 read with Circular No.14/2020 dated April 8, 2020 allows 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 till 30th September 2025. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/ OAVM is appended herewith and also available at the Company's website: www.kotharipetrochemicals.com

- b) Since the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- c) Body Corporate members are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote in the AGM through VC / OAVM on its behalf and to vote through remote e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- d) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- e) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 30th July 2025 to Tuesday, 05th August 2025 (both days inclusive) on account of the Annual General Meeting.

Dividend

- f) Members who have not encashed their dividend warrants / Demand Drafts pertaining to the dividend declared as mentioned in the below table are advised to write to the Company / RTA immediately claiming the dividends declared by the Company. The details of unpaid dividends that are due for transfer to the Investor Education and Protection Fund (IEPF) along with due dates are furnished below. As per Section 124 (6) of the Companies Act, 2013, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. The shareholders are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the IEPF Rules, 2016.

Sl. No.	Nature of Dividend	Date of Declaration of Dividend	Due Date for Transfer to IEPF on
(i)	Final Dividend	30.07.2018	04.09.2025
(ii)	Final Dividend	06.08.2019	10.09.2026
(iii)	Interim Dividend	07.02.2023	15.03.2030

(iv)	Final Dividend	09.08.2023	14.09.2030
(v)	Interim Dividend	09.02.2024	16.03.2031
(vi)	Final Dividend	25.07.2024	30.08.2031

- (g) In terms of the extant provisions of IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the dividend declared as mentioned in the above table on the website of the IEPF viz. www.iepf.gov.in & also in the Company's Website www.kotharipetrochemicals.com under "Investors Relations."

(h) Mandatory furnishing of PAN, KYC details & Nomination by holders of Physical Securities:

As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Circular dated March 16, 2023 read with Circular dated November 17, 2023 in supersession of its earlier Circulars dated 03rd November 2021 and 14th December 2021, provides revised common and simplified norms for processing investor's service request by RTAs and norms for mandatory furnishing of PAN, KYC details and Nomination including the fillable forms are hosted on the Company's www.kotharipetrochemicals.com under "Investors Relations".

In this connection, the Company has issued reminder letters to all shareholders holding shares in physical, who have not updated any of the above said details. Any dividend payment with respect to physical folios will be only through electronic mode only upon complying with the requirements of updation of all the details by the Investor as said above.

- (i) Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 25th January 2022, any request for effecting transfer, transmission or transposition of shares will be processed only in demat form. Therefore, the Company advises shareholders having physical shares to take steps for dematerializing your shareholding in the Company.
- (j) The Company has designated an exclusive e-mail id viz. secdept@hckgroup.com to enable investors to register their complaints / queries, if any.
- (k) Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard

- 2 (SS-2) with respect to the Director seeking re-appointment at the forthcoming Annual General Meeting is appended to this Notice.

- (l) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 3rd October 2024, the Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice calling the AGM and Annual Report has been uploaded on the website of the Company at <https://www.kotharipetrochemicals.com>. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the VC / OAVM facility, Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. For any communication, the shareholders may also send requests to the Company's investor email id secdept@hckgroup.com
- m) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail to secdept@hckgroup.com requesting for inspection of the Registers.
- n) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Voting through Electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with Central Depository Service (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting

system on the date of the AGM through VC or OAVM will be provided by CDSL.

The instructions to Shareholders for remote E-voting and E-voting during AGM and joining meeting through VC/OAVM are as under:

- (i) The remote e-voting period begins on Friday, 01st August 2025 at 9.00 A.M. and ends on Monday, 04th August 2025 at 5.00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 29th July 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMDI/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. There are also multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India which necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, there by, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. **SEBI/HO/CFD/CMDI/CIR/P/2020/242 dated 09.12.2020**, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing userid and password. Option will be made available to reach e-Voting page without any further authentication. The user to login to Easi / Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi and click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit these-Services website of NSDL. Open web browser by typing the following URL : https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP received in registered mobile & email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Link : https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp 4) For OTP based login you can click the link below. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note : Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 022 - 4886 7000 and 022 - 2499 7000.

(v) Login method for remote e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders / Members" module.
- 3) Now enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

Details	For Physical shareholders and other than individual shareholders holding shares in Demat form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- 10) Click on the relevant Company name i.e. **Kothari Petrochemicals Limited** on which you choose to vote.
- 11) 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.

- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(vi) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- (e) It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (alagar@alagarassociates.com) and to the RTA at the email address viz; (murali@cameoindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting. Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secdept@hckgroup.com.** The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secdept@hckgroup.com. These queries will be replied to by the company suitably by email.
8. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.**
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting

through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those Shareholders whose Email / Mobile No. are not registered with the Company / Depositories:

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders - please update your email id & mobile no. with your respective Depository participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No.: 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400 013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free No.: 1800 21 09911.

General

- a) The remote e-voting period commences on Friday, 01st August 2025 at 9.00 A.M. and ends on Monday, 04th August 2025 at 5.00 P.M. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting. The remote e-voting module shall be blocked by CDSL

for e-voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- b) After dispatch of the notice, any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e. Tuesday, 29th July 2025 may obtain the login ID and password by sending an email to investor@cameoindia.com or secdept@hckgroup.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- c) The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off date of i.e. Tuesday, 29th July 2025.
- d) Mr. M. Alagar (M.No.7488 CP No.8196)/ Mr. D.Saravanan (M. No. 60177 CP No. 22608) of M/s. Alagar & Associates LLP, Practicing Company Secretaries, Chennai (Firm Registration No. L2025TN019200), has been appointed as Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- e) The Scrutinizer shall immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting, and there after unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than two days after the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kotharipetrochemicals.com and website of CDSL <http://www.evotingindia.com> and also forward the same to The National Stock Exchange of India Limited, Mumbai simultaneously, where the Company's shares are listed.

Explanatory statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013.

Special Business

Item No. 3

The Board of Directors of the Company at its meetings held on 28th May 2025, on the recommendation of Audit Committee, has approved the appointment of M/s. P. Raju Iyer, M. Pandurangan & Associates, Cost Accountants as the Cost Auditor for the Poly Iso Butylene (PIB) unit of the Company for the year 2025 - 2026.

As per the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

M/s. P. Raju Iyer, M. Pandurangan & Associates, Cost Auditor possess the requisite qualifications, relevant experience, and a proven track record in conducting cost audits for manufacturing companies of a similar nature and scale. Accordingly, based on the above rationales, the Board of Directors, recommends in terms of Regulation 17(11) of the SEBI Listing Regulations, for approval of the Members by way of an Ordinary Resolution as set out in Item No. 3 of this Notice to ratify the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. P. Raju Iyer, M. Pandurangan & Associates, Cost Auditor for the Poly Iso Butylene (PIB) unit of the Company for the financial year 2025-2026 which has been duly approved by the Board of Directors after considering the recommendation made by the Audit Committee of the Company at the meeting held on 28th May 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested either financially or otherwise, in the Resolution set out in Item No.3 of this notice.

Item No. 4

Mrs. Nina B. Kothari was appointed as the Chairperson of the Company in April 2015, after the demise of Mr. Bhadrashyam Kothari. She hails from a family of top industrialists in the country and is well versed in the management and administration of business with a good reputation among the business conglomerates. Since her appointment, she has been continuously playing a pivotal role in providing the right strategical advice with unequivocal commitment to strengthening the company's growth. Recognizing her role in the progress and growth, spending

considerable time and efforts towards the company's revenue and profits, it is felt fair and equitable to consider the payment of a commission.

She is the Chairperson of various Committees of the Company like Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee and also Member of Nomination and Remuneration Committee, Investment and Credit Approval Committee and as an Invitee of other Committees, she attends all the Committees' Meetings and Board Meetings of the Company. Although she attends nearly all the Committee meetings, sitting fees have been paid only for a few of them.

In recognition of the valuable time and advice provided by the Non-Executive Chairperson in deliberating on strategic and critical issues in the course of the Board meetings and various Committee meetings of the Company, as well as the valuable suggestions and guidance given by her to the management of the Company from time to time with her rich business connect and wide experience and also taking into account the increased responsibilities, strategic leadership and overall contribution of the Chairperson to the growth and performance of the Company, the Board at their meeting held on 28th May 2025 have recommended the payment to Mrs. Nina B. Kothari, a Commission of 1% of the Net Profits of the Company as computed in the manner laid down in Section 198 of the Act subject to a minimum of ₹ 50,00,000/- for the year 2025 - 2026 and the said Commission be paid either in a lump sum or in instalments.

Accordingly, based on the above rationales, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC Committee), her performance evaluation and approval of the Audit Committee, has recommended in terms of Regulation 17(11) of SEBI Listing Regulations for the approval of the Members by passing Special Resolution set out in Item No. 4 of this Notice.

Except Mrs. Nina B. Kothari and her relative Mr. Arjun B. Kothari, Managing Director, none of the Directors and Key Managerial or their relatives are interested financially or otherwise in the Resolution as set out in Item No. 4 of this notice.

Item No. 5

The Members of the Company at the 32nd Annual General Meeting held on 29th July 2021 approved the appointment of Mr. Brij Mohan Bansal (DIN: 00261063) as an Independent Director for the first term of five consecutive years effective from 10th August 2020. In terms of the provisions of Section 149 of the Act, Mr. Brij Mohan Bansal is eligible for re-

appointment for a second term of five consecutive years. Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the members by way of Special Resolution is required for the re-appointment of Mr. Brij Mohan Bansal for a second term of five consecutive years from 10th August 2025 to 09th August 2030.

The Company has received a notice from a member proposing the candidature of Mr. Brij Mohan Bansal for appointment as an Independent Director of the Company for a second term of five consecutive years. Mr. Brij Mohan Bansal has given his consent and also declaration that he meets with the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and subject to him continuing to fulfil the criteria at the time of this Resolution taking effect. The Board of Directors reviewed the said declarations and in the opinion of the Board, Mr. Brij Mohan Bansal fulfils the conditions specified in the Act, the Rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, the continuation of a person as a Non-Executive Director upon attaining the age of seventy-five years requires approval of Members of the Company by way of a Special Resolution. Mr. Brij Mohan Bansal, Independent Director, will attain the age of 75 years during the tenure of his proposed re-appointment. Mr. Brij Mohan Bansal is a highly accomplished professional with over 50 years of experience in the Oil and Gas sector, having led Indian Oil Corporation Limited as Chairman. He possesses deep expertise in business development, cross-border M&A, and strategic partnerships globally. His guidance has been instrumental on the Boards of several leading petrochemical companies. An alumnus of IIT Delhi, his technical and leadership credentials are exceptional. He has made valuable contributions to the Company during his first tenure, with his technical knowledge and extensive experience.

Given his deep industry knowledge, strategic insights and proven technical acumen, the continued association of Mr. Brij Mohan Bansal as an Independent Director would be of immense benefit to the Company despite his age.

Accordingly, based on the above rationales, the Board of Directors, on the recommendation of the NRC Committee, and his performance evaluation, unanimously recommends in terms of Regulation 17(11) of SEBI Listing Regulations,

for approval of the Members by passing the Special Resolution as set out in Item No.5 of this Notice.

Except Mr. Brij Mohan Bansal, being the appointee, none of the Directors and Key Managerial or their relatives are interested financially or otherwise in the Special Resolution as set out in Item No. 5 of this Notice. A copy of the draft letter of appointment of Mr. Brij Mohan Bansal setting out the terms and conditions is available for inspection without any fee at the registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting.

Item No. 6

The Members of the Company at the 32nd Annual General Meeting held on 29th July 2021 approved the appointment of Mr. Gautam Roy (DIN: 06659522) as an Independent Director for a term of five years effective from 10th August 2020. In terms of the provisions of Section 149 of the Act, Mr. Gautam Roy is eligible for re-appointment for a second term. Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI Listing Regulations, approval of the members by way of Special Resolution is required for the re-appointment of Mr. Gautam Roy for a second term of five consecutive years from 10th August 2025 to 09th August 2030.

The Company has received a notice from a member proposing the candidature of Mr. Gautam Roy for appointment as an Independent Director of the Company for a second term of five consecutive years. Mr. Gautam Roy has given his consent and also declaration that he meets with the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and subject to him continuing to fulfil the criteria at the time of this Resolution taking effect. The Board of Directors reviewed the said declarations and in the opinion of the Board, Mr. Gautam Roy fulfils the conditions specified in the Act, the Rules made thereunder, SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management.

Mr. Gautam Roy has made valuable contributions during his first tenure, supported by his deep industry knowledge, technical expertise, and extensive experience, and the Board believes that his continued association would be of significant benefit to the Company.

Accordingly, based on the above rationales, the Board of Directors, on the recommendation of NRC Committee and his performance evaluation, unanimously recommends in

terms of Regulation 17(11) of SEBI Listing Regulations, for approval of the Members by passing the Special Resolution as set out in Item No. 6 of this Notice.

Except Mr. Gautam Roy, being the appointee, none of the Directors and Key Managerial or their relatives are interested financially or otherwise in the Resolution as set out in Item No. 6 of this Notice. A copy of the draft letter of appointment of Mr. Gautam Roy setting out the terms and conditions is available for inspection without any fee at the registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting.

Item No. 7

Pursuant to the latest amendment to Regulation 24A of SEBI Listing Regulations, w.e.f December 13, 2024, the listed company shall appoint a Peer Reviewed Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of the shareholders in its Annual General Meeting with effect from 1st April 2025.

M/s. V. Vasumathy & Associates, a peer reviewed Practising Company Secretary firm, Chennai (Firm Registration No. S2010TN142100), has been associated with the Company as Secretarial Auditors for more than a decade and has consistently demonstrated a thorough understanding of the Company's operations and regulatory environment, ensuring timely compliance and high-quality audit reports. The Board is of the view that their continued engagement would ensure consistency and enable efficient execution of the secretarial audit during the proposed term.

M/s. V. Vasumathy & Associates, Practising Company Secretary firm had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the SEBI Listing Regulations.

In accordance with the above said Regulation, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 28, 2025, proposed to appoint M/s. V. Vasumathy & Associates, a peer reviewed Practising Company Secretary firm as Secretarial Auditor of the company, to conduct Secretarial Audit of the Company for the first term of five consecutive years.

Credentials of the Auditors : M/s.V. Vasumathy & Associates, Practising Company Secretary firm was established in the year 2010. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including

carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed by the Institute of the Company Secretaries of India.

The terms and conditions of the appointment of the Secretarial Auditors and the proposed fees are as follows:

(i) **Term of Appointment :** First Term of five consecutive years commencing from FY 2025 - 2026 to FY 2029 - 2030.

(ii) **Proposed Fees :** Remuneration for Secretarial Audit is ₹ 2,00,000 (Rupees Two Lakhs only) plus applicable taxes and reimbursement of actual out of pocket expenses incurred by them in connection with the Secretarial Audit of the Company for the financial year 2025-26. The remuneration payable to the Secretarial Auditors for the remaining tenure of the proposed appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee from year to year.

The proposed fees is based on expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of any allowable certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

Accordingly, based on the above rationales, the Board of Directors, on the recommendation of the Audit Committee, recommends in terms of Regulation 17(11) of SEBI Listing Regulations, for approval of the Members by passing the Ordinary Resolution for the appointment of M/s. V. Vasumathy & Associates as the Secretarial Auditors of the Company for the aforementioned term as set out in Item No. 7 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested either financially or otherwise, is interested in this Resolution as set out in Item No. 7 of this Notice.

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

Place : Chennai
Date : May 28, 2025

K. Priya
Company Secretary

ANNEXURE TO THE NOTICE

THE INFORMATION IN RESPECT OF ITEM NO. 2, 5 & 6 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 RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER :

Particulars	Item No. 2	Item No. 5	Item No. 6
Name of the Director	Nina B. Kothari	Brij Mohan Bansal	Gautam Roy
DIN	00020119	00261063	06659522
Date of Birth & Age	21.07.1962 & 62 Years	04.01.1951 & 74 Years	28.01.1958 & 67 Years
Date of first appointment on the Board	27.05.2014	10.08.2020	10.08.2020
Qualification	B.A. (Economics)	B.Tech in Chemical Engineering and PG Diploma in Process Plant Engineering from Indian Institute of Technology, Delhi.	B.E in Chemical Engineering from Jadavpur University, Kolkata
Nature of expertise in specific functional areas	She is a veteran business leader known for her Management insight and steady guidance. She has been serving as the Chairperson of the Company since 2015. She hails from a family of top industrialists in the country, and she is well versed in the management and administration of business with a good reputation among the business conglomerates. She is holding directorship in H.C. Kothari Group of Companies. She held various positions in prestigious institutions as Treasurer of Crafts Council of India, World Crafts Council and Chairman of National Crafts & Heritage Committee of ASSOCHAM. She was the President of International Womens' Association (IWA).	He is an Industry expert and possesses around 50 years of experience in Oil and Gas sector in areas spanning Business Development, R & D, Refining and Technical Services. He joined Indian Oil Corporation Limited (IOCL) in 1974 and rose to the position of Chairman of Indian Oil Corporation Limited. He was actively involved in cross- border deals, Merger and Acquisitions, scouting for strategic partners across the globe and formation of JVs, Refinery management, and overall management of the companies as chairman / CEO, leading high level delegations for G to G discussions. He has served on Boards of many leading Petrochemical organizations Viz. Lubrizol India, Engineers India, CPCL, IOTL, PLL, GPPL and JBF industries. He is also an advisor to Gujarat Fluorochemicals Limited.	He is a technocrat with financial acumen, having more than 44 years of experience in the Oil Refining and petrochemical Industry with expertise in Refinery Operations, Cost Minimization, Project Conceptualization & Execution, Production planning & Optimization, Technical Services, Refinery & Petrochemical Unit Configuration Finalisation, Supply Demand Analysis, and Financial Management. He joined Gujarat Refinery of Indian Oil Corporation Ltd in 1980 as Trainee Chemical Engineer. He has worked in the Gujarat Refinery, Barauni Refinery, Mathura Refinery and Refinery Head Quarters of IOCL, Delhi in various capacities and was Executive Director (Refinery Head) of Gujarat Refinery till 2014. He served as the Managing Director of Chennai Petroleum Corporation Ltd., from Oct 2014 to Jan 2018. He also served as Chairman in the Board of Indian Additives and National Aromatics & Petrochemicals Corporation Limited. He has worked as Advisor (Technical) in Ratnagiri Refinery and Petrochemical Complex (West Coast, Maharashtra), a JV of IOCL, BPCL and HPCL.
List of other Listed / Public Companies in which Directorship held	a) Kothari Sugars and Chemicals Limited b) Kothari Safe Deposits Limited	a) Asian Energy Services Limited b) Inox Wind Limited c) Inox Green Energy Services Limited	Nil

Particulars	Item No. 2	Item No. 5	Item No. 6	
Chairman / Member of the Committee of the Board of Director of the Company	<u>Chairman</u> CSR & SRC <u>Member</u> NRC & ICAC	<u>Member</u> AC	<u>Member</u> AC	
Listed entities from which resigned in the past three years	Nil	Nil	Nil	
Chairman / Member of the Committee of the other Listed / Public companies in which he/she is a Director	i) Kothari Sugars and Chemicals Limited: <u>Chairman</u> CSR	i) Asian Energy Services Limited	Nil	
		<u>Chairman:</u> NRC		<u>Member:</u> AC
		ii) Inox Wind Limited		
		<u>Chairman:</u> NRC		<u>Member:</u> AC & RMC
		iii) Inox Green Energy Services Limited		
		<u>Chairman:</u> NRC & SRC	<u>Member:</u> AC, CSR & RMC	
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis) as on March 31, 2025	62,57,500 Equity Shares	4,000 Equity Shares	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Nina B. Kothari is the mother of Mr. Arjun B. Kothari, Managing Director of the Company	Mr. Brij Mohan Bansal is not related to Promoters and Directors in the Company	Mr. Gautam Roy is not related to Promoters and Directors in the Company.	
Remuneration details	Commission proposed for the FY 2025-26 : 1% of the Net Profit of the Company subject of a minimum of ₹ 50,0000/-	Nil	Nil	
	Commission paid for FY 2024-25 : ₹ 90.65 lakhs			
Skills and capabilities required for the role and the manner the proposed Independent Director meets such requirements	Not applicable	Please refer to the Corporate Governance Section	Please refer to the Corporate Governance Section	
Number of meetings attended during the year.		Please refer Corporate Governance Section		
Not debarred from holding office by order of SEBI or anv authority.				

NOTE : AC - Audit Committee, CSR - Corporate Social Responsibility Committee, SRC - Stakeholders Relationship Committee, NRC - Nomination and Remuneration Committee, ICAC - Investment & Credit Approval Committee, RMC - Risk Management Committee.

BOARD'S REPORT

To the Members

The Directors are pleased to present the 36th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March 2025.

Financial Summary of the Company

(₹ in Lakhs)

Sl. No.	Particulars	2024 - 2025	2023 - 2024
(i)	Revenue from Operations	57,733.94	59,590.63
(ii)	Other Income	1,148.83	822.66
(iii)	Total Income	58,882.77	60,413.29
(iv)	Profit / (Loss) before Interest and Depreciation and exceptional item	9,171.82	10,430.66
(v)	Interest	110.31	118.99
(vi)	Depreciation	840.73	762.40
(vii)	Exceptional item	-	(40.86)
(viii)	Profit / (Loss) Before Tax	8,220.78	9,508.41
(ix)	Tax Adjustments including Deferred Tax	1,639.00	3,130.00
(x)	Profit / (Loss) after Tax	6,581.78	6,378.41
(xi)	Other comprehensive income	(32.21)	(48.30)
(xii)	Total comprehensive income	6,549.57	6,330.11
(xiii)	Profit brought forward from previous year	18,735.73	13,287.92

Financial Highlights

Revenue from operations for the year stood at ₹ 57,733.94 lakhs, as against ₹ 59,590.63 lakhs in the previous year. This variation is mainly attributable to a moderated sales volume of Poly Iso Butylene (PIB), which declined from 41,439 metric tons to 37,440 metric tons.

The Company achieved a Profit Before Tax of ₹ 8,220.78 lakhs for the financial year ended 31st March 2025, compared to ₹ 9,508.41 lakhs in the previous year. This slight change in pre-tax profitability was primarily due to a temporary dip in sales, resulting from lower production volumes caused by raw materials shortages.

With effect from the financial year 2024-25, the Company has opted for taxation under Section 115BAA of the Income Tax Act, moving from the normal tax regime. Accordingly, the impact of the change in the tax rate has been accounted during the year and the Deferred tax assets and liabilities were remeasured, contributing to the Company recording its highest-ever Profit After Tax.

Status of the Plant

During FY 2024-25, raw material disruptions caused by the simultaneous, unplanned shutdowns of two key suppliers for around 40 days resulted in short supply of raw materials. Despite this, the plant operated for 354 days without any major internal interruptions.

Additionally, the quality of raw materials consumed during this low throughput period was sub optimal, containing significant impurities. This not only affected the efficiency

of the production process but also led to increased consumption of catalysts and other process chemicals, further impacting production performance.

The raw water supply from the Metro Water Board's TTRO plant faced frequent quality issues and disruptions. As a result, the company was compelled to procure water from external sources at a higher cost to maintain operations. A joint representation highlighting these concerns has been submitted to the Board by all industries located in the Manali area.

On a positive note, the plant's rainwater harvesting infrastructure enabled the collection and utilization of significant volumes of rainwater. This initiative contributed to substantial savings in water procurement costs.

The Captive Power Plant remained in good operational condition and was in service for 301 days during the year. Additional power requirements were met through supply from the State Electricity Board grid.

To enhance renewable energy usage, additional solar panels with a capacity of 60 kW were installed, supplementing the existing 247 kW facility. The new installation is currently awaiting approval from TNEB. The entire solar power generated during the year was fully utilized for internal consumption, with no power exported to the Government Grid.

Your Company engaged the National Environmental Engineering Research Institute (NEERI) to conduct a feasibility study for implementing a Zero Liquid Discharge (ZLD) scheme. NEERI has since submitted its report, and

the findings have been forwarded to the State Pollution Control Board in compliance with their directive, for their review and further action.

We continue to maintain our existing certifications: ISO 9001:2015 for Quality Management, ISO 14001:2015 for Environmental Management, ISO 45001:2018 for Occupational Health and Safety and ISO 50001 certification for our Energy Management System. These certifications collectively demonstrate our dedication to excellence in environmental stewardship, energy management and the well-being of our workforce.

All statutory requirements stipulated by the Petroleum and Explosives Safety Organization (PESO) and the Directorate of Industrial Safety and Health (DISH) are fully complied with. All Preventive and predictive maintenance practices are systematically implemented to ensure that the overall plant remains in safe and optimal operating condition.

Performance

Your Company has achieved 12,767 calendar days of "Accident-Free" operation since inception. The Company has been continuously imparting safety training to all its employees to ensure that all project execution, apart from plant operation, is "Accident-Free" and efficient.

We achieved operational performance in FY 2024-2025, with a production volume of 37,995 MT of Polyisobutylene (PIB) and reached 87.6% of our annual target. This reduction was due to feedstock supply constraints and change in raw material mix.

We are proud to have received the CII Award for Excellence in Energy Management for the year 2024, and the Silver 3-Star Award for Manufacturing Occupational Health, Safety, and Environment (OHS & E) Excellence from the World Safety Organization (WSO) India, recognizing our commitment to safety, health, and environmental excellence.

Based on the learnings from last year's monsoon flooding in the Manali Industrial Area, few proactive measures were undertaken to safeguard plant and machinery. The rainwater drainage gutter is being deepened and widened to facilitate efficient evacuation of stagnant water from the Inside Battery Limit (ISBL) area to the collection pond. Additionally, an existing mud pond has been revamped and lined with a geomembrane, enabling it to store approximately 4,000 KL of rainwater.

Strategic initiatives such as reactor debottlenecking, cooling tower upgrades, improved equipment reliability, and enhancements in thermal efficiency were undertaken during the year. Energy optimization efforts includes the implementation of a dedicated cooling tower line. As a result, energy consumption for the year stood at 0.327

TOE/MT of PIB, compared to 0.301 TOE/MT of PIB in FY 2023 - 2024, otherwise it would have been higher without the measures taken.

During the FY 2024-2025, the Company strategically purchased freehold land situated at Punjulurupada village, Nellore, for a total consideration of ₹ 7,272 lakhs. This acquisition aligns with the Company's long-term growth strategy and reflects its commitment to enhancing operational capabilities and infrastructure. The intended future development includes setting up advanced manufacturing facilities, office premises, and ancillary support structures to support anticipated business expansion and market demand. The Company is currently in the preliminary stages of project feasibility assessment.

Plant automation

As part of our commitment to operational excellence and transparency, the company continues to advance the digitalization of critical plant operational workflows and some of the efforts are:

- (i) The SafeTrack Digital Portal provides real-time visibility, accountability, and traceability in EHS (Environment, Health & Safety) functions, fostering a proactive and structured safety culture.
- (ii) All Quality Control (QC) activities have been fully digitized and upgraded through the Laboratory Information Management System (LIMS), enabling seamless sample tracking, standardized test result documentation, and audit-ready data management.
- (iii) Vehicle gate entry and exit are now effectively monitored through a 24x7 digital gate management system, ensuring enhanced security and logistics control.
- (iv) Additionally, smart energy meters have been installed at all key utility nodes to support granular energy analysis. These meters are fully integrated with our Energy Monitoring System, providing 100% digital, real-time tracking of node-wise energy consumption across steam, power, and fuel streams.

Safety

Initiatives to enhance the safety culture have been actively pursued through proactive measures such as regular safety audits, Behavior-Based Safety (BBS) observations, and Field-Level Risk Assessments (FLRA).

Emergency response preparedness was significantly strengthened through comprehensive training programs, including Emergency Response Team (ERT) drills, firefighting simulations, Self-Contained Breathing Apparatus (SCBA) training, and confined space rescue workshops. These efforts resulted in participation from over 90% of employees and contract personnel, ensuring a high level of emergency readiness across the site.

A general safety audit was recently conducted by an external agency to evaluate the effectiveness of our ongoing workplace safety improvements. Building on this foundation, we are now placing a strong focus on enhancing Process Safety Management (PSM) within the plant.

A PSM gap assessment was carried out using the Center for Chemical Process Safety (CCPS) internal standard framework. We are actively reviewing the assessment findings and implementing necessary actions to strengthen our overall process safety systems and ensure continued operational integrity.

Pollution and Environment compliances

Your Company has maintained robust environmental performance through strict monitoring of effluent discharge, air emissions, and solid waste management. Online monitoring systems have been properly calibrated and are integrated with the Tamil Nadu Pollution Control Board (TNPCB)'s CARE Air and Water portals, ensuring real-time regulatory visibility and compliance.

The Company remains vigilant in adhering to all environmental regulations, with no complaints received from the Pollution Control Board during FY 2024-2025. The Company holds a valid Consent to Operate (CTO) for Polyisobutylene (PIB) manufacturing, valid until 31st March 2028.

Research and Development

During the financial year, the Company significantly strengthened its Research and Development capabilities to support a growing pipeline of innovations and an investment of ₹ 117.12 lakhs was made towards acquiring state-of-the-art instruments and developing advanced facilities to strengthen the R & D infrastructure, with more to come in the following year. In addition, the Company augmented its workforce by onboarding specialized personnel to bolster day-to-day operations and drive research efficiency. Your Company has applied for two Intellectual Property (IP) rights, both of which have been approved by the Intellectual Property Office (IPO).

The Company successfully renewed its recognition from the Department of Scientific and Industrial Research (DSIR), securing this status for an additional three years, until 31st March 2028. This renewal underscores the Company's sustained commitment to scientific advancement and compliance with national R & D standards.

The R & D and Product Development teams continued to drive innovation, with a focus on the development of new applications. To facilitate the scaling of these new applications, the Company is establishing dedicated demo plant facilities, further reinforcing its position as a leader in innovation-driven growth.

Conservation of Energy / Technology Absorption / Foreign Exchange Earning and Outgo:

(a) Conservation of Energy :

During FY 2024-25, KPL successfully executed several high-impact energy-saving projects, resulting in significant daily and annual energy savings:

- Installation of Flux Maxio device on the Thermic Fluid Heater: Achieved LPG savings of 306 kg/day, representing a 5.8% reduction in consumption.
- Dedicated cooling tower line for the lean section: Delivered electricity savings of 1,022 kWh/day.
- Re-insulation of steam and chilled water lines: Eliminated heat losses of up to 56,663 Kcal/hr.
- Optimization of screw compressor pressure in the Captive Power Plant (CPP): Resulted in electricity savings of 60 kWh/day.
- Steam trap replacement and servicing: Contributed to steam savings of 1,100 kg/hr.

Collectively, these energy efficiency measures resulted in estimated cost savings of approximately ₹ 35 lakhs during the year, reinforcing your Company's commitment to sustainable and efficient operations.

(b) Technology absorption: Nil

(c) Foreign exchange earnings and Outgo:

(₹ in Lakhs)

Sl. No.	Particulars	2024-25	2023-24
(i)	Total Foreign Exchange inflow	15,830.72	18,185.35
(ii)	Total Foreign Exchange outflow	956.10	434.48

Dividend

The Board of Directors met on 28th May 2025 to take account of the full year's performance, various growth opportunities and challenges. After reviewing this, the Board of Directors has decided not to recommend any dividend for the year 2024-2025, considering the expansion plans and also to conserve resources.

Board Meetings

During the year 05 Board Meetings were held, the details of which are given in the Corporate Governance Report. The intervening gap between any two meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars thereon.

Share Capital

The paid-up equity share capital as on March 31, 2025, was ₹ 5,884.64 lakhs. The Company has not issued any

shares with differential voting rights nor granted any stock options or sweat equity.

Directors and Key Managerial Personnel

Mrs. Nina B. Kothari, (DIN: 00020119) Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Mr. Brij Mohan Bansal, (DIN: 00261063) and Mr. Gautam Roy (DIN: 06659522) were appointed as an Independent Directors w.e.f. 10.08.2020 for a term of five consecutive years and based on the evaluation of their performance and the recommendation of the Nomination and Remuneration Committee, the Board proposes to reappoint them for a second term of five consecutive years as Independent Directors w.e.f. 10.08.2025 subject to approval of shareholders in this Annual General Meeting by passing Special Resolutions in accordance with Section 149 (10) read with Schedule IV of the Act.

Mr. Arjun B. Kothari, Managing Director, Mr. M. Rajavel, Whole Time Director, Mr.S. Sivamahesh, Chief Financial Officer and Mrs. K. Priya, Company Secretary, are the Key Managerial Personnel of the Company as per section 203 of the Companies Act, 2013.

Declaration from Independent Directors

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, that the Independent Directors of the Company continue to meet the criteria of their Independence laid down in Section 149(6) and continue to be included in the Data Bank maintained by the Indian Institute of Corporate Affairs and the online proficiency self-assessment test requirement pursuant to Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014.

During the year under review, the Independent Directors met on 17th March 2025 without the presence of Non -Independent Directors and members of the Management to evaluate the performance of the Non - Independent Directors & Board as a whole.

Composition of Audit Committee

During the year 04 Audit Committee Meetings were held, the details of composition of Audit Committee are provided in Corporate Governance Report of this Annual Report. The Board has not rejected any proposal / recommendations of the Audit Committee during the year. The intervening gap between any two meetings was within the period as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The salient features of the Remuneration Policy details are stated in the Corporate Governance Report. The Remuneration Policy approved by the Board of Directors is posted on the website of the Company www.kotharipetrochemicals.com

Vigil Mechanism / Whistle Blower Policy

The Company has a vigil mechanism named "Whistle Blower Policy" to deal with any genuine concerns raised by the Directors / Employees. The details of the Vigil Mechanism / Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the Company's website www.kotharipetrochemicals.com. There were no incidents / concerns reported during the year under review.

Particulars of Loans, Guarantees or Investments

The Company has not given any Loans or Guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of investments made by the company are given in the notes to the financial statements.

Related Party Transactions

All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business and there were no 'material' contracts or arrangement or transactions not at arm's length basis and thus disclosure in form AOC-2 is not required.

All related party transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseen and repetitive in nature. For all the transactions entered pursuant to the omnibus approval so granted, a statement giving details of all such transactions is placed before the Audit Committee for their review on a quarterly basis.

The policy on Related Party Transactions as approved by the Board is posted on the Company's website www.kotharipetrochemicals.com

Prevention of Insider Trading

The Company has adopted a Code of Prevention of Insider Trading with a view to regulate trading in securities by the Promoters, Directors and Designated Persons of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Promoters, Directors and the

designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, the Directors would like to state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) the directors had prepared the annual accounts on going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Material changes and commitments

There is no change in the nature of business of the company during the year. There is no material change or commitment affecting the financial position of the company that has occurred since 31st March 2025 to the date of this report.

Annual Return

As required under Section 92(3), copy of Annual Return is placed on the Company's website.

The web link to access the annual return is <https://www.kotharipetrochemicals.com/investors/annual-reports/>

AUDITORS

a) Statutory Auditor

The Statutory Auditor of the Company M/s. P. Chandrasekar LLP, Chartered Accountants (Registration No.: 000580S/S200066) was reappointed for the second term by the Shareholders at the 33rd AGM held on 02nd August 2022 to hold office till the conclusion of the 38th Annual General

Meeting of the Company.

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. There are no qualifications or observations or any adverse remarks made by the Auditors in their Report on the Financial Statements for the year 2024 - 25 and no fraud was reported by auditors under Section 143(12) of the Companies Act, 2013.

b) Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Cost Audit Records are maintained by the Company in respect of its Poly Iso Butylene (PIB) unit which are required to be audited. Your Directors, on the recommendation of the Audit Committee, appointed M/s. P. Rajulyer, M. Pandurangan & Associates, Cost Accountants in practice for conducting the audit of cost records of the Company and the remuneration payable to the Cost Auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s. P. Rajulyer, M. Pandurangan & Associates, Cost Accountant is included in Item No. 3 of the Notice convening this 36th Annual General Meeting.

c) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. V. Vasumathy & Associates, Company Secretary in Practice, Chennai as Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report is forming part of this Annual Report and does not contain any qualifications or observations.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. December 13, 2024, the Secretarial Auditors shall now be appointed by the Members of the Company, on the recommendation of the Board of Directors, for the first term of five (5) consecutive years starting from FY 2025-2026 to FY 2029-2030.

M/s. V. Vasumathy & Associates, a peer reviewed Practicing Company Secretary firm, Chennai (Firm

Registration No. S2010TN142100), have confirmed that they fulfill the criteria and are eligible for appointment and have not incurred any of disqualifications under SEBI Listing Regulations.

In accordance with the above said Regulation, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 28, 2025, proposed the appointment of Secretarial Auditor to the members at the 36th AGM.

d) Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the Company has appointed M/s. R. Subramanian & Co. LLP, Chartered Accountants, Chennai as Internal Auditor of the Company.

Deposits

The Company has not accepted deposits either from members or public falling within the ambit of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year. There were no outstanding deposits during and end of the financial year 2024-2025.

Significant & Material orders passed by the regulators

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the company and its future operations.

Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit function is carried out by independent firm of Chartered Accountants. The Scope and authority of the Internal Audit is defined by the Audit Committee. The Internal Audit Reports are placed before the Audit Committee on quarterly basis for its review and the Internal Auditor attends the Audit Committee meetings.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures of the Company based on the report of internal auditor, the Company undertakes corrective action in their respective areas and thereby strengthens the controls.

Risk Management

Pursuant to the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down the procedures to inform Board Members about the risk assessment and minimization procedures. Accordingly, the Company periodically submits the Risk Management Report to the Board for their review.

Corporate Social Responsibility Policy

Pursuant to the provisions of Section 135 and schedule VII of the Companies Act, 2013, Corporate Social Responsibility Committee (CSR) was formed to recommend (a) the policy on Corporate Social Responsibility (CSR) and (b) implementation of the CSR Projects or Programs to be undertaken by the Company as per CSR Policy for consideration and approval by the Board of Directors. The policy on Corporate Social Responsibility as approved by the Board is posted on the Company's website www.kotharipetrochemicals.com. A detailed report on CSR activities in the prescribed format is forming part of this Annual Report.

Annual Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out the Annual Performance Evaluation of the Board, its committees and of the individual Directors in the questionnaire format prescribed by the Nomination and Remuneration Committee of the Company.

The structured questionnaire covers various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance etc. The performance evaluation of the Directors (without participation of the relevant Director) was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

Separate Meeting of Independent Directors

The Independent Directors of the Company had met during the year on 17th March 2025 to review the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairperson of the Company and also assessed the quality, quantity and timeliness of flow of information between the company management and the Board without the presence of the Non-Independent Directors and members of the Management.

Disclosure about Cost Audit

Filing of Cost Audit Report	2024 - 2025	2023 - 2024
Due Date	27.09.2025	27.09.2024
Actual Date	30.08.2025 (tentatively)	19.08.2024
Cost Auditor Details	M/s. P. Rajulyer, M. Pandurangan & Associates, M.No. 27969, Chennai.	M/s. P. Rajulyer, M. Pandurangan & Associates, M.No. 27969, Chennai.
Audit Qualification in Report	-	Nil

Listing with Stock Exchanges

The Company is listed in The National Stock Exchange of India Limited (NSE) and the Stock Code is KOTHARIPET and ISIN: INE720A01015. The Company confirms that it has paid the Annual Listing Fees for the year 2025 - 2026 to NSE where the Company's shares are listed.

Disclosure under the Insolvency and Bankruptcy Code, 2016

There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year.

Corporate Governance and Shareholders Information

Your Company has taken adequate steps to adhere to all the stipulations laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance forms part of this Annual Report. Certificate from the Practising Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report.

Management Discussion and Analysis Report

A detailed discussion on the industry structure as well as on the financial and operational performance is contained in the 'Management Discussion and Analysis Report' that forms an integral part of this Report.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Human Resources Department created an "Internal Complaints Committee" for the prevention and redressal of sexual harassment of women at workplace as per the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013. There were no incidents of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Company (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided elsewhere in the Annual Report.

Particulars pursuant to Section 197(12) and the relevant Rules

(a) The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details:

Sl. No.	Name	Designation	Ratio
(i)	Mr. Arjun B. Kothari	Managing Director	54.38:1
(ii)	Mr. M. Rajavel	Whole Time Director	13.56:1
(iii)	Mrs. Nina B. Kothari	Non-Executive Director (Chairperson)	11.33:1

(b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sl. No.	Name	Designation	Percentage of Increase
(i)	Mrs. Nina B. Kothari	Non-Executive Director (Chairperson)	No increase
(ii)	Mr. Arjun B. Kothari	Managing Director	No increase
(iii)	Mr. M. Rajavel	Whole Time Director	10%
(iv)	Mr. S. Sivamahesh	Chief Financial Officer	10%
(v)	Mrs. K. Priya	Company Secretary	12%

(c) 4.42% increase was reported in the median remuneration of employees in the financial year 2024 - 2025.

(d) The number of permanent employees on the rolls of company as on 31st Mar 2025:194

(e) Increase of remuneration for employees varies between 9% to 25% and for KMP the increase in remuneration varies between 10% to 12% for the year.

(f) We affirm that the remuneration paid during the period under review, is as per the Remuneration Policy of the company.

Compliance with Secretarial Standards

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis as describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ from those either expressed or implied in the statement depending on the circumstances.

Acknowledgement

Your Directors thank the Banks, Customers, Financial Institutions, Government Authorities, Suppliers and Shareholders for their continued support. Your Directors also place on record their appreciation for the services by the employees of the Company.

On behalf of the Board
for **Kothari Petrochemicals Limited**

Nina B. Kothari
Chairperson
DIN: 00020119

Place : Chennai

Date : May 28, 2025

Information as per Section 197(12) of the Companies Act, 2013 & Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2025

Sl. No	Name	Designation	Qualification	Gross Remuneration (₹. In Lakhs)	Nature of Employment (Contractual or otherwise)	Date of Commencement of Employment	Age (In years)	Experience	Last or Previous Employment	No. of Equity Shares held	Relative of Director or Manager
1	Arjun B Kothari	Managing Director	B.Sc., Northwestern University, USA & Global Health and European Politics from Paris Institute of Political Studies, Paris, France	434.96	Permanent	08.04.2015	33	11	General Electric Company, USA	9,593 0.01%	Mr. Arjun B. Kothari is the relative of Mrs. Nina B. Kothari, Chairperson of the Company
2	M. Rajavel	Whole Time Director	B.Sc.	111.09	Permanent	04.05.1997	62	39	Chemfab Alkalis Pvt. Limited	-	-
3	P. Premapriyan	Vice President - Operation	B.E Chemical	49.66	Permanent	01.11.2018	45	25	Oren Hydrocarbons Pvt. Ltd.	-	-
4	S. Sivamahesh	Chief Financial Officer	M.Com, FCA	41.74	Permanent	30.01.2019	40	16	Stanadyne India Pvt. Ltd	-	-
5	S. V. Ramesh	DGM - Supply Mgmt	DME	37.37	Permanent	08.10.2011	55	31	Bonfiglioli Transmissions Pvt Ltd.	-	-
6	K. Sreekanthswaran	President - Legal & Taxation	B.Com	34.72	Permanent	16.06.2011	63	14	Madras Entertainment Pvt. Ltd	-	-
7	S. Chellappa	AGM - IT	M.C.A	30.97	Permanent	01.07.2013	57	32	Kothari Sugars and Chemicals Limited	200	-
8	J. Janarthanan	DGM - Taxation	B.com, M.A, M.Phil (Economics), MBA (Finance), PGDCA, LLB	29.18	Permanent	01.07.2013	51	28	Kothari Sugars and Chemicals Limited	-	-
9	C. Srinivasa Rao	Senior Manager-Treasury	ACA	28.01	Permanent	21.11.2022	46	16	Standard Chartered Global Services Pvt Ltd	-	-
10	N. Arumugam	AGM - Captive Power Plant	B.Tech (Mech)	26.69	Permanent	01.04.2023	49	29	Kothari Sugars and Chemicals Limited	-	-

Notes:

1. Remuneration shown above includes salary, bonus, and contribution to provident fund, superannuation fund and perquisites valued as per Income Tax Rules, wherever applicable and in other cases at actual cost to the Company.

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

In alignment with the "Vision" of the Company, Kothari Petrochemicals Limited (KPL), through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfilment of its role as a socially responsible corporate, with environmental concern.

The policy encompasses the Company's philosophy its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

This policy shall apply to all CSR initiatives and activities taken up by KPL, for the benefit of different segments of the society, specifically the deprived, underprivileged and differently abled persons.

For the purpose of focusing its CSR efforts in a continued and effective manner, the Company takes CSR initiatives covering mainly the poor and needy section of the society living in different parts of India, and would normally be considered on the activities covered under Schedule VII of the Companies Act, 2013 and amendments thereon. As per the Section 135 of the Companies Act, 2013 the Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities within the State / States in India.

2. The Composition of the CSR Committee

The Company has constituted the CSR Committee with the following Directors:

Sl. No.	Name of the Directors	Designation	Number of meetings held during the year	Number of meetings of attended during the year
(i)	Mrs. Nina Bhadrashayam Kothari	Chairperson (Non-Executive & Non-Independent)	02	02
(ii)	Mr. Arjun B. Kothari	Member (Executive & Non-Independent)	02	02
(iii)	Mr. S. Sundarraman	Member (Independent)	02	02

3. Details of the web link where Composition of the CSR committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.

<https://www.kotharipetrochemicals.com/wp-content/uploads/2025/03/3.-CSR-Policy-with-annual-action-plan-2024-25.pdf>

4. Details of executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule(3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. (a) Average net profit of the company as per section 135(5)

(₹ in Lakhs)

Sl. No.	For the Financial Year	Annual Net Profit
(i)	2023 - 2024	9,310.82
(ii)	2022 - 2023	5,449.27
(iii)	2021 - 2022	4,523.14
Total		19,283.23
Average Net Profit		6,427.74

(b) Two percent of average net profit of the company as per section 135(5)

2% of Average Net Profit works out to ₹ 128.55 Lakhs

(c) Surplus arising out of the CSR projects or programs or activities of the previous financial years : Nil

(d) Amount required to be set off for the financial year, if any : Nil

(e) Total CSR obligation for the financial year (5b+5c-5d) : ₹ 128.55 Lakhs

6. (a) Amount spent on CSR Projects (both ongoing project and other than ongoing project) :

₹ 1,30,00,000/- was spent on other than ongoing projects for the financial year 2024 - 2025 and no ongoing project was approved during the financial year.

(b) Amount spent in Administrative Overheads : Nil

(c) Amount spent on Impact Assessment, if applicable : Nil

(d) Total amount spent for the Financial Year (6a+6b+6c) : ₹ 1,30,00,000/-

(e) CSR Amount spent or unspent for the financial year : (Amount Unspent (in ₹))

Total amount spent for the Financial year (amount in ₹)	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
₹ 1,30,00,000/-	Nil		Nil		

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	1,28,55,485
(ii)	Total amount spent for the Financial Year	1,30,00,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,44,515
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years (iii)-(iv)]	1,44,515

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in ₹)	Balance Amount Unspent CSR Account under section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any.		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year.

☐ Yes

☒ No

If yes, enter the number of Capital assets created / acquired : Not Applicable.

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property)	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity / Authority / Beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5)

2% of average Net Profit has been spent during the financial year 2024 - 2025.

Place: Chennai

Date : May 28, 2025

M. Rajavel

Wholetime Director

DIN: 08145611

Nina B. Kothari

Non Executive Director &

Chairperson of the CSR Committee

DIN: 00020119

**FORM NO. MR 3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

**[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To

The Members

KOTHARI PETROCHEMICALS LIMITED

CIN: L11101TN1989PLC017347

Kothari Buildings, No. 115, Nungambakkam High Road,
Chennai - 600 034.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KOTHARI PETROCHEMICALS LIMITED** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by **KOTHARI PETROCHEMICALS LIMITED** and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records, including the website of the Company, maintained by **KOTHARI PETROCHEMICALS LIMITED** for the financial year ended March 31, 2025 according to the provisions of:
 - (i) Companies Act, 2013 ("the Act") and the rules made thereunder, as applicable;
 - (ii) Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent applicable;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer

Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and

- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the audit period, since there were no issues or any such events during the year which required specific compliance under:
 - (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (d) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
3. I have examined compliance with the following other laws specifically applicable to the industry to which the Company is engaged in the business of, including various Rules and Notifications prescribed thereunder under the said laws given below:
 - (a) Boilers Act, 1923;
 - (b) Petroleum Act, 1934;
 - (c) Environment (Protection) Act, 1986; and
 - (d) Explosives Act, 1884;

I have relied on the Statutory Compliance Reports of the Occupier of the factory & compliance reports by functional heads of various departments, which were duly placed before the Board of Directors, representation made by the Company and its officers, relating to systems and mechanisms framed by the Company, for ensuring compliance with the other Applicable Acts specific to the Industry, Laws and Regulations as applicable to the Company.
4. I have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as approved by the Central Government and the amendments w.r.t. the same; and
 - (ii) The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

5. I further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director(s). The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule Board Meetings, agenda and detailed notes on agenda were sent to them at least seven days in advance, except in cases where shorter notice were given, the same was approved by all directors at Board Meeting(s) as per the Minutes of the said Board Meeting(s), thereby complying with the provisions of the Act and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Decisions are carried through Majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

6. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

7. I further report that during the audit period, the Company did not have any events which had a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc referred to above.

for **M/s. V. Vasumathy & Associates**

Vasumathy Vasudevan

Practising Company Secretary

Place : Chennai

FCS No.: 5424 / COP No.: 9451

Date : May 17, 2025

UDIN : F005424G000369491

Peer Review Certificate No. 6395/2025

This report is to be read with my letter of even date which is annexed as "**Annexure-A**" and forms an integral part of this report.

Annexure - "A"

To

The Members

KOTHARI PETROCHEMICALS LIMITED

CIN: L11101TN1989PLC017347

Kothari Buildings, No. 115, Nungambakkam High Road,
Chennai - 600 034.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. I further report that the compliance by the Company of other applicable laws like direct and indirect tax laws have not been reviewed in this audit, since the same have been subject to review under statutory financial audit and other designated professionals.
7. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
8. We have also relied on scanned / soft copies of various documents / records which were provided by the Company.

for **M/s. V. Vasumathy & Associates**

Vasumathy Vasudevan

Practising Company Secretary

FCS No.: 5424 / COP No.: 9451

Peer Review Certificate No. 6395/2025

Place : Chennai

Date : May 17, 2025

Management Discussion and Analysis

Industry Structure & Development :

Polyisobutylene (PIB) is a highly versatile liquid polymer derived from isobutylene, used extensively across diverse industries, including **automotive, adhesives, sealants, rubber chemicals, explosives, plastic masterbatches, and personal care**. Our company primarily specializes in **Conventional PIB**, offering **customized grades** tailored to meet the specific needs of our clients across these varied applications.

In the **automotive sector**, PIB serves as a key additive in fuel and lubricants, enhancing combustion efficiency and optimizing dispersant performance. Our company has established a strong market presence and earned a trusted reputation in the **adhesives and sealants segment**, supported by robust customer relationships both domestically and internationally driven by our consistent quality and excellent product performance.

We are also proactively tapping into emerging market segments such as **plastic masterbatches**, including those based on both virgin polymer and recycled polymer. Another segment of key focus is **cosmetics**, with a focus on skin care, our PIB is gaining traction as a clean and sustainable alternative to traditional silicone and paraben-based formulations, aligning effectively with the modern consumer preferences. We believe that continuous exploration of new applications, either as a direct raw material or through formulations is a core driver of future growth and reinforces our vision of reducing dependence on any single end market.

Recent global geopolitical and trade disruptions have created unique opportunities for our company to expand internationally as well. We have responded proactively by increasing our export activities and converting previously opportunistic market exposures into long-term customer commitments. Our resilient supply chain and flexible production capabilities have enabled us to respond swiftly to shifting global demand.

With a focus on innovation, agility and reliability at the core of our operations, our company is well-positioned to capitalize on emerging industry trends and lead in the evolving landscape of Polyisobutylene applications.

Outlook :

Kothari Petrochemicals Limited (KPL) is the largest domestic producer of Polyisobutylene in India, currently meeting majority of the country's requirement, with a certain volume being met through imports. Domestic consumption has grown steadily at 4% year-over-year, and a trend expected to continue due to rising demand from sectors such as automotive lubricants, adhesives, and sealants.

After extensive discussions with Original Equipment Manufacturers (OEM)s, we believe India's automotive sector is headed toward a hybrid future - powered by a mix of internal combustion engines (ICE), electric vehicles (EVs). While the growth of electric vehicles is inevitable, it is not expected to significantly impact PIB consumption in the near term. As long as vehicles have moving parts, the demand for high-performance lubrication will persist. Based on current market indicators, we project continued steady market growth for PIB at a 4% CAGR.

KPL is strategically reinforcing its market position as a trusted and reliable PIB supplier both domestically and internationally, notably expanding its footprint in China, and Southeast Asia. Further expansions will focus on deepening our presence in these regions. Leveraging our enhanced production capacity, stringent quality standards, and robust logistic infrastructure, the company has successfully expanded its global customer base.

To support further growth and ensure uninterrupted supply capabilities, KPL is actively evaluating the establishment of strategic stock points in key markets. This initiative aims to optimize inventory management, improve logistical lead times, and enhance customer satisfaction.

Opportunities :

KPL is well-positioned to capitalize on the rising demand for 2400 molecular weight PIB, especially as a preferred viscosity modifier in advanced lubricant formulations. Industry forecasts indicate robust growth opportunities within the adhesives and sealants markets, fueled by infrastructure development and industrial expansion.

The masterbatch segment is experiencing significant growth momentum, and KPL's expanding Pan-India dealer network further enhances the company's ability to scale distribution efficiently. The industry shift toward recycled plastics further increases the need for PIB as a stabilizer and performance enhancer.

Rising global demand for PIB derivatives presents substantial opportunities to innovate and introduce specialized, application-specific products tailored for sectors such as personal care, high management solutions, and specialty chemicals, thus helping us diversify our portfolio and deepen our competitive edge.

Increased adoption of automation, robotics, and precision engineering across industries is set to amplify demand for high-performance lubricants and metal working fluids. This trend underscores the strategic relevance of PIB products and bolsters our long-term growth prospects. Continued investment in R&D, product innovation, and customer-focused solutions will enable KPL to remain ahead of market demands and sustain its leadership position.

Risks, Concerns & Threats :

KPL currently sources raw materials from nearby refineries and suppliers on India's western coast, and some without exclusive or proprietary access. While this arrangement exposes a degree of supply risk, KPL is effectively mitigating these concerns through constant monitoring of raw material supply availability across the domestic market and maintain competitive procurement practices to mitigate potential disruptions.

Operational challenges persist, including variability in raw material quality and extended payment cycles from international customers. These factors, coupled with monthly raw material price fluctuations and foreign exchange volatility, add to financial risk and necessitate robust risk management practices and feedstock pretreatment investments.

In Asia, competition remains intense, from producers in Korea, Japan, and China. Although global PIB demand remains stable, supply chain disruptions, especially those stemming from Red Sea route instabilities and uncertainty in base oil availability add to logistical complexity. Nevertheless, KPL has ensured uninterrupted supply to critical markets through proactive logistical planning and strong customer coordination.

The automotive sector's rise in electric vehicles (EVs) sales has led to a reduction but not elimination in PIB usage in electric vehicles. However, we believe the future of transportation will be a "flex-fleet", a combination of electric, internal combustion and hybrid engines. Our products has a very strong application in industrial lubricants, and advanced metalworking fluids.

On the regulatory front, developments such as the European Union's Carbon Border Adjustment Mechanism (CBAM) present emerging challenges. As CBAM gradually phases in, KPL may be required to address evolving carbon accounting measures and product-level emissions assessments. These changes highlight the importance of sustainable production practices and alignment with global environmental and compliance standards.

Internal Control Systems and their adequacy :

The Company has established a robust internal control system framework encompassing all aspects of business operations, aimed at safeguarding assets, ensuring operational accuracy, and maintaining compliance with applicable regulations. Regular internal audits are systematically conducted across critical functional areas, and audit findings are reviewed by the Audit Committee, Board of Directors, and senior management, ensuring proactive risk mitigation and timely corrective actions.

Clear, documented policies govern expenditure, authorization, monitoring, and control processes. All capital investment decisions undergo detailed feasibility evaluations, and multi-level reviews, ensuring alignment with strategic objectives and risk tolerance. Both capital and revenue expenditures are tracked against approved budgets through comprehensive reporting systems, fostering financial discipline, transparency, and accountability.

Additionally, continuous investment in training and awareness programs ensure that employees remain compliant with internal control policies and risk protocols, thereby fostering a strong culture of integrity and governance.

Human Resources / Industrial Relations :

At KPL, our employees are our most valuable resource. Their continuous development, engagement, and performance are central to our long-term success and organizational stability.

Throughout the year, our employees participated in various in-house training programs under the Employee Development Program, designed to build both technical and soft skills. We introduced a structured Performance Management System to foster individual accountability, align objectives across teams, and promote a culture of continuous improvement through clear goal-setting, performance evaluations, and feedback.

Industrial relations remained harmonious throughout the year. Our proactive and collaborative approach, aligned with industry best practices in the manufacturing sector has fostered constructive dialogue and early resolution of issues, contributing to a positive and productive workplace environment.

As of **31st March 2025**, our petrochemical operations employed a total of **194 employees**.

Operational Performance :

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Number of days operated:		
Plant 1	358 days	351 days
Plant 2	350 days	351 days
Total Production in Metric Tons	37,995 MT	40,782 MT
Plant Capacity utilization based on stream days	87.6%	100%
Accident-free operation	365 days	366 days

Financial Performance :

The Company has reported total Revenue from operations of ₹ 57,733.94 lakhs for the year ended 31.03.2025 as compared to ₹ 59,590.63 lakhs for the year ended 31.03.2024. The Company's profit after tax (PAT) for the financial year 2024 - 2025 is ₹ 6,581.78 lakhs as against ₹ 6,378.41 lakhs in 2023-2024.

Key Ratios :

Description	U/M	2024-25	2023-24	Remarks
Debtors Turnover	Days	32.70	30.67	Due to increase in Export sales.
Inventory Turnover	Days	22.89	19.61	Due to vendor managed inventory system.
Interest coverage Ratio	Times	75.52	80.91	Due to lower EBIT.
Debt Equity Ratio		0.24:1	0.29:1	Due to improved equity and relatively low debt.
Operating Profit Margin	%	15.89	17.29	Due to decrease in Sales volume.
Net Profit Margin %	%	11.40	10.70	Due to lower tax due to change over to concessional tax regime.
Current Ratio	Times	2.34	3.14	Due to redemption of investments, for purchase of land.
Return on Net worth	%	21.50	25.87	Due to no significant increase in the profits.

Also, Please Refer Note 40(i) of the financial statements.

On Behalf of the Board
 for **Kothari Petrochemicals Limited**

Nina B. Kothari
 Chairperson
 DIN: 00020119

Place : Chennai
Date : May 28, 2025

CORPORATE GOVERNANCE

Corporate Governance Philosophy :

Kothari Petrochemicals Limited believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing long-term values while safeguarding the interest of all the stakeholders. It is this conviction that has led the Company to make strong Corporate Governance values intrinsic in all its operations. The Company is led by a distinguished Board, which includes Independent Directors. The Board provides a strong oversight and strategic counselling. The company has established systems and procedures to ensure that the Board of the Company is well informed and well equipped to fulfil its overall responsibilities and to provide the management, the strategic direction it needs.

Board of Directors :

The Board consists of Seven Directors as on the date of this Report. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition of the Board and Directorship held as on 31st March 2025

Name of the Directors	Director Category	No. of Board Meetings Attended	Attendance of previous AGM held on Jul 25, 2024	Number of Directorships in other Companies	No. of Committee Memberships in other Companies		No. of shares held by the Director
					Chairman	Member	
Mrs. Nina B. Kothari	Promoter & Non - Executive Chairperson	5	Yes	13	-	-	62,57,500
Mr. Arjun B. Kothari	Promoter & Managing Director	5	Yes	12	-	1	9,593
Mr. M. Rajavel	Whole Time Director	5	Yes	-	-	-	Nil
Mr. S. Sundarraman	Independent	5	Yes	01	1	-	4,000
Mr. V. V. SuryaRau	Independent	5	Yes	-	-	-	Nil
Mr. Brij Mohan Bansal	Independent	5	Yes	04	1	3	4,000
Mr. Gautam Roy	Independent	5	Yes	-	-	-	Nil

Notes:

- Other directorship also includes Private Limited Companies.
- Only membership in Audit Committee and Stakeholders Relationship Committee has been reckoned for Committee Memberships.
- The time gap between the Board Meetings was within the prescribed time limits.
- Mr. Arjun B Kothari, Managing Director of the Company is the relative of Mrs. Nina B Kothari, Chairperson of the Company. None of the other directors are related inter se in any manner.

The Board of Directors met five times during the year on 16th May 2024, 01st Aug 2024, 04th Nov 2024, 10th Feb 2025 and 17th Mar 2025.

None of the Directors on the Board is a member of more than 10 committees or act as Chairperson of more than 5 committees across all Listed Companies and Unlisted Public Limited Companies in which he/she is a Director.

Name of Other Listed Companies in which Directors of the Company is a Director and their category :

Sl. No.	Name of the Directors	Name of Other Listed Company	Category of Directorship
(i)	Mrs. Nina B. Kothari	Kothari Sugars and Chemicals Limited	Non-Executive Director
(ii)	Mr. Arjun B. Kothari	Kothari Sugars and Chemicals Limited	Managing Director
(iii)	Mr. Brij Mohan Bansal	(i) Asian Energy Services Limited (ii) Inox Green Energy Services Limited (iii) Inox Wind Limited	Independent Director
(iv)	Mr. S. Sundarraman	Kothari Sugars and Chemicals Limited	Independent Director

Familiarisation programme for Independent Directors :

A Familiarisation Programme for Independent Directors of the Company was conducted either before or after the completion of Board Meetings and also during the Plant visit of the Independent Directors, the details of such familiarisation programmes are disseminated on the website of the Company viz. www.kotharipetrochemicals.com

Presentations / briefings were also made at the meeting of the Board of Directors / Committees and also during the Plant visit by the KMP's / Senior Executives of the Company on Company's financial and operational performance, industrial relations prevailing during the period, marketing strategies, and latest Regulatory updates etc.

Core skills, expertise and competencies of the Board of Directors :

The Board of Directors has identified the following core skills, expertise and competencies in the context of the Company's business and sector for it to function effectively which are given below:

The Directors shall possess hands on expertise on technical, academic skills, general management, global business, technology, manufacturing / operations, risk management etc. The Directors shall understand company's structure, policies, and culture including the mission, vision, values, goals, current strategic plan and governance structure and also in which the Company operates including the industrial trends, challenges and opportunities, unique dynamics within the sector that are relevant to the success of the Company.

The Directors shall have ability to understand and analyze financial reports / key financial statements to review and analyze budgets, annual operating plans considering Company's resources, strategic goals and priorities, analyze various reports, create and incorporate multiple view points with different perspectives. Ability to identify key risks to the Organisation in a wide range of areas including production, marketing, legal and regulatory compliance management and systems.

The following matrix sets out the skills, expertise and competence of each of the Directors in the Company:

Sl. No.	Name of the Directors	Skills, Expertise and Competence
(i)	Arjun B. Kothari	Well recognized for his business acumen and Leadership skills. Proven Leader in making sound commercial Judgements and managing risks and challenges of the business. Strategic thinker with the right capacity to steer the company.

(ii)	Nina B. Kothari	Well known for her diversified business knowledge and Mentoring abilities and also having hands on experience in General Management and business management.
(iii)	M. Rajavel	Hands on experience in General Management, Manufacturing Operations and Marketing of Chemical Products. Associated with Kothari Petrochemicals since year 1997 handling various Group expansion projects, Marketing, Commercial functions of the company. Acclaimed for the end to end knowledge in the Manufacturing, Operations, Marketing and Commercial operations of the company.
(iv)	V. V. SuryaRau	An alumnus of IIT (Madras) and a veteran Chemical Engineer with five decades of experience in Petroleum industry. Hands on expertise in the refinery operations and manufacture of petroleum products. Highly skilled in operational excellence, safety and risk management areas. Past Chairman of the Expert committee of The Indian Chemical Manufacturers Association.
(v)	S. Sundarraman	A Chartered Accountant with more than three decades of experience in auditing and taxation with litigation experience and demonstrated accomplishments in the field of statutory audits, taxation (particularly international tax) & business advisory. Consistently recognized for his ability to design and implement proactive, cost-saving solutions for businesses. Professional Expertise in Consulting, Corporate Law, Finance, General Management, Legal and Taxation.
(vi)	Brij Mohan Bansal	An alumnus of IIT (Delhi) who possesses more than 46 years of experience in Oil and Gas sector in areas spanning Business Development, R & D, Refining and Technical Services. Mr. Bansal has served on Boards of many leading Petrochemical Companies. Past Chairman of the Indian Oil Corporation.

(vii)	Gautam Roy	Technocrat having more than 40 years of experience in the Oil Refining Industry with expertise in Refinery Operations and Economics, Project Conceptualization & Execution, Production planning & Optimization, Crude procurement, Technical Services, Operating Cost Minimization, Quality Control, Supply Demand Analysis & Co-ordination and Financial Management. Held the position of Managing Director of Chennai Petroleum Corporation Limited.
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Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties, your Board is satisfied with the present composition of the Board of Directors. In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and a Non-mandatory Committee viz. Investment and Credit Approval Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. The Minutes of the Committee Meetings are tabled at the subsequent Board Meetings.

AUDIT COMMITTEE

The Audit Committee comprises of the following Independent Directors and attendance of each director for the year ended 31st March 2025 is as follows:

Sl. No.	Name of the Directors	Designation	No. of Meetings held	No. of Meetings attended
(i)	Mr. S. Sundarraman	Chairman	04	04
(ii)	Mr. V. V. SuryaRau	Member	04	04
(iii)	Mr. Brij Mohan Bansal	Member	04	04
(iv)	Mr. Gautam Roy	Member	04	04

The Chairman of the Audit Committee was present at the 35th Annual General Meeting of the company held on 25th Jul 2024. The Audit Committee met four times during the year on 16th May 2024, 01st Aug 2024, 04th Nov 2024 and 10th Feb 2025.

The Audit Committee acts as a link between the Board of Directors and the Statutory and Internal Auditors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The role and terms of reference of the Audit Committee are governed in line with the regulatory requirements as mandated under the

Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the members of Audit Committee are financially literate and have relevant finance / accounting exposure. The Managing Director, Whole Time Director and Chief Financial Officer are permanent invitees to the meetings of the committee. The Statutory Auditors and Internal Auditors were present at the Audit Committee meetings. The Company Secretary acts as the Secretary to the Committee. The composition of the Audit Committee is as per Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of Non-Executive and Independent Directors. Mr. S. Sundarraman is the Chairman of the Committee. Mr. V. V. SuryaRau and Mrs. Nina B. Kothari are the other members.

The Company Secretary is the secretary to the Committee. The Chairman of Nomination and Remuneration Committee was present at the 35th Annual General Meeting of the Company held on Jul 25, 2024.

The attendance of each Director in the Nomination and Remuneration Committee meeting held during the year ended 31st March 2025 is as follows:

Sl. No.	Name of the Directors	Designation	No. of Meetings held	No. of Meetings attended
(i)	Mr. S. Sundarraman	Chairman	01	01
(ii)	Mrs. Nina B. Kothari	Member	01	01
(iii)	Mr. V. V. SuryaRau	Member	01	01

The Committee met once during the year on May 13, 2024.

Remuneration Policy

Policy for selection and Appointment of Directors / KMP / Senior Management and their Remuneration

The Nomination and Remuneration (N&R) Committee has framed a Policy which inter alia, deals with the manner of selection of Board of Directors and Managing Director / KMPs/ Senior Management and their remuneration.

Criteria of selection of Non-Executive Directors

- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board, the candidature for appointment as Director.
 - Qualification, expertise and experience of the Directors in their respective fields;
 - Personal, Professional or business standing;
 - Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his/her engagement level.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission of such sum as may be approved by the Board of Directors within the limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Remuneration details of Managing Director and Whole Time Director are disclosed in detail elsewhere in the Board's Report.

In accordance with the approval of the members of the Company vide Special resolution dated 25th Jul 2024, Ms. Nina B. Kothari, the Non-Executive Chairperson is entitled for a commission of 1% of the Net Profits of the Company as computed in the manner laid down in Section 198 of the Act, subject to a minimum of ₹ 50,00,000/- for the financial year 2024 - 2025. The other Non-Executive Directors of the company are not paid any commission except sitting fees. The details of the transactions and pecuniary relationship with the Non-Executive Directors vis-à-vis the Company are disclosed elsewhere in the Annual Report.

Criteria for Performance evaluation framed by N & R Committee

- Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee shall lay down the criteria for the formal annual evaluation of Board, Committees and individual Directors.
- Pursuant to the above requirements, the Nomination and Remuneration Committee has framed a format inter alia containing attendance & participation at meetings, inputs provided & its impact on the company whether positive or adverse etc. for the Annual Evaluation of the performance of the Board, Individual Directors and its Committees. Thus, Nomination and Remuneration Committee recommends the devised format to the Board to apply while conducting the Annual Evaluation.

The Remuneration Policy approved by the Board of Directors is posted on the website of the Company www.kotharipetrochemicals.com

Details of Sitting Fees paid during the financial year 2024 - 2025

(Amount in ₹)

Name of the Directors	Sitting Fees Paid					
	Board Meeting	Audit Committee	CSR Committee	Nomination & Remuneration Committee	Independent Director Meeting	Total
Mrs. Nina B. Kothari	2,50,000	N.A	20,000	10,000	N.A	2,80,000
Mr. S. Sundarraman	2,50,000	80,000	20,000	10,000	10,000	3,70,000
Mr. V. V. SuryaRau	2,50,000	80,000	N.A	10,000	10,000	3,50,000
Mr. Brij Mohan Bansal	2,50,000	80,000	N.A	N.A	10,000	3,40,000
Mr. Gautam Roy	2,50,000	80,000	N.A	N.A	10,000	3,40,000
Total	12,50,000	3,20,000	40,000	30,000	40,000	16,80,000

The other transactions with non-executive directors' vis-à-vis the company during the Financial Year ended 31st March 2025 are disclosed elsewhere in the annual report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee carries out the functions of transmissions, issue of duplicate share certificates, dematerialisation of shares and all other issues pertaining to shares and also to redress investor grievances like non-receipt of dividend warrants, non-receipt of share certificates, non-receipt of Annual Reports etc.

In order to expedite the process, the Board of Directors has also delegated the authority severally to the Stakeholders Relationship Committee and the Company Secretary to approve the share transmissions and accordingly, the Stakeholders Relationship Committee or the Company Secretary approve the transmission of shares generally on a fortnight basis. The committee also reviews the performance of the Registrar and Share Transfer Agents.

The Committee met 11 times during the year 2024 - 2025. No sitting fee is paid for attending the meeting of the Committee.

The attendance of each Director in the Stakeholders' Relationship Committee meeting held during the year ended 31st March 2025 is as follows:

Sl. No.	Name of the Directors	Designation	No. of Meetings held	No. of Meetings attended
(i)	Mrs. Nina B. Kothari	Chairperson	11	11
(ii)	Mr. Arjun B. Kothari	Member	11	11
(iii)	Mr. S. Sundarraman	Member	11	11

The Chairperson of the Stakeholders' Relationship Committee was present at the previous 35th Annual General Meeting of the company held on Jul 25, 2024.

Details of the Complaints received from the Shareholder(s) / Department(s) during the financial year 2024 - 2025:

S. No.	Subject of Complaints from Members / Regulators	Total Complaints received	Complaints redressed	Redressal under process at the year end
(i)	Complaint received by RTA - Rejection of Demat Request	02	02	-
(ii)	Complaint received by RTA - Non updation of KYC (SCORES Portal)	01	01	-
TOTAL		03	03	-

Pursuant to SEBI (LODR) Regulations 2015, the Company is processing the investor complaints in a web-based complaints redress system "SCORES". Under this system, all complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES.

All the requests and complaints received, if any from the shareholders were attended to within the stipulated time and nothing was pending for disposal at the end of the year. Ms. K. Priya, Company Secretary, is the Compliance Officer of the Company. For any clarification / complaint the shareholders may contact the Secretarial Department at the Registered Office of the Company.

Also, an investor can initiate online dispute resolution through the ODR portal after the option to resolve complaint / dispute with the listed entity through the aforesaid available routes i.e. Raising the grievance with the listed entity / its RTA and SEBI SCORES are exhausted.

The Online Dispute Resolution Portal named SMART ODR Portal- 'Securities Market Approach for Resolution through ODR' offers a user-friendly platform to file disputes for resolution through Online conciliation and online Arbitration. It enables investors to access Online Dispute Resolution Institutions for the resolution of their complaints. The web link of the SMART ODR portal is <https://smartodr.in/>

Senior Management :

The Senior Management comprises of the following Personnel of the Company and there was no change in the Senior Management during the financial year 2024 - 25.

S. No.	Name of the Person	Designation / Role
1.	Mrs. K. Priya	Company Secretary
2.	Mr. S. Sivamahesh	Chief Financial Officer
3.	Mr. K. Sreekanteswaran	President - Legal & Taxation
4.	Mr. P. Premapiriyam	Plant Head, Manali (Vice President - Operations)
5.	Mr. S. V. Ramesh	DGM - SCM & Commercial

General Body Meetings:

The details of the Annual General Meetings held in the last three years are as follows:

Year / Date / Day / Time	Venue
2023 - 2024 July 25, 2024, Thursday, 11:00 A.M	The Annual General meeting was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Registered office i.e. No.115, Kothari Buildings, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034 shall be deemed to be venue of the meeting
2022 - 2023 August 09, 2023, Wednesday, 02:00 P.M	
2021 - 2022 August 02, 2022, Tuesday, 10:30 A.M	

The details of Special Resolutions passed in AGM/EGM in the last 3 years are as follows:

Date of AGM	Whether any Special Resolution was passed	Particulars
Jul 25, 2024	Yes	(i) Payment of Commission to Mrs. Nina B. Kothari, Non-Executive Chairperson of the Company. (ii) Re-appointment of Mr. V. V. SuryaRau, Independent Director of the Company. (iii) Re-appointment of Mr. Arjun B. Kothari, Managing Director of the Company. (iv) Re-appointment of Mr. M. Rajavel, Wholetime Director of the Company.
Aug 09, 2023	Yes	Payment of Commission to Mrs. Nina B. Kothari, Non-Executive Chairperson of the Company.
Aug 02, 2022	Yes	Re-appointment of Mr. S. Sundarraman, Independent Director of the Company.

No Special Resolution was passed by the shareholders of the company through postal ballot during the year 2024 - 2025.

MEANS OF COMMUNICATION

- The Unaudited Quarterly Financial Results and Audited Annual Financial Results of the company along with the QR Code for webpage where complete financial results are published in The Financial Express and Makkal Kural.
- The Company's website address is: www.kotharipetrochemicals.com. The website contains basic information about the company and such other details as required under Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company ensures periodical updation of its website. The Company has designated email-id kpics@hckgroup.com and secdept@hckgroup.com to enable the shareholders to register their grievances.
- Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all data related to quarterly financial results, shareholding pattern, report on Corporate Governance, all material events, etc., are filed in NEAPS / New Digital Exchange (NSE Portal) within the time frame prescribed in this regard.
- No presentations have been made to institutional investors or to analysts.

GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting

Day, Date and Time	Tuesday, 05 th August 2025 @ 11:00 A.M.
Venue	The Annual General meeting will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Registered office i.e. No.115, Kothari Buildings, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034 shall be deemed to be venue of the meeting.

(b) Financial Calendar of the Company

The Financial year covers the period from 1st April to 31st March.

Results for Quarter ending 30 th June, 2025	First fortnight of August, 2025
Results for Quarter ending 30 th September, 2025	First fortnight of November, 2025
Results for Quarter ending 31 st December, 2025	First fortnight of February, 2026
Results for Quarter ending 31 st March, 2026	Last Week of May, 2026

(c) Date of Book Closure

The period of Book Closure is fixed from Wednesday, 30th July 2025 to Tuesday, 05th August 2025 (both days inclusive).

(d) Listing of Shares

The shares of the Company are listed at The National Stock Exchange of India Limited (NSE), Mumbai and the Listing Fees for the Financial Year 2025 - 26 has been paid. (Stock Code: KOTHARIPET), ISIN: INE720A01015.

(e) Details of the outstanding ADRs / GDRs / Warrants or Convertible Instruments: Nil

(f) Distribution of Shareholding as on 31st March 2025**(Amount in ₹)**

₹ of Equity shares held	No. of Shareholders	Paidup Capital
Upto 5000	40,846	3,58,53,960
5001-10000	2082	1,67,54,260
10001-20000	816	1,22,07,680
20001-30000	229	58,17,250
30001-40000	118	42,28,870
40001-50000	86	40,38,170
50001-100000	122	92,28,630
100001 and above	97	50,03,35,180
Total	44,396	58,84,64,000

(g) Reconciliation of Share Capital Audit

Quarterly audit was conducted by a Practising Company Secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2025, the aggregate of shares held by investors in both physical form and in electronic form with the depositories are reconciled. 5,78,51,348 equity shares representing 98.31% of the paid-up equity share capital have been dematerialized as on 31st March 2025.

(h) Registrar and Share Transfer Agents

M/s. Cameo Corporate Services Limited, having its Registered Office at Subramanian Building, 5th Floor No.1, Club House Road, Chennai - 600 002 are the Registrars for the Demat segment and also the Share Transfer Agents of the company, to whom communications regarding share transfer and dematerialization requests must be addressed. All matters connected with share transfer, transmission, dividend payment are handled by the share transfer agent.

(i) Foreign Exchange Risk and hedging activities

The Company follows the practice of taking forward cover for all the Exports so as to minimize the negative impact of fluctuation in Foreign Exchange rates and also have a robust mechanism to monitor the movements in Foreign Exchange rates and covering the exports when the rates are favourable.

(j) Plant Location

Manali	No.1/2-B, 33/5, Sathangadu Village, Tiruvottiyur - Ponneri High Road, Manali, Chennai - 600 068. Tamil Nadu. Phone Nos. : 044 - 2594 1308 / 1309, Fax No. : 044 - 2594 1524.
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(k) Address for Correspondence

Company's Registered Office	Company Share Transfer Agent
The Company Secretary Kothari Petrochemicals Limited Kothari Buildings, 115, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034. Tel Nos. 044 - 3522 5527, 3522 5528 e-mail : secdept@hckgroup.com	M/s.Cameo Corporate Services Limited Unit: Kothari Petrochemicals Limited Subramanian Building, No. 1, Club House Road, Chennai - 600 002. Phone No. 044 - 40020700 / 710 Online Investor Portal : https://wisdom.cameoindia.com Website : www.cameoindia.com

(l) Credit Rating and revision thereto

ICRA Limited a credit rating agency has rated the following facilities which are availed from Bank as detailed below.

Sl. No.	Scale	Amount (₹ in Crores)	Previous Rating	Present Revised Rating	Remarks
(i)	Long Term rating for OCC	22.50	[ICRA] A + (Stable) [pronounced as ICRA A Plus]	[ICRA] A + (Stable) [pronounced as ICRA A Plus]	Existing ratings are re-affirmed
(ii)	Short Term rating for Bank Guarantee	25.00	[ICRA] A1 + [pronounced as ICRA A one Plus]	[ICRA] A1 + [pronounced as ICRA A one Plus]	

OTHER DISCLOSURES

Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis.

There was no materially significant related party transaction having potential conflict with the interests of the Company during the year. As per the requirements of Indian Accounting Standard 24, transactions with related parties are disclosed in the notes to accounts annexed to the financial statements.

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained prior approval of the audit committee for entering into transactions with the Related Parties.

The approved policy for related party transactions has been uploaded on the Company's website www.kotharipetrochemicals.com

Vigil Mechanism / Whistle Blower Policy

The Company has formulated a Vigil Mechanism / Whistle Blower Policy and has established a mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy.

The Vigil Mechanism / Whistle Blower Policy broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities / unethical behaviour. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee directly. The Company affirms that no one has been denied access to the Audit committee. Further details are available in the Vigil Mechanism / Whistle Blower Policy of the Company posted on the Company's Website www.kotharipetrochemicals.com

Compliances

There have been no instances of non-compliance by the company in matters related to the capital markets, nor have any penalty / strictures been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on such matters except for an Inadvertent delay in the submission of the Investor Grievance Report for the quarter ended March 31, 2024. The delay was purely inadvertent, as the quarterly filings along with the Statement of Investor Grievance Report Q4 (Nil Grievance at all respective dates) were filed well before the due date on 11th April 2024. However, due to some technical glitches, the Report did not get disseminated, and the said issue has been rectified immediately when identified by the Company, and sincere

efforts have been made to obtain waiver of the fine from NSE stating the clear, step-by-step factual position and followed by the personal hearing. However, the relevant Committee of NSE provided its decision vide letter dated June 12, 2024, levying a fine of ₹ 14000/- and the Company has paid the said fine on June 13, 2024, thereby settling the said matter thereon.

The disclosure of compliances with respect to Corporate Governance requirements as specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 is made in the Corporate Governance Report.

Compliance with Mandatory / Non-mandatory Requirements

The Company has complied with all applicable mandatory requirements in terms of Regulation 34(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed elsewhere in this report.

Particulars of payment of fees to Statutory Auditor

The Members at the 33rd Annual General Meeting held on 02nd August 2022 have re-appointed M/s. P. Chandrasekar LLP, Chartered Accountants as the Statutory Auditor of the Company and to hold office till the conclusion of the 38th Annual General Meeting (AGM) of the Company. The Company does not have any Subsidiaries. No fees were paid during the year to any entity in the network firm / network entity of which the Statutory Auditor is a part.

The Audit Committee approved the fee for other services rendered by the Statutory Auditors other than the Statutory Audit. The total fees paid for the year 2024-25 to M/s. P.Chandrasekar LLP, Chartered Accountants, is given below:

SI No.	Description of the Service	Fees (Amount in Rs.)
(i)	Statutory Audit	5,00,000
(ii)	Limited Review Report	1,50,000
(iii)	Other Certification	55,000
	Total	7,05,000

Particulars of Loans and Advances to the related entities

There are no loans and advances in the nature of loans was given to the firms/companies in which directors are interested.

Discretionary requirements

The discretionary requirements as specified in Part E of Schedule II have been adopted to an extent possible by the Company.

Certificate from Practising Company Secretary confirming Director are not debarred / Disqualified

A certificate from a Company Secretary in Practice has been obtained confirming that none of the Directors on the board of the company has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

Disclosure as required under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(a) Number of complaints filed during the financial year : Nil

(b) Number of complaints disposed of during the financial year : Nil

(c) Number of complaints pending as on end of the financial year : Nil

Code of Conduct for the Board of Directors and the Senior Management

The standards for business conduct provide that the Directors and the Senior Management will uphold ethical values and legal standards as the company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A copy of the said code of conduct is available on the website www.kotharipetrochemicals.com. As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2024 - 2025.

On Behalf of the Board
for **Kothari Petrochemicals Limited**

Nina B. Kothari
Chairperson
DIN: 00020119

Place : Chennai
Date : May 28, 2025

**DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT UNDER SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To

The Members

I, hereby declare that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31, 2025.

for **Kothari Petrochemicals Limited**

Arjun B. Kothari
Managing Director
DIN: 07117816

Place : Chennai
Date : May 28, 2025

**CERTIFICATE UNDER REGULATION 17(8) & PART B OF SCHEDULE II OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We, Arjun B. Kothari, Managing Director and S.Sivamahesh, Chief Financial Officer of the Company hereby confirm and certify that:

- a. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee.
 - (i) significant changes, if any, in internal control over financial reporting during the year.
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Chennai
Date : May 28, 2025

Arjun B. Kothari
Managing Director
DIN: 07117816

S. Sivamahesh
Chief Financial Officer

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE
(Pursuant to Regulation 34 (3) and Clause E of Schedule V of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To the **Members of Kothari Petrochemicals Limited**

I have examined the compliance of conditions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Corporate Governance by Kothari Petrochemicals Limited, for the year ended March 31, 2025.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

We have also relied on scanned / soft copies of various documents / records which were provided by the Company.

for **M/s. V.Vasumathy & Associates**

Place : Chennai
Date : May 17, 2025

Vasumathy Vasudevan
Practising Company Secretary
FCS No. 5424 / COP No. 9451
UDIN : F005424G000369645
Peer Review Certificate No.: 6395/2025

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to Regulation 34 (3) and Schedule V - Para C 10 (i) of
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To the **Members of Kothari Petrochemicals Limited**

I have examined the relevant registers, records, forms, returns, declarations and disclosures received from the Directors of **Kothari Petrochemicals Limited**, having CIN: L11101TN1989PLC017347 and having registered office at Kothari Building, No. 115, Nungambakkam High Road, Chennai - 600 034. (Hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V - Para C 10 (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in of Ministry of Corporate Affairs) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ended March 31, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of the Directors	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Ms. Nina Bhadrashyam Kothari	00020119	27.05.2014
2.	Mr. Arjun Bhadrashyam Kothari	07117816	08.04.2015 (Re-appointed w.e.f. 01.04.2025)
3.	Mr. Muthukumaran Rajavel	08145611	01.08.2018 (Re-appointed w.e.f. 01.08.2024)
4.	Mr. Sitharaman Sundarraman	01032768	22.11.2017 (Re-appointed w.e.f. 22.11.2022)
5.	Mr. Velamuri Venkata Suryarau	00010274	20.05.2019 (Re-appointed w.e.f. 20.05.2024)
6.	Mr. Gautam Roy	06659522	10.08.2020
7.	Mr. Brij Mohan Bansal	00261063	10.08.2020

Ensuring the eligibility for appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is only to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

We have also relied on scanned / soft copies of various documents / records which were provided by the Company.

for **M/s. V.Vasumathy & Associates**

Vasumathy Vasudevan
Practising Company Secretary
 FCS No. 5424 / COP No. 9451
 UDIN : F005424G000369691
 Peer Review Certificate No.: 6395/2025

Place : Chennai
Date : May 17, 2025

INDEPENDENT AUDITORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2025

To the Members of Kothari Petrochemicals Limited REPORT ON THE AUDIT OF THE INDIAN ACCOUNTING STANDARDS (IND AS) FINANCIAL STATEMENT

Opinion

1. We have audited the accompanying Ind AS financial statements of Kothari Petrochemicals Limited ("the Company"), which comprise the balance sheet as at March 31, 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and total comprehensive income (comprising of profit after tax and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S. No.	Key Audit Matter	Principal Audit Procedures
1	Purchase of Land The Company has purchased land in Andhra Pradesh during the year 2024 - 25, amounting to ₹ 7,272 lakhs.	Our audit procedures included: ➤ Obtaining and reviewing the title report issued by an external legal counsel appointed by the management to assess legal ownership of the land. ➤ Ensuring our procedures complied with the requirements of SA 500 - Audit Evidence ➤ Verifying relevant information in the title report with the sale deed and registration documents provided by management. ➤ Assessing whether the land has been appropriately classified and capitalized under Ind AS 16 - Property, Plant and Equipment. ➤ Reviewing related board approvals and disclosures in the financial statements
2	Investments As on 31 st March 2025, the Company has significant amount of investment in various financial instruments. The amount of investments has been considered a key audit matter given the relative size of the balance in the financial statements.	Our audit procedures included: ➤ We have tested the design and operating effectiveness of controls with regard to acquisition as well as redemption of investments. ➤ We have reviewed the board minutes as well as the investment policy to ensure that the investments made are in compliance with them. ➤ We have verified the fund statements received from the respective fund houses, Demat Holding Statements and internal MIS of the management to evaluate the correctness of the investments reported in the balance sheet.

3	Quantity of raw materials Significant portion of the material procurement is through pipelines and tankers which are accounted on weight basis. The procurement methodology also involves raw materials extraction from input feed and return of residues & effluents through the pipelines to the vendor. Hence, any variance in the ascertainment of the quantity purchased may have a significant impact on the cost of materials.	Our audit procedures included: ➤ Assessment of internal controls over ascertaining the quantity of purchase for which payment is made. ➤ Assessment of controls over calibration system of the weighing and measuring equipment. ➤ Assessment of controls over periodical stock-taking and the related procedures.
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Information other than the financial statements and Auditors' Report thereon.

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report together with the annexure thereto and Report on Corporate Governance but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the Ind AS Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Ind AS Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

➤ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

➤ Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

14. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.

15. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2014.

(e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financials statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) There are no pending litigations against the company. Consequently, disclosure of the same does not arise.

(ii) The Company did not have any long-term contracts including derivative contracts on which there were material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as provided under (a) and (b) above, contain any material misstatement.
- (v) The Company has paid final dividend for the financial year 2023-24 during the year ending 31st March 2025. The dividend paid is in compliance with the provisions of section 123 of the Act.
- (vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit-log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.
- For P. CHANDRASEKAR LLP**
Chartered Accountants
FRN: 000580S/S200066
- S. Raghavendhar**
Partner
M. No.: 244016
UDIN : 25244016BMHPFJ4394
- Place : Chennai**
Date : 28th May 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT.

Referred to in paragraph 13 of the Independent Auditor's Report of even date to the members of Kothari Petrochemicals Limited on the Ind AS financial statements as of and for the year ended March 31, 2025

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a. (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of property, plant and equipment, investment property and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets
 - b. As explained to us, the property, plant and equipment, investment property and right-of-use assets are physically verified by the Management at reasonable intervals; no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and based on the examination of the documents provided to us, we report that the title deeds of all the immovable properties of land and buildings as disclosed in the Ind AS financial statements are held in the name of the Company as at the Balance Sheet date.
 - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a. The Management has conducted physical verification of inventory at reasonable intervals. In our opinion, the coverage and procedure of such verification is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.
- b. The Company has been sanctioned working capital limits in excess of Rupees five crores in aggregate from banks during the year on the basis of security of the current assets of the Company. The quarterly

returns / statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.

- (iii) a. During the year the Company has not provided loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity. Hence reporting under clause (iii) (a) of the Order is not applicable.
- b. The investments made during the year are not prejudicial to Company's interest. Further the Company has not provided guarantees, security or granted loans or advances in the nature of loans to Companies, Firms, Limited Liability Partnerships or any other parties, consequently requirement to report on these under clause (iii)(b) to clause (iii) (f) of the Order is not applicable.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the investments made by it. The Company has not provided any loans or guarantee or security as covered under Section 185 or 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us and based on our audit procedures, we report that:
 - (a) the Company is regular in depositing with the appropriate authorities the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess, Goods and Service Tax to the appropriate authorities. There were no undisputed amounts payable which were in arrears as at March 31, 2025 for a period of more than six months from the date they become payable.

- (b) the Company has no disputed dues of Income Tax, Goods and Service Tax, Sales Tax, Excise Duty, Customs Duty and Value Added Tax which have not been deposited as on March 31, 2025.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3 (viii) of the Order is not applicable to the Company.
- (ix) (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any lender.
- (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company had not obtained any term loan during the year 2024-25. Consequently, reporting under clause (ix)(c) is not applicable.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long term purpose by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report under clause (ix) (e) and clause (ix) (f) of the Order is not applicable.
- (x) a. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) during the year. Accordingly, reporting under clause (x) (a) of the Order is not applicable.
- (b) On an overall examination of the financial statements, we report that the Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, reporting under clause (x) (b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) There were no whistle blower complaints received by the Company during the year.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting requirements of Clause 3(xii) of the Order are not applicable to the Company.
- (xii) In our opinion, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Ind AS financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures prescribed under Section 133 of the Act.
- (xiv) a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with the director or persons connected with them as referred to in Section 192 of the Companies Act, 2013.
- (xvi) (a) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.
- (b) The Company has not conducted any non-banking or housing finance activities.
- (c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3 (xvi) (c) of the Order is not applicable.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3 (xvi) (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of ratios disclosed in the financial statements, ageing and expected dates of realization

of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the meetings of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) The Company has spent the minimum amount required to be spent on Corporate Social Responsibility (CSR), as stipulated in section 135 of the Companies Act. Therefore, no unspent amount is required to be transferred to a fund specified in Schedule VII of the Companies Act, 2013 within a period of six months of the expiry of the financial year, in compliance with second proviso to sub-section 5 of section 135 of the Act. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) The Company does not have any unspent amount towards CSR on ongoing projects requiring a transfer to a distinct account in compliance with provisions of sub-section (6) of section 135 of the said Act.

For P. CHANDRASEKAR LLP
Chartered Accountants
FRN: 000580S/S200066

S. Raghavendhar
Partner

Place : Chennai
Date : 28th May 2025

M. No.: 244016
UDIN: 25244016BMHPFJ4394

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT.

Referred to in paragraph 15(f) of the Independent Auditor's Report of even date to the members of Kothari Petrochemicals Limited on the Ind AS financial statements as of and for the year ended March 31, 2025.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of **Kothari Petrochemicals Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the

company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. CHANDRASEKAR LLP
 Chartered Accountants
 FRN: 000580S/S200066

S. Raghavendhar
 Partner

Place : Chennai
Date : 28th May 2025

M. No.: 244016
 UDIN : 25244016BMHPFJ4394

BALANCE SHEET AS AT MARCH 31, 2025

(₹ in Lakhs)

	Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
I	ASSETS			
	Non-Current Assets			
	Property, Plant and Equipment	2(a)	19,205.13	11,392.41
	Capital work-in-progress	2(b)	195.62	137.37
	Investment Property	3	1,512.62	1,537.43
	Other Intangible assets other than goodwill	4(a)	62.86	83.89
	Right-of-use assets	4(b)	278.65	-
	Financial assets			
	(i) Other financial assets	5	472.96	573.77
	(ii) Investments	7	2,596.34	939.55
	Other non-current assets	12	337.04	140.37
			24,661.22	14,804.79
	Current Assets			
	Inventories	6	4,097.51	3,095.85
	Financial assets			
	(i) Investments	7	1,446.58	6,412.10
	(ii) Trade receivables	8	5,201.33	5,866.84
	(iii) Cash and cash equivalents	9(a)	1,371.53	585.55
	(iv) Bank balance other than (iii) above	9(b)	299.84	585.24
	(v) Loans	10	7.57	82.10
	(vi) Other financial assets	5	25.63	31.33
	Current tax assets (net)	11(a)	18.58	18.58
	Other current assets	12	720.09	414.12
			13,188.66	17,091.71
	Total Assets		37,849.88	31,896.50
II	EQUITY AND LIABILITIES			
	Equity			
	Equity share capital	13(a)	5,918.68	5,918.68
	Other equity	13(b)	24,696.82	18,735.73
	Total Equity		30,615.50	24,654.41
	Liabilities			
	Non-Current Liabilities			
	Financial liabilities			
	Lease Liability	4(b)	223.77	-
	Provisions	18	23.55	15.84
	Deferred tax liabilities(Net)	14	1,335.95	1,774.94
			1,583.27	1,790.78
	Current Liabilities			
	Financial liabilities			
	Lease Liability	4(b)	77.30	-
	Trade payables	15		
	dues of micro enterprises and small enterprises		574.32	482.93
	dues of creditors other than micro enterprises and small enterprises		3,893.98	3,827.87
	Other financial liabilities	16	577.54	708.85
	Other current liabilities	17	149.69	172.71
	Provisions	18	259.36	258.95
	Current tax liabilities (net)	11(b)	118.92	-
	Total Current Liabilities		5,651.11	5,451.31
	Total Equity and Liabilities		37,849.88	31,896.50
Notes 1 to 42 form an integral part of these Financial Statements				

As per our report of even date attached

For P. Chandrasekar LLP
Chartered Accountants
FRN : 000580S/S200066

S. Raghavendhar
Partner
Membership No. 244016

Place : Chennai
Date : May 28, 2025

For and on behalf of the Board of Directors of
Kothari Petrochemicals Limited
CIN : L11101TN1989PLC017347

Nina B. Kothari
Chairperson
DIN: 00020119

S. Sundarraman
Director
DIN : 01032768

K. Priya
Company Secretary

S. Sivamahesh
Chief Financial Officer

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2025

(₹ in Lakhs)

	Particulars	Note No.	Year ended 31.03.2025	Year ended 31.03.2024
I	Revenue from Operations	19	57,733.94	59,590.63
II	Other Income	20	1,148.83	822.66
III	Total Income (I+II)		58,882.77	60,413.29
IV	Expenses			
	Cost of materials consumed	21	38,000.43	36,890.13
	Changes in inventories of finished goods	22	(753.24)	671.81
	Employee benefit expenses	23	2,886.71	2,752.86
	Finance cost	24	110.31	118.99
	Depreciation & amortisation expense	25	840.73	762.40
	Utilities and Stores	26	4,186.58	4,180.87
	Other expenses	27	5,390.47	5,486.96
	Total Expenses		50,661.99	50,864.02
V	Profit before exceptional items and tax (III-IV)		8,220.78	9,549.27
VI	Exceptional items (Gain/(Loss) on scrapping of old assets)	41	-	(40.86)
VII	Profit Before Tax		8,220.78	9,508.41
VIII	Tax Expense	28		
	a) Current tax		2,067.16	2,664.58
	b) Deferred tax		(428.16)	465.42
	Total Tax Expenses		1,639.00	3,130.00
IX	Profit for the period from continuing operations (VII-VIII)		6,581.78	6,378.41
X	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	(i) Re-measurement gains/(losses) on defined benefit plans		(43.05)	(74.25)
	(ii) Income tax effect on above		10.84	25.95
	Total Other Comprehensive Income		(32.21)	(48.30)
XI	Total Comprehensive Income for the year (IX+X)		6,549.57	6,330.11
	Earnings per equity share	29		
	Basic (₹)		11.18	10.84
	Diluted (₹)		11.18	10.84
	Notes 1 to 42 form an integral part of these Financial Statements			

As per our report of even date attached

For P. Chandrasekar LLP
Chartered Accountants
FRN : 000580S/S200066

S. Raghavendhar
 Partner
 Membership No.244016

Place : Chennai
Date : May 28, 2025

For and on behalf of the Board of Directors of

Kothari Petrochemicals Limited
CIN : L11101TN1989PLC017347

Nina B. Kothari
 Chairperson
 DIN: 00020119

S. Sundarraman
 Director
 DIN : 01032768

K. Priya
 Company Secretary

S. Sivamahesh
 Chief Financial Officer

(₹ in Lakhs)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025

A. Equity Share Capital					
Balance as at 1 st April 2024	Changes in Equity Share Capital due to prior period errors	Restated balance at 1 st April 2024	Changes in equity share capital during the year	Balance as at 31 st March 2025	
5,918.68	-	-	-	5,918.68	
Balance as at 1 st April 2023	Changes in Equity Share Capital due to prior period errors	Restated balance at 1 st April 2023	Changes in equity share capital during the year	Balance as at 31 st March 2024	
5,918.68	-	-	-	5,918.68	
B. Other Equity					
Particulars	Reserves and Surplus			Total	
	Capital reserves	Retained earnings			
Balance as at 1 st April 2024	0.40	18,735.33		18,735.73	
Changes in accounting policy or prior period errors	-	-		-	
Restated balance as at 1 st April 2024	-	-		-	
Total Comprehensive Income/(Losses) for the year*	-	6,549.57		6,549.57	
Dividends Paid	-	(588.46)		(588.46)	
Transfer to Retained earnings	-	-		-	
Balance as at 31st March 2025	0.40	24,696.42		24,696.82	
Balance as at 1 st April 2023	0.40	13,287.92		13,288.32	
Changes in accounting policy or prior period errors	-	-		-	
Restated balance as at 1 st April 2023	-	-		-	
Total Comprehensive Income/(Losses) for the year*	-	6,330.11		6,330.11	
Dividends Paid	-	(882.70)		(882.70)	
Transfer to Retained earnings	-	-		-	
Balance as at 31 st March 2024	0.40	18,735.33		18,735.73	

* - Re-measurement of defined benefit plan for the year Gain ₹ 43.05 lakhs (previous year loss of ₹ 74.25 lakhs) has been recognized as part of retained earnings for the year ended 31st March 2025 and 31st March 2024 respectively.
Notes 1 to 42 form an integral part of these Financial Statements

As per our report of even date attached

For P. Chandrasekar LLP
Chartered Accountants
FRN : 0005805/S200066

S. Raghavendhar
Partner
Membership No.244016

Place : Chennai
Date : May 28, 2025

For and on behalf of the Board of Directors of
Kothari Petrochemicals Limited
CIN : L11101TN1989PLC017347

Nina B. Kothari
Chairperson
DIN: 00020119

K. Priya
Company Secretary

S. Sundarraman
Director
DIN : 01032768

S. Sivamahesh
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	8,220.78	9,508.41
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	840.73	762.40
Operating lease rentals from Investment Property	(239.07)	(226.08)
Interest income	(197.76)	(112.21)
Gain on Investments (net)	(435.17)	(314.97)
Exceptional Items	-	40.86
(Gain)/loss on sale of Property, Plant and Equipment	1.68	(17.99)
Unrealised foreign exchange differences(Gain)/loss (net)	27.80	14.34
Finance cost / Financial guarantee expenses	52.65	116.20
Interest expense on Lease liability	57.66	2.78
Operating profit before working capital changes	8,329.30	9,773.74
Adjustments for changes in working capital:		
(Increase)/decrease in operating assets-		
Inventories	(1,001.66)	249.74
Trade receivable	623.36	(1,185.52)
Financial assets-loans	74.53	(76.97)
Financial assets-others	88.97	(235.86)
Other Assets	(305.97)	30.49
Increase/(decrease) in operating liabilities-		
Trade payables	153.59	851.10
Financial liabilities-others	(121.74)	359.94
Other liabilities	(14.90)	54.46
Less:Taxes paid	7,825.48	9,821.12
Net cash from / (used in) operating activities	5,877.24	7,152.20
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of assets (including capital work-in-progress)	(8,606.46)	(1,556.35)
Net Movement in Capital - Creditors and Advances	(216.82)	(41.21)
Redemption / (Purchase) of investments (Net)	3,715.19	(2,912.91)
Proceeds on sale of Property, Plant and Equipment	14.99	56.14
Term deposit/Margin money with bank account	295.98	(305.19)
Operating lease rentals from Investment Property	239.07	226.08
Interest received	215.30	93.00
Net cash from / (used in) investing activities	(4,342.75)	(4,440.44)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	-	-
Repayment of long term borrowings	-	(2,241.61)
Payment of Lease Liability	(107.40)	(36.00)
Dividend paid	(588.46)	(882.70)
Finance cost / Financial guarantee expenses	(52.65)	(134.50)
Earmarked balances with bank-Dividend warrant account	-	(8.01)
Net cash from / (used in) financing activities	(748.51)	(3,302.82)
D. NET CASH FLOWS DURING THE YEAR(A+B+C)	785.98	(591.06)
E. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	585.55	1,176.61
Cash & Bank balances [Note 9(a)]	585.55	1,176.61
Cash Credit balance	-	-
F. CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR(D+E)	1,371.53	585.55
Cash & Bank balances	1,371.53	585.55
Cash Credit balance	-	-

Notes 1 to 42 form an integral part of these financial statements

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7).

As per our report of even date attached

For P. Chandrasekar LLP
Chartered Accountants
FRN : 000580S/S200066

S. Raghavendhar
 Partner
 Membership No.244016

Place : Chennai
Date : May 28, 2025

For and on behalf of the Board of Directors of
Kothari Petrochemicals Limited
CIN : L11101TN1989PLC017347

Nina B. Kothari
 Chairperson
 DIN: 00020119

S. Sundarraman
 Director
 DIN : 01032768

K. Priya
 Company Secretary

S. Sivamahesh
 Chief Financial Officer

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1

CORPORATE OVERVIEW

Kothari Petrochemicals Limited (referred to as "KPL" or the "Company") is the Manufacturer of Poly Iso Butylene. The registered office of the Company is situated at "Kothari Buildings", No:115, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034.

AUTHORIZATION OF FINANCIAL STATEMENTS

The Financial Statements for the year ended 31st March 2025 have been approved for issue by the Board of Directors of the Company on 28th May 2025 and are subject to adoption by the shareholders in the ensuing Annual General Meeting.

MATERIAL ACCOUNTING POLICIES

i. Statement of Compliance :

The financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015.

ii. Basis of preparation and presentation :

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, leasing transactions that are with in the scope of Ind AS 116, and measurements that have some similarities to fairvalue but are not fairvalue, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are Categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fairvalue measurements are observable and the significance of the inputs to the fairvalue measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below:

iii. Revenue Recognition :

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Revenue is presented net of trade / volume discounts, other price concessions and GST.

The Company considers indicators for assessing the transfer of control, including :

- a. the entity has a present right to payment for the asset.
- b. the customer has legal title to the asset.
- c. the entity has transferred physical possession of the asset.
- d. the customer has the significant risks and re-wards of ownership of the asset.
- e. the customer has accepted the asset.

Dividend, interest and other income

- Dividend income from investments is recognized when the right to receive payment has been established.
- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable in line with the effective interest rate method.
- Operating Lease rental income is accounted on straight line basis over the term of the relevant lease.
- Insurance claims are accounted on the basis of claims admitted and to the extent that there is no uncertainty in receiving the claims.
- Export benefits are accounted in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

NOTES FORMING PART OF FINANCIAL STATEMENTS**iv. Leases :**

Where the company has lessee, Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee or the lease meets other criteria as laid down Ind AS 116. All other leases are classified as operating leases.

In the case of operating leases, Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

Lease rentals having lease term within 12 months are charged or recognized in the Statement of Profit and Loss on a straight-line basis over the lease term.

The right to use assets are initially recognized at cost which comprises an amount equal to discounted lease liability plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Lease liability is initially measured at amortized cost at the present value of the future lease payment. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable using the incremental borrowing rate for the company.

v. Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time the assets are ready for their intended use or sale.

Interest income earned on the temporary investments of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred. Borrowing costs are not included in the value of inventories.

vi. Employee Benefits :**(a) Retirement benefit costs and termination benefits**

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected

unit credit method, with actuarial valuations being carried out at the end of each reporting period.

Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement.

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'Employee benefits expense'.

Past service cost is recognized in Statement of Profit and Loss in the period of a plan amendment.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in Other Comprehensive Income is reflected immediately in Retained Earnings and is not reclassified to Statement of Profit and Loss.

- Contribution to Provident Fund is in the nature of defined contribution plan and are made to Employees Provident Fund Scheme, 1952. Under the scheme the company is required to contribute a specified percentage of payroll cost to the Scheme. The interest as declared by the Government from time to time accrues to the employees under the scheme.
- Contribution to Superannuation Fund is in the nature of defined contribution plan and is remitted to Reliance Nippon Life Insurance Company Limited. Under the scheme the company is required to contribute a specified percentage of payroll cost to underwriters to enable them to make settlement to the qualifying employees.
- Contribution to Employees' Group Gratuity-cum Life Assurance scheme is in the nature of Defined benefit plan and is remitted to Reliance Nippon Life Insurance Company Limited. The Scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment.

NOTES FORMING PART OF FINANCIAL STATEMENTS
(b) Short-term employee benefits

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service and recognized as an expense in the year they are incurred. Liability for unavailed leave for employees is considered as short term benefit and provided accordingly in books.

(c) Other Long term employee benefits

Long term employee benefit liabilities other than post-retirement benefit are measured on the basis of actuarial valuation on respective reporting dates using projected unit credit method and recognized in the profit and loss for the period. Liability of unavailed sick leave for employees is considered as long term benefit.

vii. Earnings per Share :

The Company presents basic and diluted earnings per share (EPS) data for its equity shares.

Basic EPS is calculated by dividing the Profit or Loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is determined by adjusting the Profit or Loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

viii. Taxation :

Income tax expense represents the sum of the tax currently payable and deferred tax.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is reasonable certainty that the Company will pay normal income tax during the specified period.

➤ Current tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income tax Act, 1961 and other applicable tax laws.

➤ Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the

extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

➤ Current and deferred tax for the year

Current and deferred tax are recognized in Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

ix. Property, Plant and Equipment :

All Property, Plant and Equipment are measured at cost, less accumulated depreciation and impairment losses, if any.

The cost of asset includes the purchase cost including import duties and non-refundable taxes, and any costs that are directly attributable of bringing an asset to the location and condition of its intended use.

The carrying amount of the replaced parts are derecognized. All other repairs and maintenance costs are recognized in Statement of Profit and Loss as incurred.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its carrying value only when economic benefits are expected to accrue for a period beyond one year.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

Particulars of Asset	Estimated useful lives
Freehold Land	Infinite
Building	3-60 years
Plant & Equipment	5-40 years

NOTES FORMING PART OF FINANCIAL STATEMENTS

Particulars of Asset	Estimated useful lives
Furniture & Fixtures	10 years
Office Equipment & Computers	3-5 years
Vehicles	8 years

Assets costing ₹5,000 and below are depreciated in the year of acquisition.

Assets on leased premises are depreciated on the remaining period of lease or as per the useful life prescribed in Schedule II of the Companies Act, 2013, whichever is earlier.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value not more than 5% of Cost.

For certain items of plant and machinery, the useful life adopted is based on internal technical evaluation and best represents the period over which the Company expects to use these assets.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Gains / Losses arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as the difference between the sales proceeds or net realizable value and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value-in-use. Value-in-use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss.

x. Investment Property :

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost including transactions costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation over useful life of 60 years and impairment losses, if any. Though, the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in Notes. Fair values are determined based on an annual evaluation performed by a Chartered Engineer.

xi. Intangible Assets :

Intangible assets with finite useful lives that are acquired separately are carried at cost, less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Software and licenses are amortized over useful life of not exceeding 5 years.

xii. Inventories :

Inventories are stated at the lower of cost and net realizable value. Net realizable value represents the estimated selling price for inventories, less all estimated costs of completion and costs necessary to make the sale.

Cost of inventory comprises of purchase price, cost of conversion and other directly attributable costs that have been incurred in bringing the inventories to their respective present location and condition. The cost of inventories is computed on weighted average basis.

Inventories are written down on a case-by-case basis if the anticipated net realizable value declines below the carrying amount of the inventories in the Statement of Profit and Loss.

xiii. Provisions, contingent liabilities and contingent assets :

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Provisions (excluding retirement benefits) are not discounted to their present value except in the cases where time value of money is not material and are determined based on the best estimate required to settle the obligation at the balance sheet date and are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities in relation to claims against the Company, includes legal, contractual and claims arising from custom. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgment and the use of estimates regarding the outcome of future events. Contingent liabilities are disclosed in the notes.

Contingent assets are not recognized in the financial statements.

xiv. Financial instruments :

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit and Loss.

xv. Financial assets:

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognized financial assets are subsequently measured in their entirety at amortized cost or fair value, depending on the classification of the financial assets.

➤ Classification of financial assets

Debt instruments (including Trade receivables, Loans and Other Financial Assets) that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

➤ Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income or Expense is recognized on an effective interest basis for debt instruments other than those financial liabilities classified as at FVTPL. Interest income or expense is recognized in Statement of Profit and Loss.

➤ Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognized from initial recognition of the receivables.

➤ Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

➤ Derivative financial instruments

The Company uses forward contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair

NOTES FORMING PART OF FINANCIAL STATEMENTS

value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

xvi. Financial liabilities :

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations.

They are subsequently measured at amortised cost using effective interest method. Any discount or premium on settlement is recognized in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

De recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

xvii. Cash flow statement

Cash flows are reported using the indirect method, where by profit / (loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The company considers all liquid investments, which are readily convertible into known amounts of cash, that are subject to an insignificant risk of change in value to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal or usage except fixed deposit with original maturity more than 3 months.

xviii. Functional and presentation currency and Foreign Currency Transactions

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entity operate (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences on monetary items are recognized in Statement of Profit and Loss in the period in which they arise.

xix. Key estimates and assumptions

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as given below.

- (i) Useful life of property, plant, equipment and Investment property & Intangibles Periods.
- (ii) Provision for income taxes and deferred taxes.
- (iii) Provisions for Defined benefit plan.

Fair value measurement and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fairvalue of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third-party qualified valuers to perform the valuation.

xx. Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

xxi. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable w.e.f. April 1, 2024. The company has evaluated the new pronouncements and has concluded that it does not have any impact in its financial statements.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 2 (a): Property, Plant and Equipment

(₹ in Lakhs)

Gross block	Land Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computers	Vehicles	Total
As at 1 st April 2024	278.47	2,514.43	10,699.41	195.01	219.73	215.78	418.50	14,541.33
Additions	7,272.27	-	817.87	24.33	48.26	8.26	377.23	8,548.21
Disposal	-	-	47.90	-	3.94	-	26.05	77.89
As at 31 st March 2025	7,550.74	2,514.43	11,469.38	219.34	264.05	224.04	769.68	23,011.65
Accumulated depreciation/amortisation								
As at 1 st April 2024	-	871.22	1,891.42	60.51	161.99	135.25	28.54	3,148.93
For the year	-	60.55	482.06	16.89	22.26	57.87	79.19	718.82
Impairment for the year	-	-	-	-	-	-	-	-
Deduction on disposal	-	-	42.01	-	3.79	-	15.42	61.22
As at 31 st March 2025	-	931.77	2,331.47	77.40	180.46	193.12	92.31	3,806.53
Net block								
As at 31 st March 2024	278.47	1,643.21	8,807.99	134.50	57.74	80.53	389.96	11,392.41
As at 31 st March 2025	7,550.74	1,582.66	9,137.91	141.94	83.59	30.92	677.37	19,205.13

(₹ in Lakhs)

Gross block	Land Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computers	Vehicles	Total
As at 1 st April 2023	278.47	2,253.77	9,836.16	137.36	231.82	224.56	235.31	13,197.46
Additions	-	260.66	1,012.04	60.76	11.13	8.88	314.63	1,668.10
Disposal	-	-	148.79	3.11	23.22	17.66	131.44	324.22
As at 31 st March 2024	278.47	2,514.43	10,699.41	195.01	219.73	215.78	418.50	14,541.34
Accumulated depreciation/amortisation								
As at 1 st April 2023	-	813.17	1,486.96	51.14	157.31	118.22	80.24	2,707.04
For the year	-	58.05	507.24	12.33	27.08	34.69	47.70	687.09
Impairment for the year	-	-	-	-	-	-	-	-
Deduction on disposal	-	-	102.78	2.96	22.40	17.66	99.40	245.20
As at 31 st March 2024	-	871.22	1,891.42	60.51	161.99	135.25	28.54	3,148.93
Net block								
As at 31 st March 2023	278.47	1,440.60	8,349.21	86.21	74.52	106.34	155.09	10,490.44
As at 31 st March 2024	278.47	1,643.21	8,807.99	134.50	57.74	80.53	389.96	11,392.41

KOTHARI PETROCHEMICALS LIMITED



Note 2 (b): Capital work-in-progress

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Capital work-in-progress	195.62	137.37
	195.62	137.37
As at beginning	137.37	295.46
Additions *	8,606.46	1,556.36
Capitalised during the year	(8,548.21)	(1,714.45)
As at the closing	195.62	137.37

* **Note** : During the year, the Company has purchased land at punjulurupada Village, Nellore amounting to ₹ 7,272 Lakhs. The land is intended for future construction of manufacturing facilities, office premises etc. The land has been classified under 'Land Freehold' under Property, Plant and Equipment.

CWIP ageing schedule as on 31st March 2025

(₹ in Lakhs)

CWIP	Amount in CWIP for the period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	195.62	-	-	-	195.62

CWIP ageing schedule as on 31st March 2024

(₹ in Lakhs)

CWIP	Amount in CWIP for the period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	137.37	-	-	-	137.37

Note 3: Investment Property (IP)

(₹ in Lakhs)

Particulars	Land	Building	Total
Gross block			
As at 1 st April 2024	321.98	1,435.13	1,757.11
Additions	-	-	-
Disposals	-	-	-
As at 31 st March 2025	321.98	1,435.13	1,757.11
Accumulated depreciation			
As at 1 st April 2024	-	219.68	219.68
Depreciation for the period	-	24.81	24.81
Reversal on disposal of assets	-	-	-
As at 31 st March 2025	-	244.49	244.49
Net block			
As at 31 st March 2024	321.98	1,215.45	1,537.43
As at 31 st March 2025	321.98	1,190.64	1,512.62

NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

Particulars	Land	Building	Total
Gross block			
As at 1st April 2023	321.98	1,435.13	1,757.11
Additions	-	-	-
Disposals	-	-	-
As at 31st March 2024	321.98	1,435.13	1,757.11
Accumulated depreciation			
As at 1st April 2023	-	196.20	196.20
Depreciation for the period	-	23.48	23.48
Reversal on disposal of assets	-	-	-
As at 31st March 2024	-	219.68	219.68
Net block			
As at 31st March 2023	321.98	1,238.93	1,560.90
As at 31st March 2024	321.98	1,215.45	1,537.43

Information regarding income and expenditure of investment property

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Operating lease rentals from Investing Property	212.37	212.37
Direct expenses:		
Contribute to the rental income (including repairs and maintenance)	13.24	13.24
Profit before depreciation and indirect expenses	199.13	199.13
Less: Depreciation	24.81	23.48
Profit before indirect expenses	174.32	175.65

Fair value of Investment Property

The fair value of the Company's total investment property as at 31st March 2025 is ₹ 3,078.94 lakhs (₹ 2,945.99 lakhs as at 31st March 2024). The valuation has been carried out by Mr. Khatib Ahmed, Chartered Engineer. The valuer is not registered under companies (Registered Valuers and valuation) Rules, 2017.

Note 4(a): Other Intangible Assets other than goodwill

(₹ in Lakhs)

Software and licences	
Gross block	
As at 1 st April 2024	229.46
Additions	-
Disposals	-
As at 31st March 2025	229.46
Accumulated depreciation	
As at 1 st April 2024	145.57
Amortisation for the period	21.03
Reversal on disposal of assets	-
As at 31st March 2025	166.60
Net block	
As at 31st March 2024	83.89
As at 31st March 2025	62.86

NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

Software and licences	
Gross block	
As at 1 st April 2023	183.09
Additions	46.37
Disposals	-
As at 31st March 2024	229.46
Accumulated depreciation	
As at 1 st April 2023	121.02
Amortisation for the period	24.55
Reversal on disposal of assets	-
As at 31st March 2024	145.57
Net block	
As at 31st March 2023	83.89
As at 31st March 2024	62.86

Note 4(b):

(₹ in Lakhs)

Right-of-use assets :	
As at 1 st April 2024	-
Additions	354.72
Disposals	-
Depreciation	76.08
As at 31st March 2025	278.65

(₹ in Lakhs)

Right-of-use assets :	
As at 1 st April 2023	27.28
Additions	-
Disposals	-
Depreciation	27.28
As at 31st March 2024	-

(₹ in Lakhs)

Lease Liability :	
As at 1 st April 2024	-
Additions	354.72
Disposals / Reversal	-
Interest Expense accrued	53.75
Payment of Lease liabilities	107.40
As at 31st March 2025	301.07
Non-Current	77.30
Current	223.77

During the year 2024-25, operating lease expenses has changed from rent (included in Other expenses) to depreciation cost (₹ 76.08 lakhs) for the right of use of assets and finance cost of (₹ 53.75 lakhs) for interest accrued on lease liability.

NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

Lease Liability :	
As at 1 st April 2023	41.90
Additions	-
Disposals / Reversal	8.69
Interest Expense accrued	2.78
Payment of Lease liabilities	36.00
As at 31st March 2024	-
Non - current	-
Current	-

Note 5: Other Financial Assets

(₹ in Lakhs)

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	Non-current	Current	Non-current	Current
Security deposits	472.96	-	573.77	-
Interest receivable	-	13.79	-	31.33
Derivative assets	-	11.84	-	-
Total	472.96	25.63	573.77	31.33

(Unsecured and considered good unless otherwise stated)

Note 6: Inventories

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Raw materials	495.31	318.58
Raw material in transit	888.10	902.12
Finished goods	783.31	591.57
Finished goods in transit	1,530.10	968.60
Stores and spares	349.25	275.42
Packing material `	51.44	39.56
Total	4,097.51	3,095.85

Note 7: Investments

Particulars	Non Current		Current		Non Current		Current	
	No. of Units	As at 31 st March 2025	No. of Units	As at 31 st March 2025	No. of Units	As at 31 st March 2024	No. of Units	As at 31 st March 2024
Investments carried at Fair value through Profit & Loss :-								
Equity Shares (Quoted) :								
- India Grid Trust	-	-	-	-	-	-	71263	94.62
- PowerGrid Infrastructure Investment Trust	-	-	-	-	-	-	85796	81.26
- India Grid Trust - PMS	50700	71.44	-	-	-	-	50700	67.32
- Power Grid Infrastructure Investment Trust - PMS	-	-	-	-	-	-	57500	54.46
Sub Total	-	71.44	-	-	-	-	-	297.66
Mutual Funds (Un Quoted) :								
Bandhan Bond Fund - Short Term Plan - Direct - Growth (Earlier named as IDFC)	-	-	-	-	-	-	214477	117.80
Bandhan Corporate Bond Fund - Direct - Growth (Earlier named as IDFC)	-	-	-	-	-	-	656527	117.00
ICICI Pru Corporate Bond Fund - Direct - Growth	-	-	-	-	-	-	214583	60.40
ICICI Pru Short Term Fund - Direct - Growth	-	-	-	-	-	-	103754	61.14
ABSL Banking & PSU Debt fund - Direct - Growth	-	-	-	-	-	-	69224	237.36
ABSL Short Term Fund - Direct - Growth	-	-	-	-	-	-	522828	241.55
SBI Corporate Bond Fund - Direct - Growth	-	-	-	-	-	-	409782	58.80
SBI Short Term Debt Fund - Direct - Growth	-	-	-	-	-	-	192291	58.99
UTI Short Term Income Fund - Direct - Growth	-	-	-	-	-	-	382182	116.35
Kotak NIFTY AAA Bond June 2025 HTM Index Fund - Direct - Growth	-	-	-	-	-	-	999950	100.08
Tata Banking & PSU Debt Fund - Direct - Growth	-	-	-	-	-	-	860440	114.32
Bandhan Liquid Fund - Direct - Growth (Earlier named as IDFC)	-	-	-	-	-	-	337	9.83
Sundaram Liquid Fund - Direct - Growth	10103	231.53	-	-	-	-	14849	316.63
Axis Liquid Fund - Direct - Growth	72922	305.34	-	-	-	-	6005	161.16
DSP Liquid Fund - Direct - Growth	10932	405.38	-	-	-	-	3828	132.10
Nippon India Liquid Fund - Direct - Growth	-	-	-	-	-	-	2882	170.27
ABSL Liquid Fund - Direct - Growth	-	-	-	-	-	-	53115	206.98
HDFC Liquid Fund - Direct - Growth	-	-	-	-	-	-	4260	202.06
SBI Liquid Fund - Direct - Growth	-	-	-	-	-	-	2699	101.99
ICICI Pru PSU Bond Plus SDL 40:60 Index Fund - Sep 2027 - DG	-	-	-	-	-	-	999950	112.24
ABSL NIFTY SDL Plus PSU Bond Sep 2026 60:40 Index	-	-	-	-	-	-	999950	112.47
ABSL Corporate Bond Fund - Direct - Growth	-	-	-	-	-	-	232725	240.28
ABSL CRISIL AAA June 2023 Index Fund - Direct - Gr	-	-	-	-	-	-	35078	113.46
ABSL Corporate Bond Fund - Regular - Growth	-	-	-	-	-	-	111891	113.85
ABSL Fixed Maturity Plan - Series US (100 Days) - DG	-	-	-	-	-	-	999950	101.73
Axis Fixed Term Plan - Series 114 - (83 Days)	-	-	-	-	-	-	999950	101.45
SBI Fixed Maturity Plan (FMP) - Series 92 (91 Days) - DG	-	-	-	-	-	-	999950	101.18
ABSL Interval Income Fund - Quarterly Interval Plan - Series 1 - DG	-	-	-	-	-	-	321275	100.82
Tata FMP Series 61 Scheme A (91 Days) - Direct - Growth	-	-	-	-	-	-	999950	100.36
Bandhan Crisil IBX Gilt April 2026 Index Fund - Direct Plan - G	-	-	-	-	-	-	999950	111.27
DSP Corporate Bond Fund - Direct - Growth	-	-	-	-	-	-	1540708	226.15
Nippon India Corporate Bond Fund - Direct - Growth	-	-	-	-	-	-	509477	287.34
Nippon India Short Term Fund - Direct - Growth	-	-	-	-	-	-	334688	172.04
Nippon India NIFTY G-Sec Sep 2027 Maturity Index Fund	-	-	-	-	-	-	999950	109.51
SBI Arbitrage Opportunities Fund - Direct - Growth	-	-	-	-	-	-	319470	104.57
ICICI Prudential Equity Arbitrage Fund - Direct - Growth	-	-	-	-	-	-	312358	104.59
Kotak Equity Arbitrage Fund - Growth - Direct	-	-	-	-	-	-	8,40,784	305.93
Axis Arbitrage Fund - Direct - Growth	-	-	-	-	-	-	1106678	204.51
Avestha Muticap Compounders	142508	184.24	-	-	-	-	142508	148.89
HDFC Overnight Fund - PMS	211	8.01	-	-	-	-	599	21.31
ICICI Prudential Floating Interest Fund - Direct - Gr - PMS	-	-	-	-	-	-	3009	12.54
Kotak CRISIL - IBX Financial Services 3-6 Months Debt Index Fund-DG	999950	100.66	-	-	-	-	-	-
Kotak Liquid Fund - Direct - Growth	1945.26	101.92	-	-	-	-	-	-
ICICI Pru Arbitrage Fund - Direct - Growth PMS	196754	71.12	-	-	-	-	-	-
ICICI Money Market Fund - Direct - Growth PMS	14878	56.04	-	-	-	-	-	-
ABSL Arbitrage Fund - Direct - Growth	359410	101.05	-	-	-	-	-	-
Kotak Income Plus Arbitrage FOF - Direct - Growth	829848	100.38	-	-	-	-	-	-
Bandhan Income Plus Arbitrage FOF - Direct - Growth	222968	100.37	-	-	-	-	-	-
HDFC Income Plus Arbitrage Active FOF - Direct - Growth	239126	100.42	-	-	-	-	-	-
Edelweiss Nifty PSU Bond Plus SDL Apr 2027 50:50 Index Fund - Direct Plan - PMS	955053	116.41	-	-	-	-	955053	107.56
Edelweiss Bharat Bond FOF - April 2030 - Direct Plan - PMS	801750	117.79	-	-	-	-	801750	108.47
Sub Total	-	2100.67	-	-	-	-	-	5807.33

Particulars	Non Current		Current		Non Current		Current	
	No. of Units	As at 31 st March 2025	No. of Units	As at 31 st March 2025	No. of Units	As at 31 st March 2024	No. of Units	As at 31 st March 2024
Investment in Debt Securities (at amortized cost) (Un Quoted) :-								
8.80% Piramal Capital & Housing Finance Ltd	-	-	-	-	-	-	90	95.76
10.25% Shriram Transport Finance Co.Ltd	-	-	-	-	-	-	10	100.24
9.233% Shriram Finance Ltd	10	10.35	-	-	-	-	10	10.30
7.99% HDB Financial Services Ltd	50	50.35	-	-	-	-	50	50.58
8.30% Tata Capital Financial Services Ltd	50	50.56	-	-	-	-	50	50.24
MAS Financial Services Ltd – PMS	100	100.27	-	-	-	-	-	-
Piramal Enterprises Ltd - PMS	2800	28.91	-	-	-	-	-	-
Sub Total	-	240.43	-	-	-	-	-	307.11
8.05%HDB Financial Services Ltd @ 8.03%	-	-	10	105.17	10	102.04	-	-
9% Mahindra & Mahindra Fin.Services Ltd @ 8.34%	-	-	10000	108.26	10000	105.39	-	-
7.9050% Tata Capital Financial Services Ltd @ 8.10%	-	-	100	104.83	100	101.85	-	-
7.75% PFC GOI Bonds	-	-	10	102.40	10	102.26	-	-
7.905% Tata Capital Financial Services Ltd	-	-	100	104.77	100	101.64	-	-
6.30% HDB Financial Services Ltd @ 8.10%	-	-	-	-	10	97.81	-	-
8.25% HDFC Credila Financial Services Ltd @ 8.31%	-	-	50	49.89	50	49.85	-	-
8.1293% HDB Financial Services Ltd @ 8.07%	-	-	100	103.12	100	102.44	-	-
8.29% Axis Finance Ltd 19/08/2027 @ 8.12%	-	-	220	231.95	-	-	-	-
8.41% Mahindra Rural Housing Finance Ltd 28/02/2029 @ 8.17%	-	-	100	101.53	-	-	-	-
8.18% Can Fin Homes Ltd 03/04/2029 @ 8.11%	-	-	200	216.67	-	-	-	-
8.75% Tata Capital Ltd 13/07/2029 @ 8.0250%	-	-	10	108.76	-	-	-	-
8.16% Aditya Birla Finance Ltd 2029 @ 8.1225%	-	-	100	109.23	-	-	-	-
8.30% Tata Capital Financial Services Ltd 2026	100	100.53	-	-	-	-	100	100.17
MLD IICI Home Finance Ltd @ 8.40%	4	47.84	-	-	-	-	4	43.57
MLD Tata Cleantech Capital Ltd @ 8.35%	3	35.43	-	-	-	-	3	32.52
Sub Total	-	183.80	-	1,446.58	-	939.55	-	6412.10
Total	-	2,596.34	-	1,446.58	-	939.55	-	6412.10
Aggregate market value of Quoted Investments	-	71.44	-	-	-	-	-	297.66
Aggregate Amount of Un Quoted Investment	-	2,524.91	-	1,446.58	-	939.55	-	6,114.44

Note 8: Trade Receivables

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
(a) Trade Receivable - Current	5,201.33	5,866.84
	5,201.33	5,866.84
(Unsecured and considered good unless otherwise stated)		
(b) Significant Increase in credit risk	-	-
(c) Credit Impaired	-	-
Less: Provision	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

Trade Receivable Ageing is as follows:

Ageing for Trade Receivables as at 31st March 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	5,200.49	-	0.84	-	-	-	5,201.33
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	5,200.49	-	0.84	-	-	-	5,201.33

Ageing for Trade Receivables as at 31st March 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	5,339.81	526.59	-	-	0.44	-	5,866.84
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	5,339.81	526.59	-	-	0.44	-	5,866.84

Note 9(a): Cash and cash equivalents

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Balances with banks in current account	753.95	283.78
Deposits with banks less than 3 months Maturity	616.48	300.00
Cash on hand	1.10	1.76
Total	1,371.53	585.55

NOTES FORMING PART OF FINANCIAL STATEMENTS
Note 9(b): Other bank balances

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Earmarked balances with Bank - Unclaimed Dividend account	33.48	22.91
Margin money with bank	266.36	262.33
Deposits with Bank more than 3 months but less than 12 months maturity	-	300.00
Total	299.84	585.24

Note 10: Loans

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Loans to employees	Current	Current
	7.57	82.10
	7.57	82.10

(Unsecured and considered good unless otherwise stated)

Note 11(a) : Current Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Advance payment of tax and tax deducted at source (net of provision)	Current	Current
	18.58	18.58
	18.58	18.58

Note - 11(b): Current Tax Liability (Net)

(₹ in Lakhs)

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	Non-current	Current	Non-current	Current
Provision for Income Tax (Net of Advance tax & Tax deducted at source)	-	118.92	-	-

Note 12: Other Assets

(₹ in Lakhs)

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	Non-current	Current	Non-current	Current
a) Capital Advances:				
Capital advances	337.04	-	140.37	-
b) Other than Capital Advances:				
Prepaid Expenses	-	254.33	-	165.68
Balance with statutory/government authorities	-	111.95	-	127.26
	-	366.28	-	292.94
Advances to supplier of inputs	-	335.05	-	101.13
Freight Recoverable	-	18.76	-	20.05
Total	337.04	720.09	140.37	414.12

(Unsecured and considered good unless otherwise stated)

NOTES FORMING PART OF FINANCIAL STATEMENTS**Note 13(a): Share Capital**

(₹ in Lakhs)

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	Numbers	Value in ₹ lakhs	Numbers	Value in ₹ lakhs
A) Authorised :				
Preference share capital				
Redeemable preference shares of ₹100/- each	6,00,000	600.00	6,00,000	600.00
Equity share capital				
Equity shares of ₹ 10/- each	6,00,00,000	6,000.00	6,00,00,000	6,000.00
B) Issued :				
Equity shares of ₹ 10/- each	5,96,40,700	5,964.07	5,96,40,700	5,964.07
C) Subscribed and paid up :				
Equity shares of ₹ 10/- each fully paid	5,88,46,400	5,884.64	5,88,46,400	5,884.64
D) Subscribed and partly paid up and hence forfeited :	-	34.04	-	34.04
Total (C+D)	5,88,46,400	5,918.68	5,88,46,400	5,918.68

(a) Reconciliation of Number of shares outstanding

Equity Shares	As at 31 st March 2025		As at 31 st March 2024	
	Numbers	Value in ₹ lakhs	Numbers	Value in ₹ lakhs
Opening Number of shares & value	5,88,46,400	5,884.64	5,88,46,400	5,884.64
Shares issued & value	-	-	-	-
Shares bought back & value	-	-	-	-
Others	-	-	-	-
Closing number of shares & value	5,88,46,400	5,884.64	5,88,46,400	5,884.64

(b) Rights, preferences and restrictions attached to shares:

Equity shares - The Company has issued only one class of equity share having a par value of ₹ 10 per share.

Each holder of equity share is entitled to one vote per share. All equity share have equal rights to receive or participate in any dividend or other distribution in respect of such shares.

(c) Shares held by holding company, its subsidiaries and associates:

Holding company	Nos.	% holdings	Nos.	% holdings
BHK Trading LLP	3,55,03,812	60.33%	3,55,03,812	60.33%

(d) Details of shares held by shareholders holding more than 5% of Equity shares in the company:

Equity Shares	As at 31 st March 2025		As at 31 st March 2024	
	Nos. of Shares	% holdings	Nos. of Shares	% holdings
(i) BHK Trading LLP	3,55,03,812	60.33%	3,55,03,812	60.33%
(ii) Nina B. Kothari	62,57,500	10.63%	62,57,500	10.63%

(e) Details of shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts : Nil**(f) Equity Shares movement during 5 years immediately preceding the financial year ended 31st March 2025:**

- Aggregate number of equity shares allotted as fully paid up pursuant to contract without payment being received in cash : Nil
- Aggregate number of equity shares allotted as fully paid up by way of Bonus Shares : Nil
- Aggregate number of equity shares bought back : Nil

(g) Details of Terms of any securities convertible into equity / preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date : Nil**(h) Calls unpaid (showing aggregate value of calls unpaid by directors and officers) : Nil****(i) Forfeited shares (amount originally paid-up) : Partly paid shares forfeited for ₹ 34.04 lakhs.**

NOTES FORMING PART OF FINANCIAL STATEMENTS
(j) Disclosure of Shareholding of Promoters:

Equity Shares held at the end of the year	As at 31 st March 2025		
Promoter Name	No. of shares	% of the total shares	% Change during the year
(i) BHK Trading LLP	3,55,03,812	60.33%	-
(ii) Nina B Kothari	62,57,500	10.63%	-
(iii) Arjun B Kothari	9,593	0.02%	-
(iv) Kothari Sugars & Chemicals Ltd	1,000	0.00%	-
(v) Nayanthara B Kothari	100	0.00%	-
(vi) Anandita Kothari	-	-	-

Equity Shares held at the end of the year	As at 31 st March 2024		
Promoter Name	No. of shares	% of the total shares	% Change during the year
(i) BHK Trading LLP	3,55,03,812	60.33%	-
(ii) Nina B Kothari	62,57,500	10.63%	-
(iii) Arjun B Kothari	9,593	0.02%	-
(iv) Kothari Sugars & Chemicals Ltd	1,000	0.00%	-
(v) Nayanthara B Kothari	100	0.00%	-
(vi) Anandita Kothari	-	-	-

Note 13(b): Other Equity

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
A) Capital Reserve	0.40	0.40
B) Retained earnings:		
Balance at the beginning of the year	18,735.33	13,287.92
Total Comprehensive Income for the year	6,549.57	6,330.11
Dividend paid	(588.46)	(882.70)
Balance at the end of the year	24,696.42	18,735.33
Total (A+B)	24,696.82	18,735.73

Note 14: Deferred Tax Liability (Net)

(₹ in Lakhs)

Particulars	01 st April 2023	Recognised in Other Comprehensive Income	Recognised in Statement of Profit & Loss	31 st March 2024
Deferred tax asset / (liability) arising on account of:				
Property, plant and equipment	(1,343.41)	-	(445.35)	(1,788.76)
Provision for employee benefits	25.44	25.95	25.70	77.09
MTM gains/losses on derivatives	(2.88)	-	7.84	4.96
ROU Assets and Lease Liabilities	4.25	-	(4.25)	-
Fair value (Gain)/loss on Investments	(20.87)	-	(48.18)	(69.05)
Other items	2.00	-	(1.18)	0.82
Deferred Tax Asset / (Liability)	(1,335.47)	25.95	(465.42)	(1,774.94)

NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

Particulars	01 st April 2024	Recognised in Other Comprehensive Income	Recognised in Statement of Profit & Loss	31 st March 2025*
Deferred tax asset / (liability) arising on account of:				
Property, plant and equipment	(1,788.76)	-	432.67	(1,356.09)
Provision for employee benefits	77.09	10.84	(31.05)	56.88
MTM gains/losses on derivatives	4.96	-	(7.93)	(2.97)
ROU Assets and Lease Liabilities	-	-	5.64	5.64
Fair value (Gain)/loss on Investments	(69.05)	-	30.05	(39.00)
Other items	0.82	-	(1.22)	(0.41)
Deferred Tax Asset / (Liability)	(1,774.94)	10.84	(428.16)	(1,335.95)

* Note: As per Ind AS 12, the Deferred tax balances as at 31st March 2025 have been recalculated based on the section 115 BAA @ 25.17%

Note 15: Trade Payables

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Total outstanding dues of micro and small enterprises	574.32	482.93
Total outstanding dues of creditors other than micro and small enterprises	3,893.98	3,827.87
Total	4,468.30	4,310.80

Trade payables due for payment**Ageing for Trade payables outstanding as on 31st March 2025**

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.02	574.30	-	-	-	-	574.32
(ii) Others	1,116.22	2,752.34	13.19	-	-	-	3,881.75
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	1.19	0.43	10.61	12.23
Total	1,116.24	3,326.64	13.19	1.19	0.43	10.61	4,468.30

Ageing for Trade payables outstanding as on 31st March 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.02	480.63	2.28	-	-	-	482.93
(ii) Others	760.08	2,484.46	572.52	-	-	-	3,817.06
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	0.13	9.63	1.05	10.81
Total	760.10	2,965.09	574.80	0.13	9.63	1.05	4,310.80

NOTES FORMING PART OF FINANCIAL STATEMENTS
Note 16: Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Unclaimed dividend	33.48	22.91
Security deposit payable	60.11	48.62
Deferred revenue arising from interest free deposits	3.45	6.42
Non statutory dues	104.15	183.67
Derivative liability	-	14.18
Creditors for Capital Goods*	13.73	33.87
Managerial commission payable	362.62	399.18
Total	577.54	708.85

 *Not due as at 31st March 2025.

Note 17: Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Customer advances	63.52	77.57
Statutory dues	86.17	95.14
Total	149.69	172.71

Note 18: Provisions

(₹ in Lakhs)

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	Non-Current	Current	Non-Current	Current
Provision for employee benefits				
Gratuity-refer note (a) below	-	95.59	-	105.09
Bonus payable	-	58.79	-	45.22
Compensated absences	23.55	48.03	15.84	54.43
Provision related to other expenses	-	56.95	-	54.22
Total	23.55	259.36	15.84	258.95

Liability to existing employees of the Company in respect of gratuity is covered under insurance policy (maintained with Reliance Nippon Life Insurance Company Limited) administered by a Trust maintained for Kothari Petrochemicals Limited (KPL). The actuarial valuation is done by an independent external valuer under the Projected Unit Credit Method to ascertain the liability. The following table summarizes the components of defined benefit plan cost to be recognized in statement of profit and loss account, other comprehensive income, liability to be recognized in balance sheet and changes in fair value of planned assets.

NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

Particulars	2024-25	2023-24
Present value of obligations at the beginning of the year	428.95	322.95
Current service cost	44.96	35.92
Interest Cost	30.07	22.73
Re-measurement (gain) / loss:		
- Actuarial (gain) / loss arising from change in financial assumption	17.82	26.54
- Actuarial (gain) / loss arising from experience adjustment	23.39	60.45
Benefits paid out of common policy	(23.82)	(39.64)
Present value of obligations at the end of the year	521.37	428.95
Changes in the fair value of planned assets		
Fair value of plan assets at the beginning of the year	323.86	317.50
Equitable interest of Kothari Sugars & Chemicals Limited	-	-
Interest income	22.49	22.33
Return on plan assets	(1.85)	12.73
Contributions by the employer	105.10	10.98
Benefits paid out	(23.82)	(39.64)
Others	(0.01)	(0.04)
Fair value of plan assets at the end of the year	425.77	323.86
Amounts recognized in the Balance Sheet		
Projected benefit obligation at the end of the year	521.36	428.95
Less: Fair value of plan assets at end of the year	425.77	323.86
Share of obligation pertaining to Group Company under common Gratuity Trust	-	-
Funded status of the plans - Liability recognized in the balance sheet	95.60	105.09
Components of defined benefit cost recognized in profit or loss		
Current service cost	44.96	35.92
Net interest expenses	7.58	0.41
Net cost in Profit or Loss	52.54	36.33
Components of defined benefit cost recognized in Other Comprehensive income		
Re-measurement on the net defined benefit liability:		
- Actuarial gain/ (loss) arising from change in financial assumption	(17.82)	(26.53)
- Actuarial gain/ (loss) arising from experience adjustment	(23.38)	(60.45)
Return on plan assets	(1.85)	12.73
Net gain/ (loss)	(43.05)	(74.25)

NOTES FORMING PART OF FINANCIAL STATEMENTS
Actuarial Assumptions

The principal financial assumptions used for valuation as at end of the year are shown below.

Summary of Financial & Demographic Assumptions:

Particulars	Valuation Date	
	31.03.2025	31.03.2024
Discount Rate	6.79%	7.21%
Salary Escalation - First 5 Years	6.50%	6.50%
Salary Escalation - After 5 Years	6.50%	6.50%
Expected Rate of Return on Plan Assets	NA	NA
Mortality Table	IALM (2012-14) Table	IALM (2012-14) Table
Disability Rate	No explicit loading	
Withdrawal Rate	2%	2%
Retirement Age	58	58
Average Future Service	20.97	21.61

Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	Financial Year Ending 31.03.2025	Financial Year Ending 31.03.2024
(Gain) / Loss on Plan Liabilities	23,38,599	60,45,292
% of Opening Plan Liabilities	5.45%	18.72%
Gain / (Loss) on Plan Assets	1,96,998	-14,22,037
% of Opening Plan Assets	0.61%	-4.48%

Sensitivity Analysis

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

Results of Sensitivity Analysis:

Scenario	Assumption	DBO	Variation
Under Base Scenario	-	5,21,35,825	0.00%
Salary Increase Rate - Plus 100 Basis Points	7.50%	5,68,90,744	9.12%
Salary Decrease Rate - Minus 100 Basis Points	5.50%	4,80,41,454	-7.85%
Withdrawal Rates - Plus 100 Basis Points	3.00%	5,21,82,590	0.09%
Withdrawal Rates - Minus 100 Basis Points	1.00%	5,20,75,907	-0.11%
Discount Rates - Plus 100 Basis Points	7.79%	4,80,86,088	-7.77%
Discount Rates - Minus 100 Basis Points	5.79%	5,69,25,124	9.19%

Note 19: Revenue from operations

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
(a) Sale of PIB and allied products	57,358.26	59,216.31
(b) Other operating revenues	375.68	374.32
Revenue from operations	57,733.94	59,590.63

Note : Sale of PIB and allied products is net of commission and discounts amounting to ₹ 391 lakhs (for 2023-24 ₹ 219 lakhs)

NOTES FORMING PART OF FINANCIAL STATEMENTS**Sales as per geographic areas(Ind AS 108 Para 33(a))**

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Domestic	43,002.34	40,330.98
Exports	14,355.92	18,885.33
Total	57,358.26	59,216.31

Sales with Single External customers amounting 10% or more (Ind AS 108 Para 34)

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Number of Customers	2	2
Sales Value	17,881.57	18,456.37

Note 19(a): Other Operating Revenues

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Scrap sales	30.10	13.06
Export incentives	345.58	361.26
Total	375.68	374.32

Note 20: Other Income

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Operating lease rentals from Investment Property	239.07	226.08
Interest income earned on financial assets	197.76	112.21
Net gain on foreign currency transaction and translation	123.43	145.56
Profits on sale of Property, Plant & Equipment	(1.68)	17.99
Net Gain / (Loss) on Fair value changes in Investments (net)*	435.16	314.97
Insurance claim	133.24	-
Others	21.85	5.85
Total	1,148.83	822.66

***Note :** Total Net gains include ₹ 294.05 lakhs (for 2023-24 ₹117.38 lakhs) as net gain / (loss) on sale of investments. Cumulative realized gain on sale of investments is Rs.643.89 lakhs.

Note 21: Cost of Raw Materials and Components Consumed

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Opening stock of raw material and components	1,220.70	788.34
Add: Purchases during the year	38,163.14	37,322.49
Less: Closing stock of raw materials and components	1,383.41	1,220.70
Cost of Raw Materials and Components Consumed	38,000.43	36,890.13

Note 22: Changes in Inventories of Finished goods

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Opening stock	1,560.17	2,231.98
Closing stock	2,313.41	1,560.17
Net change	(753.24)	671.81

NOTES FORMING PART OF FINANCIAL STATEMENTS
Note 23: Employee Benefit Expenses

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Salaries and wages	2,207.53	2,231.48
Contribution to provident and other funds	192.57	159.71
Staff welfare expenses	469.81	347.57
Sitting fees to Directors	16.80	14.10
Total	2,886.71	2,752.86

Note 24: Finance Cost

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Interest expenses	0.02	53.04
Interest expenses accrued on lease liability- Refer Note 4(b)	57.66	2.78
Other borrowing cost (Bank charges)	52.63	63.17
Total	110.31	118.99

Note 25: Depreciation and Amortisation Expenses

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Depreciation on Property, Plant and Equipment	718.81	687.09
Depreciation on Investment Property	24.81	23.48
Amortisation on Intangible assets	21.03	24.55
Depreciation on Right of use assets - Refer Note 4(b)	76.08	27.28
Total	840.73	762.40

Note 26: Utilities and Stores

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Power & fuel	3,294.58	3,222.16
Stores consumed	892.00	958.71
Total	4,186.58	4,180.87

NOTES FORMING PART OF FINANCIAL STATEMENTS**Note 27: Other Expenses**

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Freight and carriage outwards	704.28	896.84
Packing materials	1247.59	1,273.59
Repairs & maintenance		
- Building	39.68	76.18
- Plant & equipment	623.68	650.72
- Other assets	145.91	165.40
Operating lease rentals paid (Refer Note below)	55.26	96.83
Travelling	643.02	531.42
Insurance	94.50	67.16
Rates & Taxes	52.79	86.52
Auditor's Remuneration:		
- Statutory audit fees	5.00	5.00
- Limited review fees	1.50	1.50
- Tax audit	0.50	0.50
- Other services	0.05	0.05
Research and development expenditure (Refer Note 30)	115.47	142.74
Corporate Social Responsibility expenditure (Refer Note 31)	130.00	87.30
Legal & professional charges	613.19	797.37
Other expenses	918.05	607.84
Total	5,390.47	5,486.96

Note: Operating leases for which company has elected to avail the exemption under para 5 of Ind AS 116.

NOTES FORMING PART OF FINANCIAL STATEMENTS
Note 28: Tax Expense

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
The major component of income tax expense and the reconciliation of expected expense based on the domestic effective tax rate of Kothari Petrochemicals Ltd at 25.17% (Normal) and the reported tax expense in profit and loss are as follows:		
Profit before tax	8,220.78	9,508.41
Adjustments	-	-
Profit before tax	8,220.78	9,508.41
(i) Income Tax calculated at 115BAA - 25.17% (Normal 2023-24 -29.12%) Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	2,069.00	2,768.85
(ii) Allowances:		
(a) Effect of expenses/incomes allowed in tax computation	(107.12)	(137.05)
(b) Others	(17.04)	(40.36)
(iii) Disallowances:		
(a) Effect of expenses/incomes disallowed in tax computation	4.26	43.39
(iv) Other Gains	118.06	-
	2,067.16	2,634.83
Tax expenses comprise of:		
(i) Current tax	2,067.16	2,634.83
(ii) Adjustments in respect of current income tax of previous years	-	29.75
Net Current Income Tax	2,067.16	2,664.58

Note 29: Earning per Equity Share

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Nominal value of equity share (₹)	10.00	10.00
Profit attributable to equity shareholders (A) (₹ in Lakhs)	6,581.78	6,378.41
Weighted average number of equity shares outstanding during the year (B)	5,88,46,400	5,88,46,400
Basic earnings per equity share (A/B) (₹)	11.18	10.84
Dilutive effect on profit (C)	-	-
Profit attributable to equity shareholders for computing diluted EPS (D)=(A+C) (₹ in Lakhs)	6,581.78	6,378.41
Dilutive effect on weighted average number of equity shares outstanding during the year (E)	-	-
Weighted average number of equity shares for computing diluted EPS (F)=(B+E)	5,88,46,400	5,88,46,400
Diluted earning per equity share (D/F) (₹)	11.18	10.84

NOTES FORMING PART OF FINANCIAL STATEMENTS**Note 30: Details of Research and Development Expenditure**

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
i) Capital expenditure	117.12	149.97
ii) Revenue expenditure		
a) Raw material and components consumed	22.44	22.71
b) Salaries and wages	77.31	52.87
c) Consultancy charges	4.16	59.72
d) Miscellaneous expenses	11.56	7.44
	115.47	142.74
Total (i) + (ii)	232.59	292.71

Note 31: Expenditure on Corporate Social Responsibility

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
(a) Amount required to be spent by the company during the year	130.00	87.30
(b) Amount of expenditure incurred,		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	130.00	87.30
(c) Shortfall at the end of the year	-	-
(d) Total of previous years shortfall	-	-
(e) Reason for shortfall	Not applicable	Not applicable
(f) Nature of CSR activities	Towards Educational scholarship support to students in schools and colleges, employment enhancing vocation skills training to the deserving students who are economically and socially in disadvantaged sector and supporting for educational infrastructure developments in School and promotion and development of art, culture and heritage through restoration of buildings & contribution towards conducting general public awareness program on colon cancer, giving preference to local areas.	Towards Educational scholarship support to the deserving students who are economically and socially in disadvantaged sector and supporting for educational infrastructure developments in Schools, Colleges and educational Institutions giving preference to local areas.
(g) Details of related party transactions		
- Contribution to Shyam Kothari Foundation.	120.00	75.00
- Contribution to HCK Educational and Development Trust.	10.00	12.30
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation.	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS
Note 32: Capital Management

The Company's capital management is intended to maximise the return to shareholders of the Company through the optimization of debt and equity balance.

The Company determines the amount of capital required on the basis of annual and long-term operating plans. The funding requirements are met through equity and long term/short term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The following table summaries the capital of the Company. (₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Equity	30,615.50	24,654.41
Debt	-	-
Cash and cash equivalents	(1,371.53)	(585.55)
Net Debt	-	-
Total capital (equity + net debt)	30,615.50	24,654.41
Net debt to capital ratio	-	-

Note 33: Fair value of financial assets and liabilities

The Company considers that the carrying amount of financial assets and financial liabilities, other than those mentioned below are recognised at amortised cost in the balance sheet which approximates their fair value.

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024	Fair Value Hierarchy
Financial Assets :			
Investments in Mutual funds	2,100.67	5,807.33	Level 2
Investments in Equity Shares	71.44	297.66	Level 1
Derivative Assets	-	-	Level 1
Financial Liabilities:			
Derivative Liability	-	14.18	Level 1

Fair value of investments in Mutual Funds is based on Net asset value (NAV) declared by mutual fund houses at the reporting date.

There are no reclassification between different levels during the year.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 34: Related Party Transactions

Related party disclosures - As identified by the Management and relied upon by the Auditors

Holding Entity BHK Trading LLP

Under section 2(76) of the Companies Act, 2013, & Ind AS 24

Promoter Entity (i) M/s. Kothari Sugars and Chemicals Limited

(ii) M/s. Century Foods Private Limited

(iii) M/s. Kothari Safe Deposit Limited

(iv) M/s. Parasakthi Trading Company Private Limited

Chairperson & MD are

Trustees of the Foundation (i) M/s. Shyam Kothari Foundation

(ii) M/s. HCK Educational and Development Trust

(iii) M/s. Kothari Petrochemicals Limited Employees' Gratuity Scheme

Key Management Personnel (KMP)

(i) Mr. Arjun B. Kothari - MD

(ii) Mr. M Rajavel - WTD

(iii) Mr. S. Sivamahesh - CFO

(iv) Ms. K. Priya - CS

Non Independent Non Executive Director (KMP)

Non Executive Independent Directors (KMP)

(i) Mrs. Nina B. Kothari - Chairperson

(ii) Mr. S. Sundararaman

(iii) Mr. V. V. SuryaRau

(iv) Mr. Brij Mohan Bansal

(v) Mr. Gautam Roy

Relative of Chairperson and Managing Director

(i) Mrs. Ananditha Kothari

(₹ in Lakhs)

Nature of Transactions	Holding Entity		Key Management Personnel (KMP)				Non Independent Non-Executive Director (KMP)		Non Executive Independent Directors (KMP)		Relative of Chairperson and Managing Director	
	BHK Trading LLP		Mr. Arjun B. Kothari, Managing Director		(WTD / CFO / CS) - KMP		Mrs. Nina B. Kothari, Chairperson		Mr. S. Sundararaman Mr. V. V. SuryaRau Mr. Brij Mohan Bansal Mr. Gautam Roy		Mrs. Ananditha Kothari	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Dividend	355.04	532.56	0.10	0.14	-	-	62.58	93.86	0.08	0.09	-	-
Commission	-	-	-	-	-	-	90.65	99.79	-	-	-	-
Sitting Fees	-	-	-	-	-	-	2.80	2.20	14.00	11.90	-	-
Short Term Employee Benefits	-	-	427.76	462.98	155.93	141.31	-	-	-	-	22.99	11.99
Post-Employment Benefits	-	-	7.20	7.20	17.17	15.65	-	-	-	-	2.46	1.44
Closing Balance	Nil	Nil	362.62	Nil	Nil	Nil	40.65	Nil	Nil	Nil	Nil	Nil

Nature of Transactions	Century Foods Pvt Ltd.		Kothari Safe Deposits Ltd.		Kothari Sugars & Chemicals Ltd.		Parasakthi Trading Co. Pvt. Ltd.		Shyam Kothari Foundation		HCK Educational and Development Trust		Kothari Petrochemicals Limited Employees' Gratuity Scheme	
	2024-25		2023-24		2024-25		2023-24		2024-25		2023-24		2024-25	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Dividend	18.00	17.00	-	-	0.01	0.02	-	-	-	-	-	-	-	-
Lease rental	-	-	29.40	27.74	8.40	7.40	43.90	-	-	-	-	-	-	-
Electricity charges	-	-	-	-	-	-	11.61	-	-	-	-	-	-	-
Locker Rent	-	-	0.05	0.05	-	-	-	-	-	-	-	-	-	-
Availing of man power services	-	-	-	-	9.21	-	-	-	-	-	-	-	-	-
Purchase of Spares	-	-	-	-	4.79	-	-	-	-	-	-	-	-	-
CSR Payment	-	-	-	-	-	-	-	-	120.00	75.00	10.00	12.30	-	-
Gratuity Contribution	-	-	-	-	-	-	-	-	-	-	-	-	105.09	10.98
Closing Balance	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note :

- a. Remuneration to KMP and Managing Director remuneration above does not include gratuity as the same is computed actuarially for all the employees and the amount attributable to the managerial person cannot be ascertained separately.
- b. Dividend of ₹100/- paid to Mrs. Nayanantara B. Kothari, Relative of Chairperson and Managing Director.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 35: Nature and extent of risks arising from financial instruments and respective financial risk management objectives and policies

The Company has adequate internal processes to assess, monitor and manage financial risks. These risks include market risk (including currency risk, interest risk and equity price risk), credit risk, liquidity risk and cyber security risk.

The Company seeks to minimise the effect of these risks by using financial instruments such as foreign currency forward contracts and appropriate risk management policies. The Company does not enter into trade financial instruments, including derivative financial instruments for speculative purposes.

a) Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and controls relating to the customer credit risk management. The Company uses financial information and past experience to evaluate credit quality of majority of its customers and individual credit limits are defined in accordance with this assessment. Outstanding receivables and credit worthiness of its counter parties are periodically monitored and taken up on a case to case basis. The Company evaluates the concentration of risk with respect to trade receivables as low, as the major chunk of trade receivables is from oil PSUs and companies with high credit rating. Export markets for spot customers were backed by letter of credit. There is no material expected credit loss based on the past experience. The Company assesses the impairment of trade receivables on a case to case basis and creates loss allowances, if required.

b) Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments as at 31st March 2025.

(₹ in Lakhs)

Particulars	Carrying amount	upto 1 year	1-3 years	More than 3 years	Total contracted cash flows
Interest bearing borrowings	-	-	-	-	-
Trade payables (Non - Interest bearing)	4,468.30	4,456.07	1.61	10.62	4,468.30
Other financial liabilities	577.54	574.09	3.45	-	577.54
Total	5,045.84	5,030.17	5.07	10.62	5,045.84

The table below provides details of financial assets as at 31st March 2025:

(₹ in Lakhs)

Particulars	Non Current	Current	Carrying Amount
Trade receivable	-	5,201.33	5,201.33
Cash and cash equivalents	-	1,371.53	1,371.53
Other financial assets	-	805.99	805.99
Investments	2,596.34	1,446.58	4,042.92
Total	2,596.34	8,825.43	11,421.77

NOTES FORMING PART OF FINANCIAL STATEMENTS**c) Market Risk****(i) Foreign currency riskmanagement :**

The Company is exposed to foreign exchange risk on account of exports. The Company has a forex policy in place whose objective is to reduce foreign exchange risk by deploying the appropriate hedging strategies (forward covers) and also by maintaining reasonable open exposures within the approved parameters depending on the future outlook on currencies.

Foreign currency forward covers outstanding as at Balance sheet date

Particulars	As at 31 st March 2025	As at 31 st March 2024
Forward cover (sell) :		
USD/INR (in FCY)	8.05	48.59
USD/INR (in INR)	703.10	4,046.31
EURO/ INR (in FCY)	-	-
EURO/ INR (in INR)	-	-

The forward contracts have been entered in to to hedge highly probable sale transactions and trade receivables. Forward cover has been taken for all the export trade receivables as at the above dates. Exposures to other currency is negligible and hence not considered above.

(ii) Interest rate riskmanagement :

The Company uses cash credit for working capital and used profits for maintenance and small capex, During the year, the Company is not exposed to significant interest rate risk as it does not have any interest-bearing borrowings or financial assets that are sensitive to interest rate movements. Accordingly, changes in market interest rates are not expected to have any material impact on the Company's financial statements.

(iii) Equity Price Risk :

The Company's listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification, by placing limits on equity instruments and partly routing through portfolio management services. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

Increase or decrease in equity prices by 5% would the expose the listed equity securities at fair value of ₹ 71.44 lakhs by ₹ 3.57 lakhs as at 31st March 2025 (₹ 14.88 lakhs - as on 31st March 2024).

(iv) Commodity Risk :

The Company is exposed to commodity price and supply risks associated with its key raw materials, primarily derived from crude oil. Fluctuations in global crude oil prices directly influence the cost of feedstock such as naphtha, butane and other petrochemical intermediates. These price movements are driven by a variety of factors including geopolitical developments, OPEC decisions, global demand-supply imbalances, and currency fluctuations.

In addition to price volatility, the Company faces risks related to the availability of raw materials in the required quality and quantity. Supply disruptions, changes in specifications, or logistics constraints may impact operational continuity and cost structures.

To manage these risks, the Company monitors price of rawmaterial continuously and Where ever viable, uses long-term contracts and hedging mechanisms to manage price volatility. The company is also in the process of getting into strategic relationships with a diversified base of reliable suppliers.

NOTES FORMING PART OF FINANCIAL STATEMENTS
Note 36: Events after the reporting period

No adjusting or significant non-adjusting events have occurred between 31st March 2025, the reporting date and the date of approval of financial statements.

Note 37: Contingent Liabilities and Commitments

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt	-	-
(b) Guarantees excluding financial guarantees	1,772.57	1,678.91
(c) Other money for which company is contingently liable(LC)	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	545.09	436.72
(b) Uncalled liability on shares and other investments partly paid; and	-	-
(c) other commitments (specify nature)	-	-

Note 38 : Dues to Micro and Small suppliers

Based on, and to the extent of information received from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), and relied upon by the auditors, the relevant particulars as at 31st March 2025 are furnished below:

(₹ in Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
The amounts remaining unpaid to micro and small suppliers as at the end of each accounting year		
Principal	574.29	482.90
Interest	0.03	0.03
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.03	0.03
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0.03	0.03

Note 39: Segment Reporting (Ind AS 108)

The Company is engaged in the business of Manufacture and sale of Petrochemical Products which constitutes single business segment. As per management's perspective, the risks and returns from its sales do not materially vary geographically. Accordingly, there are no other business / geographical segments to be reported under Ind AS 108.

NOTES FORMING PART OF FINANCIAL STATEMENTS**Note - 40: Additional Regulatory Information****(i) Ratios:**

Ratio	Numerator	Denominator	2024-25	2023-24
(a) Current Ratio, (in times)	Total Current Assets	Total Current Liabilities	2.34	3.14
(b) Debt-Equity Ratio, (in times)	Total Liabilities	Total Equity	0.24	0.29
(c) Debt Service Coverage Ratio, (in times)	PAT + Depreciation + Finance cost + Loss / (gain) on sale of assets	Finance cost + Principle lease payments and Loan repayments	34.61	8.53
(d) Return on Equity Ratio, (in %)	PAT	Average Total Equity	23.82%	29.08%
(e) Inventory turnover ratio, (in times)	Sale of products	Average Inventory	15.95	18.61
(f) Trade Receivables turnover ratio, (in times)	Net Credit Sales	Average Trade Receivables	11.16	11.90
(g) Trade payables turnover ratio, (in times)	Net Credit Purchases	Average trade payables	14.55	13.88
(h) Net capital turnover ratio, (in times)	Revenue from operations	Average Working capital	7.66	5.18
(i) Net profit ratio, (in %)	PAT	Revenue from operations	11.40%	10.58%
(j) Return on Capital employed, (in %)	Profit before Interest & tax	Total Equity + Non - current liabilities	25.87%	36.41%
(k) Return on investment (in %)	Gain (Loss) on Fair value of Investments + Dividend and Interest income from investments	Average value of Investments	14.59%	7.30%

The details of significant changes in ratios (25% or more) as compared to 2023 - 24

Ratios	2024-25	2023-24	% of Variance	Reason for variance
1. Current Ratio, (in times):	2.34	3.14	-25%	Due to redemption of investments, for purchase of land.
2. Debt Service Coverage Ratio, (in times)	34.61	8.53	306%	Due to repayment of term loan in previous year.
3. Net capital turnover ratio, (in times)	7.66	5.18	48%	Due to decrease in revenue and liquidation of investments
4. Return on Capital employed (in %)	25.87%	36.41%	-29%	Due to decrease in profits.

(ii) Disclosure on borrowings secured against current assets:

The company has working capital facilities from Indian bank. Quarterly returns or statements filed by the company against current assets with the bank and are in agreement with the books of accounts.

(iii) Registration of charges or satisfaction with Registrar of Companies (ROC):

The company has no charges or satisfaction yet to be registered with ROC beyond the statutory period.

Note 41: Exceptional items

In the year 2023-24, the company scrapped old equipment which have no further use. Gain / (Loss) is shown under Exceptional item.

Note 42: Previous year figures

Previous year figures have been regrouped wherever necessary to correspond with current year's classification / disclosure.

As per our report of even date attached

For P. Chandrasekar LLP
Chartered Accountants
FRN : 000580S/S200066

S. Raghavendhar
Partner
Membership No.244016

Place : Chennai
Date : May 28, 2025

For and on behalf of the Board of Directors of
Kothari Petrochemicals Limited
CIN : L11101TN1989PLC017347

Nina B.Kothari
Chairperson
DIN : 00020119

K. Priya
Company Secretary

S. Sundarraman
Director
DIN : 01032768

S. Sivamahesh
Chief Financial Officer

KOTHARI PETROCHEMICALS LIMITED

Regd. Office. "Kothari Buildings"

No. 115, Mahatma Gandhi Salai,

Nungambakkam, Chennai - 600 034.