



Kothari Petrochemicals Limited

28th Annual Report 2016 - 17





Bhadrashyam H Kothari

11.11.1961 - 22.02.2015



*With fond memories of our Dearest Chairman
You will always inspire and guide us.*

CORPORATE INFORMATION

| | | |
|---|---|--|
| Board of Directors | : | Nina B. Kothari - Chairperson Arjun B. Kothari - Managing Director P.N. Devarajan Pranab Kumar Rudra Dr. R.K.Raghavan C.V. Sankar (with effect from 10 th July, 2017) |
| Company Secretary | : | A. Thanikainathan |
| Chief Financial Officer | : | Cyrus Kallapurackal |
| Statutory Auditors | : | R. Subramanian and Company LLP Chartered Accountants No.6, Krishnaswamy Avenue, Luz, Mylapore, Chennai - 600 004 |
| Internal Auditors | : | K.R.Sarangapani & Co. Chartered Accountants, No.28/1, Anjuham Nagar, 1 st Street, Jafferkhanpet, Chennai - 600 083 |
| Cost Auditors | : | P. Rajulyer, M. Pandurangan & Associates No.42, Flat 1B, Sundar Regency, 3rd Street, Choolaimedu, Chennai - 600 094. |
| Secretarial Auditor | : | V.Vasumathy, Company Secretary in Practice No.10/23, Vinayagam Street, R.A. Puram, Chennai - 600 028. |
| Legal Advisors | : | S. Ramasubramaniam and Associates Advocates, No.6/1, Bishop Wallers Avenue (West) Mylapore, Chennai - 600 004 |
| Registered Office | : | "Kothari Buildings" No.115, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034 Phone No. 044 -30225616 / 30225507 / Fax No. 044 -28334560 e-mail: secdept@hckgroup.com website: www.kotharipetrochemicals.com |
| Registrar & Share Transfer Agent | : | Cameo Corporate Services Limited Subramanian Building, 5th Floor, No.1, Club House Road, Chennai - 600 002. Phone No. 044 - 28460390 to 28460394 Fax No. 044 - 28460129 e-mail: investor@cameoindia.com |
| Listing | : | The National Stock Exchange of India Limited (NSE) |
| Stock Code | : | KOTHARIPET |
| ISIN | : | INE720A01015 |
| CIN | : | L11101TN1989PLC017347 |
| Manufacturing Unit | : | No. 1/2-B, 33/5, Sathangadu Village, Tiruvottiyur - Ponneri High Road, Manali, Chennai - 600 068, Tamil Nadu. Phone No. 044 - 2594 1308 / 1309 |

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FINANCIAL HIGHLIGHTS

₹. in Lakhs

| Particulars | 2012-13 | 2013-14 | 2014-15 | 2015-16 | 2016-17 |
|---------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| PROFITABILITY ITEMS | | | | | |
| Gross Income | 26,152.05 | 37,055.05 | 31,005.27 | 23,572.93 | 24,652.68 |
| Profit (PBDIT) | 1,117.29 | 1,519.77 | 2,138.64 | 1,806.52 | 1,457.93 |
| Profit/ (Loss) After Tax | 520.56 | 790.64 | 1,130.49 | 918.45 | 583.80 |
| BALANCE SHEET ITEMS | | | | | |
| Net Fixed Assets | 4,844.38 | 5,278.18 | 5,380.39 | 5,454.54 | 6,899.47 |
| Investments | 317.85 | 1,093.23 | 1,194.60 | 613.83 | - |
| Net Current Assets | 1,592.58 | 856.05 | 932.76 | 976.09 | 1,554.18 |
| Total Capital Employed | 6,457.75 | 6,611.61 | 6,946.25 | 7,168.11 | 8,691.29 |
| Shareholders' Funds | 6,062.78 | 6,164.95 | 6,459.25 | 6,669.44 | 7,089.94 |
| RATIOS | | | | | |
| Book Value per share (Rs.) | 10.30 | 10.40 | 10.98 | 11.33 | 12.05 |
| EPS (Rs.) | 0.88 | 1.34 | 1.92 | 1.56 | 0.99 |
| Return on Investment | 8.59% | 12.82% | 17.50% | 13.77% | 8.23% |
| Dividend % | 7.50% | 10% | 10% | 10% | 5% |

NOTICE TO THE MEMBERS

Notice is hereby given that the 28th Annual General Meeting of Kothari Petrochemicals Limited will be held on Thursday, 7th 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 to transact the following business:

Ordinary Business

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Re.0.25/- paise per equity share of face value of Rs.10/- for the financial year 2016-17.
3. 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.
4. **Appointment of Statutory Auditors**

To consider and if thought fit to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. P. Chandrasekar LLP, Chartered Accountants (Registration No. 000580S/S200066), be and are hereby appointed as Statutory Auditors of the Company to hold office till the conclusion of the 33rd Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business**5. Ratification of Remuneration to Cost Auditor**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

“Resolved that subject to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 if any, and Companies (Audit & Auditors) Rules, 2014, (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and re-imbursement of out of pocket expenses to Mr.M.Pandurangan of M/s.P.Rajulyer, M.Pandurangan & Associates, Cost Accountant in practice for conducting the audit of cost records for the Poly Iso Butylene (PIB) unit of the Company for the year 2017-2018, be and is hereby ratified and confirmed.”

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

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

“Resolved that Mr.C.V. Sankar (holding DIN 00703204), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 10, 2017 in terms of Section 161 of the Companies Act, 2013 and Article 133 of the Company, who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company is, be and hereby appointed as an Independent Director of the Company for a term of five years upto July 09,2022 as per Sections 149, 150 & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013”.

By Order of the Board
for **Kothari Petrochemicals Limited**

Place: Chennai
Date:10th July, 2017

A.Thanikainathan
Company Secretary

NOTICE TO THE MEMBERS
Important Notes:

- a) **The Register of Members and Share Transfer books will remain closed from Friday, the 1st September, 2017 to Thursday, 7th September, 2017 (both days inclusive) on account of the Annual General Meeting and determining the entitlement of the Shareholders to the final dividend for the year 2016-17.**
- b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- c) **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
- d) A person can act as a Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- e) The instrument appointing a Proxy should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 Hours before the commencement of the meeting i.e. 10.30 a.m. on Tuesday, 5th September 2017. A Proxy form is sent herewith.
- f) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
- g) **Members or Proxies are requested to bring the attendance slips duly filled in along with their copies of Annual Reports to the meeting and members holding shares in Demat form are requested to bring in their details of DP ID and Client ID for ease of identification and recording of attendance at the meeting.**
- h) The Board of Directors at its meeting held on 13th February, 2017 declared an Interim Dividend at the rate (@2.5%) of Re.0.25/- paise per equity share of Rs.10/- each for the financial year 2016 - 2017. The total amount inclusive of dividend tax of Rs.163.30 lakhs was paid within the stipulated time.
- i) The Board of Directors at its meeting held on 29th May, 2017, recommended a final dividend at the rate (@ 2.5%) of Re.0.25/- paise per equity share of Rs.10/- each for the financial year 2016 - 2017. The Dividend would be paid by not later than 06th October, 2017 to those shareholders whose names stand on Register of Members as of the close of business hours on 31st August 2017, if declared. Dispatch of Dividend warrants / Demand Drafts / ECS credit would be done by 06th October 2017.
- j) Members who have not encashed their dividend warrants / Demand Drafts pertaining to the financial years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 are advised to write to the Company / RTA immediately claiming the dividends declared by the Company. The details of unpaid dividends that are due for transfer to Investor Education and Protection Fund (IEPF) are furnished below. As per Section 124 (6) of the Companies Act, 2013, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. The shareholder is entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the Act.

| Sl. No. | Nature of Dividend | Financial Year | Date of Declaration | Due Date for Transferr to IEPF |
|---------|--------------------|----------------|---------------------|--------------------------------|
| (i) | Interim Dividend | 2010-11 | 11.05.2011 | 16.06.2018 |
| (ii) | Final Dividend | 2011-12 | 20.09.2012 | 25.10.2019 |
| (iii) | Final Dividend | 2012-13 | 05.09.2013 | 10.10.2020 |
| (iv) | Final Dividend | 2013-14 | 02.09.2014 | 07.10.2021 |
| (v) | Final Dividend | 2014-15 | 10.08.2015 | 15.09.2022 |
| (vi) | Interim Dividend | 2015-16 | 19.03.2016 | 24.04.2023 |
| (vii) | Interim Dividend | 2016-17 | 13.02.2017 | 21.03.2024 |

NOTICE TO THE MEMBERS

- k) In terms of the extant provisions of IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 & 2015-16, as on the date of the 27th Annual General Meeting (AGM) held on 04th August, 2016, on the website of the IEPF viz. www.iepf.gov.in and also in the Company's Website www.kotharipetrochemicals.com under "Investors ---> Investor Relations."
- l) Members holding shares in Dematerialized form are requested to intimate immediately all changes pertaining to their Bank details NACH / NECS / ECS, mandates, nominations, power of attorney, change of address / name etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agents (RTA). Changes intimated to the Depository Participant will be automatically reflected in the Company's records which will help the Company and the RTA to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise the above changes and Transfer of Shares to the Company's RTA viz. M/s. Cameo Corporate Services Limited.
- m) Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail the benefits of easy liquidity, electronic transfer, savings in stamp duty, prevention of forgery, etc.
- n) The Company has designated an exclusive e-mail id viz. secdept@hckgroup.com to enable investors to register their complaints / queries, if any.
- o) In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all the abovementioned transactions.
- p) The shareholders are requested to send their queries on annual accounts / other reports of Annual Report to the Company in the email id secdept@hckgroup.com, atleast 3 days before the date of meeting, so that the requisite information/explanations can be provided at the meeting.**
- q) Pursuant to Section 72 of the Companies Act, 2013 and the Rules made thereunder the Members holding shares in single name may, at any time, nominate in form SH-13, any person as his/her nominee to whom the securities shall vest in the event of his/her death. Nomination would help the nominees to get the shares transmitted in their favour without any hassles. Members desirous of making any cancellation/variation in the said nomination can do so in form SH-14. The nomination forms can be downloaded from the Company's website www.kotharipetrochemicals.com.
- r) Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 with respect to the Directors seeking re-appointment at the forthcoming Annual General Meeting is appended to this notice.
- s) Electronic copy of the Notice and Annual Report of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice and Annual Report of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are sent in the permitted mode.
- t) Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.kotharipetrochemicals.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same at free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secdept@hckgroup.com.

Voting through Electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company shall provide members facility to exercise their right to vote at the General Meetings by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited, (CDSL):

The instructions for members for voting electronically (remote e-voting) are as under:

NOTICE TO THE MEMBERS

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID:

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|---------|---|---|
| User ID | For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID | Folio Number registered with the Company |

Then enter the Captcha Code as displayed and Click and Login

- v) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below:
- vi) Now, fill up the following details in the appropriate boxes:

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|------------------------|---|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat shareholders as well as physical shareholders) | |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. | |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. | |

* Members who have not updated their PAN with the Company/RTA/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. Incase the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name of the CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

To avoid this problem of filling a default number in future, members are strongly advised to update their PAN details and dividend bank details immediately with the Depository Participants / RTA - Cameo Corporate Services Limited / Company.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- x) Click on the relevant EVSN on which you choose to vote.
- xi) On the voting page, you will see Resolution description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

NOTICE TO THE MEMBERS

- xiii) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
- xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorize to vote on their behalf in PDF format in the system for the scrutinizer to verify the vote. Further, they are requested to send the scanned copy of the Board Resolution/Authorization to the email id of scrutinizer (kpl.scrutinizer@gmail.com) and RTA (murali@cameoindia.com) with a copy marked to helpdesk.evoting@cdslindia.com.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Phone No. 022-22723333.
- xviii) If Demat account holder has forgotten the password then enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app m-voting a available for android based mobiles. The m-voting app can be downloaded from Google Play store. iPhone and windows phone users can download the app from the App Store and the Windows Phone Stores respectively.

In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company / depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

VOTING AT AGM

- i) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

General

- a) The remote e-voting period commences on Sunday, 3rd September, 2017 at 9.00 A.M. and ends on Wednesday, 6th September, 2017 at 5.00 P.M. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting. The remote e-voting module shall be blocked by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) After despatch any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e. Thursday, 31st August, 2017 may obtain the login ID and password by sending an email to investor@cameoindia.com or secdept@hckgroup.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- c) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- d) The voting rights of a member shall be in proportion to his shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 31st August, 2017.
- e) Mr. N.Sridharan, Practising Company Secretary (Membership No. PCS 7469), Chennai has been appointed as Scrutinizer to scrutinize the e-voting process (electronically or otherwise) in a fair and transparent manner.
- f) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days after the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kotharipectrochemicals.com and website of CDSL <http://www.evotingindia.com> and also the same shall be forwarded to The National Stock Exchange of India Limited, Mumbai simultaneously, where the Company's shares are listed.
- h) Route Map showing directions to reach to the venue of the 28th Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 (SS-2) on "General Meeting."

NOTICE TO THE MEMBERS
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Item No.5

The Audit Committee and the Board of Directors of the Company at the meeting held on 29th May, 2017 appointed Mr.M.Pandurangan of M/s. P.Rajulyer, M.Pandurangan & Associates, Cost Accountants as the Cost Auditor for the Poly Iso Butylene (PIB) unit of the Company for the financial year 2017-2018.

As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought by way of Ordinary Resolution as set out in Item No.5 of the Notice to ratify the remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus applicable service taxes and re-imbursement of out of pocket expenses to Mr. M.Pandurangan of M/s. P.Rajulyer, M.Pandurangan & Associates, Cost Auditor for the Poly Iso Butylene (PIB) unit of the Company for the financial year 2017-2018 which has been duly approved by the Board of Directors after considering the recommendation made by the Audit Committee of the Company at the meeting held on 29th May, 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested either financially or otherwise, in the Resolution set out at Item No.5.

Item No.6

The Board of Directors of the Company through a Circular Resolution appointed Mr. C.V.Sankar as an Additional Director of the company to hold office from July 10, 2017. Mr. C.V.Sankar holds office upto the date of this Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company received requisite notice from a Member proposing Mr.C.V.Sankar as a candidate for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr.C.V.Sankar as an Independent Director of the Company for a term of five years upto 09th July, 2022 in pursuant to Section 149 and other applicable provisions of the Companies Act 2013.

In the opinion of the Board, Mr.C.V.Sankar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr.C.V.Sankar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Except Mr.C.V.Sankar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6. The disclosure under Clause 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchange is annexed with the Notice.

By Order of the Board
for **Kothari Petrochemicals Limited**

Place: Chennai
Date: 10th July, 2017

A.Thanikainathan
Company Secretary

THE INFORMATION IN RESPECT OF ITEM NO. 3 & 6 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES ON INDIA ABOUT THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER

| Particulars | Item No.3 | Item No.6 |
|--|-----------------|----------------------------|
| Name of the Director | Nina B Kothari | C. V. Sankar |
| Date of Birth | 21.07.1962 | 02.07.1956 |
| Date of First Appointment on the Board | 27.05.2014 | 10.07.2017 |
| Qualification | B A (Economics) | M.Com., M.B.A, IAS (Retd.) |