

September 22, 2010

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

Dear Sirs,

In Compliance with the Listing Agreement please find enclosed the proceedings of Annual General Meeting of Kothari Petrochemicals Limited for the year 2009-2010.

Kindly take this into your records and acknowledge the receipt.

Thanking you

Yours faithfully,
For **Kothari Petrochemicals Limited**


S.Sundaramurthy
Company Secretary

Encl: as above

PROCEEDING OF THE 21st ANNUAL GENERAL MEETING OF KOTHARI PETROCHEMICALS LIMITED HELD ON WEDNESDAY, THE 22nd DAY OF SEPTEMBER 2010 AT 10.30 A.M. AT THE MUSIC ACADEMY, MINI HALL, OLD NO.306, NEW NO.168, T.T.K. ROAD, CHENNAI - 600 014.

Directors present

Mr.B.H.Kothari	-	Chairman & Managing Director
Mr.G.Narayanaswamy	-	Chairman - Audit Committee
Mr.P.N.Devarajan	-	Director
Mr.P.K.Rudra	-	Director
Mr.N.Chandramouli	-	Director
Mr.P.S.Balasubramaniam	-	Director

In attendance

Mr.S.Sundaramurthy	-	Company Secretary
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Mr.R.Subramanian, Representing M/s. R. Subramanian and Company, Statutory Auditor
Mr.R.Rajaram, Representing M/s. R. Subramanian and Company, Statutory Auditor
Mr.G.Gurumoorthi, Representing M/s.K.R.Sarangapani and Co., Internal Auditor

Invitees

Mr.N.Rangarajarathinam	-	President
Mr.R.Prakash	-	Company Secretary, Kothari Sugars & Chemicals Ltd.
Mr.J.Sreenivas	-	DGM Finance & Accounts

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

825 Members & 03 Proxies recorded their presence at the meeting.

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

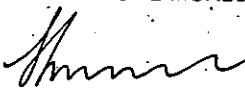
The Chairman then introduced the Directors to the Members and stated that Mr.G.Narayanaswamy, Chairman of Audit Committee was present at the meeting to provide clarifications on accounts and audit in terms of requirements of the Companies Act, 1956 and the Listing Agreement.

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 28 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 members were taken as read.

Certified True Copy
for KOTHARI PETROCHEMICALS LIMITED.


S. SUNDARAMURTHY
Company Secretary

Thereafter, at the direction of the Chairman, Mr.S.Sundaramurthy, Company Secretary read the Auditors' Report dated 12 August 2010 on the accounts for the year 2009-2010.

Thereafter, following ordinary businesses were transacted.

1. Adoption of Annual Accounts

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

"Resolved that the Audited Profit & Loss Account, for the year ended 31st March 2010 and the Balance Sheet as on that date and the Schedules, 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' 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 unanimously.

2. Re-appointment of Mr.G.Narayanaswamy as Director

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

The Resolution was proposed by Mr.S.Chellappa and it was seconded by Mr.S.Purushothaman.

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

3. Re-appointment of Mr.P.S.Balasubramaniam as Director

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

The Resolution was proposed by Mr.S.Purushothaman and it was seconded by Mr.K.S.Ananthanarayanan.

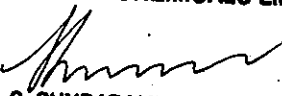
The Ordinary Resolution was put to vote by show of hands to the members present and was approved unanimously.

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."

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for KOTHARI PETROCHEMICALS LIMITED


S. SUNDARAMURTHY
Company Secretary

The Resolution was proposed by Mr. Mr.V.Balamurali and seconded by Mr.S.Chellappa

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

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

Place : Chennai

CHAIRMAN

Date : 22nd September 2010

Certified True Copy

for KOTHARI PETROCHEMICALS LIMITED



S. SUNDARAMURTHY
Company Secretary