

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

August 05, 2016

Dear Sir/ Madam,

Stock Code - **KOTHARIPET**

Sub.: 27th Annual General Meeting E-voting and Polling Paper Results

Dear Sir / Madam,

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed voting results along with Scrutinizer Report on the Resolutions passed at the 27th Annual General Meeting held on August 04, 2016.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully
for **Kothari Petrochemicals Limited**



S. Sundaramurthy
Company Secretary & Compliance Officer



Encl.: as above

Voting Results in accordance with Regulation 44 (3) of the (SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, for the business transacted by the Company through the facility of E-voting & Poll are furnished below:

Date of the AGM	August 04, 2016
Total number of shareholders on record date	11,356
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	03
Public	1,383
No. of shareholders attended the meeting through video Conferencing:	
Promoter and Promoter Group	Nil
Public	Nil

Item No.1	Consider and adopt: a) Audited Financial Statement for the year ended 31 st Mar 2016, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement for the year ended 31 st March, 2016.								
Resolution Required	Ordinary Resolution								
Whether Promoter / Promoter Group are interested in the resolution	No								
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting	41762412	41762312	100	41762312	0	100	0	
	Polling paper		0	0	0	0	0	0	
	Sub Total	41762412	41762312	100	41762312	0	0	0	
Public - Institutional holders	E-voting	1548931	0	0	0	0	0	0	
	Polling paper		0	0	0	0	0	0	
	Sub Total	1548931	0	0	0	0	0	0	
Public Non Institutional holders	E-voting	15535057	4263754	27.48	4263754	0	100	0	
	Polling paper		5412	0	4412	1000	81.52	18.48	
	Sub Total	15535057	4269166	27.48	4268166	1000	99.98	0.02	
	Total	58846400	46031478	78.22	46030478	1000	100	0.002	

Result: Ordinary Resolution passed with requisite majority.

for KOTHARI PETROCHEMICALS LIMITED


S. SUNDARAMURTHY
Company Secretary

Item No.2	Re-appointment of Mr.Arjun B. Kothari who retires by rotation							
Resolution Required	Ordinary Resolution							
Whether Promoter / Promoter Group are interested in the resolution	No							
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4) / (2)]*100	% of Votes against on votes polled (7)=[(5) / (2)]*100
Promoter and Promoter Group	E-voting	41762412	41762312	100	41762312	0	100	0
	Polling paper		0	0	0	0	0	0
	Sub Total	41762412	41762312	100	41762312	0	0	0
Public - Institutional holders	E-voting	1548931	0	0	0	0	0	0
	Polling paper		0	0	0	0	0	0
	Sub Total	1548931	0	0	0	0	0	0
Public Non Institutional holders	E-voting	15535057	4263754	27.48	4263254	500	99.99	0.01
	Polling paper		5412	0	4412	1000	81.52	18.48
	Sub Total	15535057	4269166	27.48	4267666	1500	99.96	0.04
	Total	58846400	46031478	78.22	46029978	1500	100	0

Result: Ordinary Resolution passed with requisite majority.

for KOTHARI PETROCHEMICALS LIMITED

S. SUNDARAMURTHY
Company Secretary

Item No.3	Appointment of Auditors							
Resolution Required	Ordinary Resolution							
Whether Promoter / Promoter Group are interested in the resolution	No							
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	41762412	41762312	100	41762312	0	100	0
	Polling paper		0	0	0	0	0	0
	Sub Total	41762412	41762312	100	41762312	0	100	0
	E-voting		0	0	0	0	0	0
Public - Institutional holders	Polling paper	1548931	0	0	0	0	0	0
	Sub Total	1548931	0	0	0	0	0	0
	E-voting		4263754	27.48	4263754	0	100	0
	Polling paper	15535057	5412	0	4412	1000	81.52	18.48
Public Non Institutional holders	Sub Total	15535057	4269166	27.48	4269166	1000	99.98	0.02
	Total	58846400	46031478	78.22	46030478	1000	100	0.002

Result: Ordinary Resolution passed with requisite majority.

for KOTHARI PETROCHEMICALS LIMITED

S. SUNDARAMURTHY
Company Secretary

Item No.4	Ratification of Cost Auditor Remuneration							
Resolution Required	Ordinary Resolution							
Whether Promoter / Promoter Group are interested in the resolution	No							
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	41762412	41762312	100	41762312	0	100	0
	Polling paper		0	0	0	0	0	0
	Sub Total	41762412	41762312	100	41762312	0	100	0
	E-voting	1548931	0	0	0	0	0	0
Public - Institutional holders	Polling paper		0	0	0	0	0	0
	Sub Total	1548931	0	0	0	0	0	0
	E-voting	15535057	4263754	27.48	4263253	501	99.99	0.01
	Polling paper		5412	0	4412	1000	81.52	18.48
Public Non Institutional holders	Sub Total	15535057	4269166	27.48	4267665	1501	99.96	0.04
	Total	58846400	46031478	78.22	46029977	1501	100	0

Result: Ordinary Resolution passed with requisite majority.

for KOTHARI PETROCHEMICALS LIMITED

S. SUNDARAMURTHY
Company Secretary

Item No.5	Increase in Remuneration to Mr.Arjun B. Kothari, Managing Director							
Resolution Required	Ordinary Resolution							
Whether Promoter / Promoter Group are interested in the resolution	No							
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	41762412	41762312	100	41762312	0	100	0
	Polling paper		0	0	0	0	0	0
	Sub Total	41762412	41762312	100	41762312	0	0	0
Public - Institutional holders	E-voting	1548931	0	0	0	0	0	0
	Polling paper		0	0	0	0	0	0
	Sub Total	1548931	0	0	0	0	0	0
Public Non Institutional holders	E-voting	15535057	4263754	27.48	4263253	501	99.99	0.01
	Polling paper		5412	0	4412	1000	81.52	18.48
	Sub Total	15535057	4269166	27.48	4267665	1501	99.96	0.04
Total		58846400	46031478	78.22	46029977	1501	100	0

Result: Ordinary Resolution passed with requisite majority.

for KOTHARI PETROCHEMICALS LIMITED


S. SUNDARAMURTHY
Company Secretary

04th Aug 2016

Sub: Declaration of Voting Results of the 27th Annual General Meeting held on Thursday, the 04th day of August 2016 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: a) The Audited Financial Statements, the Reports of the Board of Directors and Auditors b) The Audited Consolidated Financial Statements for the financial year ended 31 st March 2016.	Ordinary	Remote E-voting & Polling Paper
2.	Re-appointment of Mr. Arjun B. Kothari (DIN: 07117816) who retires by rotation	Ordinary	
3.	Appointment of Statutory Auditor	Ordinary	
4.	Ratification of Remuneration to Cost Auditor	Ordinary	
5.	Approval for increase in remuneration to Mr. Arjun B. Kothari, Managing 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

Nina B. Kothari
Chairperson





N. Sridharan & Associates

Company Secretaries

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

Cell: 97907 91965 / 94447 71442
E-mail: ensridaran@gmail.com

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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

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

Dear Sir,

Reg: Scrutinizer's report in connection with 27th Annual General Meeting of the Company held on Thursday, the 4th August 2016 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 27th 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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated 30th May, 2016 of the 27th AGM of the members of Kothari Petrochemicals Limited, held on Thursday, the 4th day of August, 2016 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 serviced 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 31st July 2016 up to 05.00 p.m. on 03rd August, 2016.



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 28th July, 2016.
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 casted votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 27th AGM
5. At the 27th AGM, after the declaration of Poll by the Chairperson, one ballot box kept for polling were 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. Ms BM Shanmugapriya and 2.Mr. R. Kamalakannan who are not in the employment of the Company and poll papers were 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 casted by the members present at the 27th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 4th August, 2016, around 1.00 p.m. in the presence of two witnesses, 1. Ms.BM.Shanmugapriya and 2. Mr. R. Kamalakannan, 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 27th AGM , the consolidated report on the result of voting on each resolution are given hereunder:



Item No.1**Resolution: Ordinary****To consider and adopt:**

(a) the audited financial statement of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and Auditors and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.

(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	42	46026066	99.9882
Voting through polling paper (in person or by proxy)	13	4412	0.0096
Total	55	46030478	99.9978

(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	1000	0.0022
Total	1	1000	0.0022

(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)	0	0
Total	0	0



Item No.2**Resolution – Ordinary**

To appoint a Director in the place of Mr. Arjun B. Kothari, (DIN 07117816) who retires by rotation and being eligible offers himself 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	41	46025566	99.9871
Voting through polling paper (in person or by proxy)	13	4412	0.0096
Total	54	46029978	99.9967

(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	1	500	0.0011
Voting through polling paper (in person or by proxy)	1	1000	0.0022
Total	2	1500	0.0033

(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)	0	0
Total	0	0



Item No.3

Resolution – Ordinary

To appoint M/s. R. Subramanian and Company., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

(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	42	46026066	99.9882
Voting through polling paper (in person or by proxy)	13	4412	0.0096
Total	55	46030478	99.9978

(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	1000	0.0022
Total	1	1000	0.0022

(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)	0	0
Total	0	0



Item No.4**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	40	46025565	99.9871
Voting through polling paper (in person or by proxy)	13	4412	0.0096
Total	53	46029977	99.9967

(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	2	501	0.0011
Voting through polling paper (in person or by proxy)	1	1000	0.0022
Total	3	1501	0.0033

(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)	0	0
Total	0	0



Item No.5**Resolution – Ordinary****Increase in Remuneration to Mr. Arjun B Kothari, Managing 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	40	46025565	99.9871
Voting through polling paper (in person or by proxy)	13	4412	0.0096
Total	53	46029977	99.9967

(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	2	501	0.0011
Voting through polling paper (in person or by proxy)	1	1000	0.0022
Total	3	1501	0.0033

(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)	0	0
Total	0	0



11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 27th 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 by the requisite majority.

Thanking You,
Yours faithfully,

For N.SRIDHARAN & ASSOCIATES,

N. Sridharan

N.SRIDHARAN
COMPANY SECRETARY
CP NO- 7469



Witness 1: *[Signature]*
(B.M. SHANMUGA
PRIYA)

Witness 2: *[Signature]*
R.KAMALAKANNAN

Place: Chennai
Date: 04.08.2016

For Kothari Petrochemicals Limited

[Signature]
Chairman