

September 07, 2011

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,

In Compliance with the Listing Agreement please find enclosed the proceedings of Annual General Meeting of Kothari Petrochemicals Limited for the year 2010-2011.

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

PROCEEDING OF THE 22nd ANNUAL GENERAL MEETING OF KOTHARI PETROCHEMICALS LIMITED HELD ON WEDNESDAY, THE 07th DAY OF SEPTEMBER 2011 AT 10.30 A.M. AT RANI SEETHAI HALL, NO.603, ANNA SALAI, CHENNAI - 600 006.

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.P.S.Balasubramaniam	-	Director

In attendance

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

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

1420 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 07 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.

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for KOTHARI PETROCHEMICALS LIMITED


S. SUNDARAMURTHY
Company Secretary

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 direction of the Chairman, Mr.S.Sundaramurthy, Company Secretary read the Auditors' Report dated 29 July 2011 on the Accounts for the year 2010-2011.

Thereafter, following businesses were transacted.

1. Adoption of Annual Accounts for the year 2010-2011

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 2011 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' 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 unanimously.

2. Confirmation of Interim Dividend as the Final Dividend for the financial year 2010 - 2011

"Resolved that members hereby confirm the Interim Dividend paid on June 09, 2011 as the final dividend on equity shares for the financial year 2010-2011.

The Resolution was proposed by Mr.V.Balamurali 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.N.Devarajan as Director

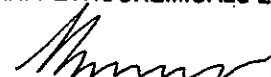
"Resolved that Mr.P.N.Devarajan, Director, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed."

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.

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for KOTHARI PETROCHEMICALS LIMITED



S. SUNDARAMURTHY
Company Secretary

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 by Mr.S.Purushothaman 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.

Since Mr.B.H.Kothari was interested in the next resolution he vacated the chair and requested Mr.G.Narayanaswamy, Director to occupy the Chair.

5. Re-appointment of Mr.B.H.Kothari, as Managing Director

Resolved that pursuant to Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII, and/or any statutory modification(s) or re-enactment(s) thereof, Mr.B.H.Kothari be and is hereby re-appointed as Managing Director of the Company for a period of 5 (five) years with effect from December 01, 2011 to November 30, 2016 without any remuneration, subject however that Mr.B.H.Kothari, Managing Director be paid sitting fees at such rate as paid to the other directors for attending the Board and Committee Meetings from time to time."

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

The Special 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

Date: 07th September 2011

CHAIRMAN

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for KOTHARI PETROCHEMICALS LIMITED


S. SUNDARAMURTHY
Company Secretary