

07<sup>th</sup> September 2017

**Sub: Declaration of Voting Results of the 28<sup>th</sup> Annual General Meeting held on Thursday, the 07<sup>th</sup> day of September 2017 at 10.30 A.M. at The Music Academy, Mini Hall, Old No.306, New No.168, T.T.K. Road, Chennai - 600 014**

The details are as follows:

Sl. No.	Notice Items	Resolutions (Ordinary / Special)	Mode of Voting (E-Voting / Polling Paper)
1.	Consider and adopt the Audited Financial Statements, the Reports of the Board of Directors and Auditors for the financial year ended 31 <sup>st</sup> March 2017.	Ordinary	Remote E-voting & Polling Paper
2.	Declaration of Dividend	Ordinary	
3.	Re-appointment of Mrs. Nina B. Kothari (DIN: 00020119) who retires by rotation	Ordinary	
4.	Appointment of Statutory Auditor	Ordinary	
5.	Ratification of Remuneration to Cost Auditor	Ordinary	
6.	Appointment of Mr.C.V.Sankar as Independent Director	Ordinary	

Based on the Report of the Scrutinizer, I hereby declare that the Resolutions for the above-mentioned items have been passed with **requisite majority**.

Thanking you

for **Kothari Petrochemicals Limited**

  
**Nina B. Kothari**  
Chairperson





# N. Sridharan & Associates

## Company Secretaries

N. SRIDHARAN, M.Com., ML., FCS., MBA.,  
CP No :7469 FCS : 1646

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### Consolidated Scrutinizer's Report On voting through ballot paper and through remote e-voting

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairperson  
Kothari Petrochemicals Limited,  
115, Mahatma Gandhi Road,  
Chennai - 600 034.

Madam,

Reg: Scrutinizer's report in connection with 28th Annual General Meeting of the Company held on Thursday, 7<sup>th</sup> September 2017 at 10.30 a.m. at The Music Academy, Mini Hall, 168 T.T.K Road, Chennai- 600014.

I, N. Sridharan, Company Secretary in Practice, has been appointed by the Board of Directors of Kothari Petrochemicals Limited ("the Company"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at 28th Annual general Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies ( Management and Administration) Rules, 2014, on the resolutions set out in the Notice dated 10<sup>th</sup> July, 2017 of the 28th AGM of the members of Kothari Petrochemicals Limited , held on 7th day of September, 2017 at 10.30 a.m. at The Music Academy, Mini Hall, New No-168, TTK Road, Royapettah, Chennai – 600014. Accordingly, I submit the report, on completion of remote e-voting process and voting through polling paper, as under:-

1. The Company has engaged the services of CDSL as the Authorised Agency to provide secured system for remote e-voting process.
2. The remote e-voting period remained open from 09.00 a.m. on 3<sup>rd</sup> September, 2017 up to 05.00 p.m. on 6<sup>th</sup> September, 2017.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 31<sup>st</sup> August, 2017.



4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, numbers of shares held, who had cast votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 28th AGM.
5. At the 28th AGM, after the declaration of Poll by the Chairperson, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence along with two witnesses 1. Mr. S. Krishnan and 2.Ms. Madhu. B who is not in the employment of the Company and poll papers was diligently scrutinized.
7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting the votes cast by the members present at the 28th AGM, through polling paper, the votes cast through remote e-voting were unblocked on 7th September, 2017, around 12.00' noon in the presence of two witnesses, 1. Mr. Mr. S. Krishnan and 2. Ms. Madhu. B who are not in the employment of the Company.
9. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of CDSL.
10. Based on reports generated from the e-voting website of CDSL and voting through polling paper at the 28th AGM , the consolidated report on the result of voting on each resolution are given hereunder:



**Item No.1**

**Resolution: Ordinary**

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon.

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	15	46037874	100
Voting through polling paper (in person or by proxy)	5	2600	100
<b>Total</b>	<b>20</b>	<b>46040474</b>	<b>100</b>

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	2	8520
<b>Total</b>	<b>2</b>	<b>8520*</b>

\*One shareholder holding 20shares abstained from voting



**Item No.2**

**Resolution – Ordinary**

**To declare a final dividend of Re.0.25/- paise per equity share of face value of Rs.10/- for the financial year 2016-2017.**

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	15	46037874	100
Voting through polling paper (in person or by proxy)	6	2620	100
<b>Total</b>	<b>21</b>	<b>46040494</b>	<b>100</b>

**Note:**

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	1	8500
<b>Total</b>	<b>1</b>	<b>8500</b>



**Item No.3**

**Resolution – Ordinary**

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.

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	14	45740374	100
Voting through polling paper (in person or by proxy)	6	2620	100
<b>Total</b>	<b>20</b>	<b>45742994</b>	<b>100</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	1	297500*
Voting through polling paper (in person or by proxy)	1	8500
<b>Total</b>	<b>2</b>	<b>306000</b>

\*One shareholder holding 297500shares abstained from voting



**Item No.4**

**Resolution – Ordinary**

**Appointment of Statutory Auditors**

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	15	46037874	100
Voting through polling paper (in person or by proxy)	5	2600	100
<b>Total</b>	<b>20</b>	<b>46040474</b>	<b>100</b>

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	2	8520
<b>Total</b>	<b>2</b>	<b>8520*</b>

\*One shareholder holding 20shares abstained from voting



**Item No.5****Resolution – Ordinary****Ratification of Remuneration to Cost Auditor**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	15	46037874	100
Voting through polling paper (in person or by proxy)	5	2600	100
<b>Total</b>	<b>20</b>	<b>46040474</b>	<b>100</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	1	20	100
<b>Total</b>	<b>1</b>	<b>20</b>	<b>100</b>

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	1	8500
<b>Total</b>	<b>1</b>	<b>8500</b>





**Item No.6**

**Resolution – Ordinary**

**Appointment of Mr. C.V. Sankar as Independent Director**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	15	46037874	100
Voting through polling paper (in person or by proxy)	6	2620	100
<b>Total</b>	<b>21</b>	<b>46040494</b>	<b>100</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	1	8500
<b>Total</b>	<b>1</b>	<b>8500</b>



11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 28th AGM shall remain in my safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe Keeping.

**I report that all the Resolutions have been passed by the shareholders with requisite majority.**

Thanking You,  
Yours faithfully,

For N.SRIDHARAN & ASSOCIATES,

*N. Sridharan*

N.SRIDHARAN  
COMPANY SECRETARY  
CP NO- 7469

Place: Chennai  
Date: 07/09/2017



For Kothari Petrochemicals Limited

*Dinesh Kothari*  
Chairman