

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



सत्यमेव जयते

Form language

 English Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L11101TN1989PLC017347

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	KOTHARI PETROCHEMICALS LIMITED.	KOTHARI PETROCHEMICALS LIMITED.
Registered office address	KOTHARI BUILDING,NO-115 NUNGAMBAKKAM HIGH ROAD MADRAS. TAMILNADU,NA,TAMILNADU,Tamil Nadu,India,600034	KOTHARI BUILDING,NO-115 NUNGAMBAKKAM HIGH ROAD MADRAS. TAMILNADU,NA,TAMILNADU,Tamil Nadu,India,600034
Latitude details	13.059244	13.059244
Longitude details	80.248294	80.248294

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Office Photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****7H

(c) *e-mail ID of the company

*****pt@hckgroup.com

(d) *Telephone number with STD code

04*****27

(e) Website

www.kotharipetrochemicals.com

iv *Date of Incorporation (DD/MM/YYYY)

28/04/1989

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002	INR000003753

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

05/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	20	Manufacture of chemicals and chemical products	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		AAE-5313	BHK Trading LLP	Holding	60.33

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	60000000.00	59640700.00	58846400.00	58846400.00
Total amount of equity shares (in rupees)	600000000.00	596407000.00	588464000.00	588464000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	60000000	59640700	58846400	58846400
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600000000.00	596407000.00	588464000	588464000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	600000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	60000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Redeemable Preference Shares				
Number of preference shares	600000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	60000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	1135675	57710725	58846400.00	588464000	588464000	
Increase during the year	0.00	140623.00	140623.00	1406230.00	1406230.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Dematerialisation, includes 92,100 shares transmitted to IEPF	0	140623	140623.00	1406230	1406230	
Decrease during the year	140623.00	0.00	140623.00	1406230.00	1406230.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialisation, includes 92,100 shares transmitted to IEPF	140623	0	140623.00	1406230	1406230	
At the end of the year	995052.00	57851348.00	58846400.00	588464000.00	588464000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

5773394300

ii * Net worth of the Company

3061550227

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6267193	10.65	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	35504812	60.33	0	0.00

10	Others <input type="text"/>				
	Total	41772005.00	70.98	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	9974550	16.95	0	0.00
	(ii) Non-resident Indian (NRI)	566387	0.96	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	250	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	3481	0.01	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	49400	0.08	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	5130655	8.72	0	0.00

10	Others				
	Other categories	1349672	2.29	0	0.00
	Total	17074395.00	29.01	0.00	0

Total number of shareholders (other than promoters)

44391

Total number of shareholders (Promoters + Public/Other than promoters)

44397.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual Female	11321
2	Individual - Male	32930
3	Individual - Transgender	0
4	Other than individuals	146
	Total	44397.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	38146	44391
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	1	1	1	0.02	10.63
B Non-Promoter	1	4	1	4	0.00	0.01
i Non-Independent	1	0	1	0	0	0
ii Independent	0	4	0	4	0	0.01
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others						
Total	2	5	2	5	0.02	10.64

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
NINA BHADRASHYAM KOTHARI	00020119	Director	6257500	
ARJUN BHADRASHYAM KOTHARI	07117816	Managing Director	9593	
MUTHUKUMARAN RAJAVEL	08145611	Whole-time director	0	
SUNDARRAMAN SITHARAMAN	01032768	Director	4000	
VELAMURI VENKATA SURYARAU	00010274	Director	0	

BRIJ MOHAN BANSAL	00261063	Director	4000	
GAUTAM ROY	06659522	Director	0	
SUKSHMAPURISWARA N SIVAMAHESH		CFO	0	
KRISHNA RAO PRIYA		Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/07/2024	36930	78	71.19

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2024	7	7	100
2	01/08/2024	7	7	100

3	04/11/2024	7	7	100
4	10/02/2025	7	7	100
5	17/03/2025	7	7	100

C COMMITTEE MEETINGS

Number of meetings held

18

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	16/05/2024	4	4	100
2	Audit Committee	01/08/2024	4	4	100
3	Audit Committee	04/11/2024	4	4	100
4	Audit Committee	10/02/2025	4	4	100
5	Nomination and Remuneration Committee	13/05/2024	3	3	100
6	Corporate social Responsibility committee	31/07/2024	3	3	100
7	Corporate social Responsibility committee	10/02/2025	3	3	100
8	Stakeholders Relationship Committee	03/04/2024	3	3	100
9	Stakeholders Relationship Committee	21/05/2024	3	3	100
10	Stakeholders Relationship Committee	11/06/2024	3	3	100
11	Stakeholders Relationship Committee	17/07/2024	3	3	100
12	Stakeholders Relationship Committee	26/07/2024	3	3	100
13	Stakeholders Relationship Committee	02/08/2024	3	3	100
14	Stakeholders Relationship Committee	17/09/2024	3	3	100
15	Stakeholders Relationship Committee	05/11/2024	3	3	100

16	Stakeholders Relationship Committee	27/11/2024	3	3	100
17	Stakeholders Relationship Committee	07/01/2025	3	3	100
18	Stakeholders Relationship Committee	30/01/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								05/08/2025
1	NINA BHADRASHYAM KOTHARI	5	5	100	14	14	100	Yes
2	ARJUN BHADRASHYAM KOTHARI	5	5	100	13	13	100	Yes
3	MUTHUKUMARAN RAJAVEL	5	5	100	0	0	0	Yes
4	SUNDARRAMAN SITHARAMAN	5	5	100	18	18	100	Yes
5	VELAMURI VENKATA SURYARAU	5	5	100	5	5	100	Yes
6	BRIJ MOHAN BANSAL	5	5	100	4	4	100	Yes
7	GAUTAM ROY	5	5	100	4	4	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Arjun Bhadrashyam Kothari	Managing Director	6514440	36261955	0	0	42776395.00
2	Muthukumaran Rajavel	Whole-time director	9525299	0	0	0	9525299.00

	Total		16039739.00	36261955.00	0.00	0.00	52301694.00
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B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Sukshmapuriswaran Sivamahesh	CFO	3843439	0	0	0	3843439.00
2	Priya Krishna Rao	Company Secretary	2223916	0	0	0	2223916.00
	Total		6067355.00	0.00	0.00	0.00	6067355.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Nina Bhadrashyam Kothari	Director	0	9065489	0	280000	9345489.00
2	Sitharaman Sundarraman	Director	0	0	0	370000	370000.00
3	Velamuri Venkata SuryaRau	Director	0	0	0	350000	350000.00
4	Brij Mohan Bansal	Director	0	0	0	340000	340000.00
5	Gautam Roy	Director	0	0	0	340000	340000.00
	Total		0.00	9065489.00	0.00	1680000.00	10745489.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Kothari Petrochemicals Limited	NSE	12/06/2024	SEBI LODR Reg 13(3)	14000	Penalty paid and settled.

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

44397

XIV Attachments

(a) List of share holders, debenture holders

KPC_MGT7-List of
Shareholders.xlsm

(b) Optional Attachment(s), if any

Signed Form MGT 8 KPL.pdf
Clarification Letter to ROC- Form
MGT-7 KPL.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

KOTHARI
PETROCHEMICALS
LIMITED.

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Vasumathy Vasudevan

Date (DD/MM/YYYY)

30/09/2025

Place

Chennai

Whether associate or fellow:

Associate Fellow

Certificate of practice number

9*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

31383

*(b) Name of the Designated Person

KRISHNA RAO PRIYA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*1*7*1*

*To be digitally signed by

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow



Membership number

3*3*3

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB7221153

eForm filing date (DD/MM/YYYY)

30/09/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Form MGT 8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Kothari Petrochemicals Limited** (CIN: L11101TN1989PLC017347) ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended March 31, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers and records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Central Government, ~~the Tribunal, Court~~ or other authorities within / ~~beyond~~ the prescribed time - The List of forms filed with various authorities are not Forming part of Annual Return as per Rule 2 (ii) of Companies (Management and Administration) Amendment Rules, 2015, hence no Certification of this is being done;
 4. calling or convening or holding meetings of Board of Directors or its-committees, if any and the meetings of the members of the Company, on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings ~~including the circular resolutions and resolutions passed by postal ballot, if any~~, have been properly recorded in the Minutes Book or Registers maintained for the purpose and the same have been signed;



V. Vasumathy & Associates

"Sai Darshan", 20/20, Flat 3, First Floor,
TTK Road First Cross Street, Alwarpet, Chennai - 600 018.
Phone: 044 - 4957 9711 Mobile: 099406 16711
E-mail: vvpcs@vasumathyassociates.com, GSTN: 33ADRPV9755H1Z0

5. closure of Register of Members / ~~Security holders~~, as the case may be;
6. advances or loans made to the directors or persons or firms or companies referred in Section 185 of the Act - Not Applicable;
7. contracts or arrangements with related parties as specified in Section 188 of the Act - As per information provided by the Company, the contracts / arrangements with Related Parties are said to be at arm's length basis and were in the ordinary course of business and requirements of the relevant provisions have been complied with;
8. ~~issue or allotment or transfer or transmission or buy back of securities or redemption of preference shares or debentures or alteration or reduction of share capital or conversion of shares or securities~~ and issue of letters of confirmation in such instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - Not Applicable;
10. declaration / payment of interim & final dividend, transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited financial statements as per the provisions of Section 134 of the Act and Directors' Report is as per sub-sections (3), (4) and (5) thereof;
12. constitution or ~~appointment~~ or re-appointment ~~or retirement or filling up casual vacancies~~ or disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. ~~appointment or re-appointment or filling up casual vacancy~~ of auditors as per Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director and Registrar of Companies, Court or such other authorities under the various provisions of the Act - No such approvals were required;



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Phone: 044 - 4957 9711 Mobile: 099406 16711
E-mail: vypcs@vasumathyassociates.com, GSTN: 33ADRPV9755H1Z0

15. acceptance/ renewal/ repayment of deposits - Not applicable;
16. borrowings from ~~its directors, members, public financial institutions, banks and others~~ and ~~creation or modification or satisfaction~~ of charges in that respect, wherever applicable;
17. there were no loans or guarantees given or securities provided to other bodies corporate or persons falling under the provisions of Section 186 of the Act and investments by the Company under the said provisions are within prescribed limits; and
18. there were no alterations in the provisions of the Memorandum and Articles of Association of the Company.

Note:

- We have also relied on scanned / soft copies of various documents / records which were provided by the Company
- Wherever words / phrases are not applicable to the company or such events have not occurred during the financial year, the same are struck-off in this certificate.

For V. VASUMATHY & ASSOCIATES,

VASUMATHY
VASUDEVAN

Digitally signed by
VASUMATHY
VASUDEVAN
Date: 2025.09.30
17:17:47 +05'30'

VASUMATHY VASUDEVAN

Practising Company Secretary

FCS No. 5424, COP: 9451

UDIN: F005424G001406681

Peer Review Certificate No. 6395/2025

Place: Chennai

Date: September 30, 2025

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



V. Vasumathy & Associates

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E-mail: vvpacs@vasumathyassociates.com, GSTN: 33ADRPV9755H1Z0

Annexure A

To
KOTHARI PETROCHEMICALS LIMITED
CIN: L11101TN1989PLC017347
Kothari Building
No. 115, Nungambakkam High Road
Chennai - 600 034.

My Certificate 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. This Certificate 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.
7. We have relied on scanned / soft copies of various documents / records which were provided by the Company.

Signature: **VASUMATHY VASUDEVAN**
Digitally signed by
VASUMATHY VASUDEVAN
Date: 2025.09.30 17:18:12
+05'30'
Name of the Practising Company Secretary: Vasumathy Vasudevan
FCS No.: 5424; COP No.: 9451
Peer Review Certificate No. 6395/2025

Place: Chennai
Date: September 30, 2025

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