

September 20, 2012

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

Dear Sirs,

Stock Code – **KOTHARIPET**

In Compliance with the Listing Agreement please find enclosed the proceedings of Annual General Meeting of Kothari Petrochemicals Limited for the year 2011-2012 held on 20.09.2012.

Kindly take this into your records and acknowledge the receipt.

Thanking you

Yours truly,
for **Kothari Petrochemicals Limited**


S. Sundaramurthy
Company Secretary

Encl: as above

PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING OF KOTHARI PETROCHEMICALS LIMITED HELD AT 10.30 AM ON THURSDAY, THE 20TH DAY OF SEPTEMBER 2012 AT THE MUSIC ACADEMY, MINI HALL OLD NO. 306, NEW NO. 168, T.T.K. ROAD, CHENNAI - 600 014.

Attendance

Members Present

In Person	-	925 Members were in attendance
By Proxy	-	03
By Representation u/s.187	-	11

Directors present

Mr.B.H.Kothari	-	Chairman & Managing Director
Mr.G.Narayanaswamy	-	Chairman - Audit Committee
Mr.P.S.Balasubramaniam	-	Director

Auditors Present

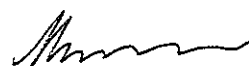
Mr.R.Subramaniam Partner, M/s.R. Subramanian & Co., Chartered Accountants, Chennai.	-	Statutory Auditor
Mr.R.Rajaram Partner, M/s.R. Subramanian & Co., Chartered Accountants, Chennai.	-	Statutory Auditor
Mr.G.Gurumoorthi Partner, M/s.K.R.Sarangapani and Co., Chennai.	-	Internal Auditor

In Attendance

Mr.S.Sundaramurthy	-	Company Secretary
Mr.N.Rangarajarathinam	-	President
Mr.M.Rajavel	-	President (Commercial)
Mr.R.Prakash	-	Company Secretary, Kothari Sugars & Chemicals Ltd.
Mr.J.Sreenivas	-	GM - Finance & Accounts

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for KOTHARI PETROCHEMICALS LIMITED


S. SUNDARAMURTHY
Company Secretary

Proceedings

Mr.B.H.Kothari, Chairman took the Chair and presided over the meeting.

As the requisite quorum was present, the Chairman called the meeting to order and welcomed the members.

The Chairman then introduced the Directors to the Members and stated that Mr.G.Narayanaswamy, Chairman of Audit Committee was present at the meeting to provide clarifications on Accounts and Audit in terms of requirements of the Companies Act, 1956 and the Listing Agreement.

The Chairman informed that pursuant to Section 307 of the Companies Act, 1956, the Register of Directors' Shareholdings and Proxies lodged under Section 176 of the Companies Act, 1956 were kept for inspection. The Company was in receipt of 03 numbers of Proxies under Section 176 and 11 numbers of representations under Section 187 of the Companies Act, 1956.

The Chairman delivered his speech on the business activities, performance and the future prospects of the Company.

With the consent of the Members present, the Notice and the Director's Report as circulated to the Members were taken as read.

Thereafter, at the request of the Chairman, Mr.S.Sundaramurthy, Company Secretary read the Auditors' Report dated 02 August 2012 on the Accounts for the year 2011-2012.

Thereafter, following businesses were transacted.

1. Adoption of Annual Accounts for the year 2011-2012

The Chairman took up the first matter of adoption of Accounts and proposed the following Resolution as an **Ordinary Resolution**:

"Resolved that the Audited Statement of Profit & Loss for the year ended 31st March 2012 and the Balance Sheet as on that date and notes appended thereto together with the Auditors Report and the Directors Report thereon be and are hereby adopted."

He then invited questions from the members on the Annual Accounts, Directors' Report and Auditors' Report. All the questions raised by the members were replied by the Chairman and thereafter the resolution was put to vote by show of hands to the members present and was approved 'Nem Con'.

2. Declaration of Dividend for the financial year 2011-2012

The Chairman took up the matter of declaration the Dividend for the financial year 2011-12 and proposed the following Resolution as an **Ordinary Resolution**, which was seconded by Mr.Pramood Agarwal, Member of the Company.

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"Resolved that the Dividend @ 5% (Fifty paise per share) on paid up Equity Share Capital be and is hereby declared for the year ended March 31, 2012 to those shareholders whose names appear on the Company's Register of Members as on 13th September, 2012."

The Ordinary Resolution was put to vote by show of hands to the members present and was approved 'Nem Con'.

3. Re-appointment of Mr.P.K.Rudra as Director

"Resolved that Mr.P.K.Rudra, Director, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed."

The Resolution was proposed and seconded by Member of the Company.

The Ordinary Resolution was put to vote by show of hands to the members present and was approved unanimously.

4. Appointment of Auditors

"Resolved that subject to the provisions of Sections 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs R.Subramanian and Company, Chartered Accountants, Chennai, the retiring Auditors be and are hereby re-appointed as Auditors of the Company, to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board."

The Resolution was proposed and seconded by Member of the Company.

The Ordinary Resolution was put to vote by show of hands to the members present and was approved 'Nem Con'.

Then the meeting concluded with a vote of thanks to the chair.

Place: Chennai

Date: 20th September 2012

CHAIRMAN

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for KOTHARI PETROCHEMICALS LIMITED



S. SUNDARAMURTHY
Company Secretary