

CORPORATE INFORMATION

Board of Directors	: B.H.Kothari - Chairman & Managing Director G.Narayanaswamy P.N.Devarajan P.K.Rudra N.Chandramouli P.S.Balasubramaniam
Company Secretary	: S.Sundaramurthy
Statutory Auditors	: R.Subramanian and Company Chartered Accountants, No.6, Krishnaswamy Avenue, Luz, Mylapore, Chennai - 600 004
Internal Auditors	: K.R.Sarangapani and Co. Chartered Accountants, Chennai - 600 083
Legal Advisors	: S.Ramasubramaniam and Associates Advocates, Chennai - 600 004
Registered Office	: "Kothari Buildings" 115, Mahatma Gandhi Salai Nungambakkam, Chennai - 600 034 Phone No.044 -30225616 / 30225507 Fax No.044 -28334560
Registrar & Share Transfer Agent	: Cameo Corporate Services Limited Subramanian Building, 5 th 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), Mumbai

Stock Code	: KOTHARIPET
	ISIN No.INE720A01015

CONTENTS

	Page No.
Notice	3
Directors' Report	5
Management Discussion and Analysis	6
Corporate Governance Report	11
Auditor's Report	22
Balance Sheet	25
Profit and Loss Account	26
Cash Flow Statement	27
Schedules Forming Part of the Balance Sheet	28
Significant Accounting Policies	35
Attendance Slip / Form of Proxy	End of the report

NOTICE TO THE MEMBERS



Notice is hereby given that the 21st Annual General Meeting of Kothari Petrochemicals Limited will be held on Wednesday, September 22, 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 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited statement of Accounts for the year ended March 31, 2010 and to consider the reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.G.Narayanaswamy, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Mr.P.S.Balasubramaniam, who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of Auditors

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

"Resolved that subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. R. Subramanian and Company, Chartered Accountants, Chennai, the retiring Auditors be and are hereby 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".

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

Place: Chennai
Date : August 12, 2010

S Sundaramurthy
Company Secretary

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL. PROXIES SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. A member or proxy should fill the enclosed attendance slip and deposit the same at the entrance of the meeting hall.
3. All correspondence concerning change of address, transfer of shares etc. may be made to the Registrars and Share Transfer Agents, M/s. Cameo Corporate Services Limited.
4. Share Transfer books and Register of Members will remain closed from Tuesday, 14.09.2010 to Wednesday, 22.09.2010 (both days inclusive).
5. Shareholders are requested to bring copies of their Annual Reports, as no additional copies will be provided.
6. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of de-materialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.

THE INFORMATION IN RESPECT OF ITEM NO.2 & 3 IN ACCORDANCE WITH CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT FOR CORPORATE GOVERNANCE ABOUT DIRECTORS SEEKING RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER

Particulars	Item No.2	Item No. 3
Name of the Director	Mr.G.Narayanaswamy	Mr.P.S.Balasubramaniam
Date of Birth	April 27, 1928	July 12, 1944
Date of Appointment	October 26, 2005	September 26, 2003
Qualification	Bachelor of Science (B.Sc.,) Fellow of Institute of Chartered Accounts of India (F.C.A.)	Graduate in Commerce (B.Com.) Member of Institute of Chartered Accounts of India (A.C.A.) Member of Institute of Company Secretaries of India (A.C.S.)
Experience in specific functional areas	He has experience of more than 5 decades in the Accounting and Auditing profession. He is a senior partner of M/s.Venkatraman & Co. Chartered Accountants, Chennai.	He has over 42 years of experience at Middle and Senior Management levels in the Financial Services Sector. He was the Managing Director of Investment Trust of India Ltd., President of Federation of Indian Hire Purchase Association, Chairman of Equipment Leasing Association of India and Vice President of Asian Leasing Association, representing India."
List of other Companies in which Directorship held	1. Southern Electronics Bangalore Private Limited 2. Watanmal India Private Limited 3. Integral System & Component Pvt. Ltd.	1. Kothari Safe Deposits Ltd. 2. Kothari Biotech Ltd. 3. Kothari International Trading Ltd. 4. Mahaveer Finance India Ltd. 5. Finance Companies Association (India) 6. HCK Capital Services Pvt. Ltd.
Chairman / Member of the Committee of the Board of Director of the Company	Audit Committee - Chairman	1.Share Transfer cum Shareholder Grievances Committee - Chairman 2.Investment and Credit Approval Committee – Member
Chairman / Member of the Committee of the other companies in which he is a Director	Southern Electronics Bangalore Private Limited - Chairman	Kothari Safe Deposits Limited, 1.Share Transfer Committee - Member 2.Investment Committee - Member
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on March 31, 2010	NIL	1000 Shares

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

Place: Chennai
Date : August 12, 2010

S Sundaramurthy
Company Secretary

To the Members,

The Directors present the 21st Annual Report of the Company together with the Audited Accounts for the year ended March 31, 2010.

The performance highlights of the Company for the year are summarized below.

1. Financial Performance

(Rs. in Lakhs)

Particulars	2009-10	2008-09
PBIDT	921.25	434.42
Interest	30.50	36.69
Profit after Interest	890.75	397.73
Depreciation & Goodwill	278.68	276.60
Profit after Depreciation & Goodwill	612.07	121.13
Fringe Benefit Tax & Provision for Taxation	237.11	18.48
Profit After Tax (PAT)	374.95	102.65

2. Performance for the financial year 2009-10

The Company has achieved a turnover of Rs.12,179.90 Lakhs for the year ended March 31, 2010 as against Rs.13,984.79 Lakhs for the previous year. The reduction in turnover is on account of intense competition and also lesser realisation. However, the profitability has improved due to reduction in input costs and efficient operations. The Company has achieved Export House status during the current year.

The plant adheres to excellent safety norms and conducts periodical safety & technical audits, training programme on chemical and safety exercises. The entire plant area is covered with green belt and additional efforts for improving the same will continue in the coming years.

Your plant has been operating with both Quality Management System (ISO 9001:2000) and Environmental Management System (ISO 14001: 2004) after a recertification audit was conducted by M/s. Det Naorske Veritas, Germany.

3. Dividend

The Directors do not recommend a dividend for this year, in view of the carried forward accumulated losses.

4. Disclosure under Section 217(2A) and 217(1)(e) of the Companies Act, 1956

As required under the provision of sub-section (2A) of Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, particulars of employees are required to be set out in the annexure to the Directors' Report. However, as per provision of

Section 219(1)(b)(iv) of the Companies Act, 1956, the report and the Accounts are being sent to all the shareholders excluding the aforesaid information. Any shareholder desirous of obtaining the same may write to the Company Secretary.

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 is furnished in 'Annexure I'

5. Public Deposit

The Company has not accepted any Public Deposit during the year and there was no outstanding deposit anytime during the year.

6. Directors

Mr.G.Narayanaswamy & Mr.P.S.Balasubramaniam, Directors, retire by rotation and being eligible offer themselves for re-appointment.

7. Directors' Responsibility Statement

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm:

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
- ii. that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- iii. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv. that the directors had prepared the annual accounts on a going concern basis.

8. Management Discussion and Analysis

Kothari Petrochemicals Limited (KPL) is still retaining the status of the largest Polyisobutene (PIB) manufacturer in India with an installed capacity of 22,000 TPA. Our product has been well recognized in the international market with respect to quality and has been getting fresh enquires / orders from new customer segments.

Industry Structure & Development:

Using Iso Butylen rich LPG, Kothari Petrochemicals Limited (KPL) manufactures PIB of various grades to meet the customers specific demand like Rubber, Plastic and Lube oil additives. KPL is also in the process of exploring new grades.

Outlook:

PIB is mainly consumed in lubricants and additives, which cater to the automotive industry. After a 15 month period of recessionary trend, there was a sign of improvement of PIB demand from overseas / domestic market during 2009-10.

However as a precautionary measure, unlike during the pre recession period, most of the customers are hesitant to build up the stock of PIB. This trend is expected to continue for one more year and in turn the export sale may not have a significant growth in 2010-2011.

Opportunities:

Despite low demand for low molecular weight PIB from automobile and construction industries, KPL could manage to identify new applications with higher molecular weight PIB and started selling good volume in export market. To meet this demand KPL has continuously been on the path to improve the product quality by introducing advanced quality improvement processes at various levels.

As a customer-oriented strategy, KPL has a customer / market specific inventory approach which lends enormous supply security to its customers. Supply Security, International Quality and Impeccable Service have become the core competitive strengths of KPL.

Threats:

Currently our Company holds a market share of 70% of the PIB requirement for 2T oil sector. However, in view of the decreasing demand for 2T oil in domestic market, major oil companies apprehend a steep fall in the sale of 2T oil during 2010-11 which is likely to affect our company's sales too.

Global majors like Texas Petro Chem, USA, Daelim, Korea and Poly Butanos, Brazil have completed their expansions and put the additional quantity in the market which has created a awareness of availability of surplus quantity in the market at a very competitive price among the unorganized customers/ traders. Further these competitors and most other international PIB manufacturers have either captive source of feedstock or an adjunct refinery supplying feedstock through pipeline. This gives them a tremendous cost advantage since feedstock constitutes a major portion of the cost of production.

The currency value fluctuation also played a key role for the loss of lot of opportunity for sales in year 2009-2010 and it still continues.

Absence of clear Government policies to protect the exporters from the currency fluctuation is also a worrying factor.

Risk & Concerns:

In view of the huge swing in the prices of international crude oil, the raw materials suppliers themselves are unable to quote the prices sufficiently in advance and this has put KPL in a clueless situation to predict the movement of Raw Material Price.

To reduce the higher dependency on a few raw material suppliers, KPL is continuously striving to identify alternate sources for raw material.

The global competitors, mainly from Korea, have extended open credit to their customers in a big way to capture the market to sell the additional volume out of expansion. This has compelled KPL to extend additional credit to customers like Infineum, Soltex etc.

To mitigate the financial risks in global business, KPL as a strategy has covered its exports under a comprehensive ECGC policy. In addition, stringent credit terms are adopted wherever feasible to minimize the credit risks. Considerable amount of due diligence is carried out before accepting customers on open credit terms.

KPL also takes forward foreign exchange cover to hedge against forex fluctuations.

Internal Control Systems and their adequacy:

KPL is having a comprehensive system of internal inspection and audit as a check on internal control management systems. The company has appointed an independent firm of Chartered Accountants as Internal Auditors. The reports of such auditor / inspector are being reviewed periodically for further improvement. Cost of Production (COP) sheet, Standard Operation Procedure (SOP), Activity Based Costing (ABC), Safety / Technical Audit are a few such systems in practice.

Compliance: The Company has commitment of compliance with the internal audit towards the submissions of various returns and data information as required by the statutory authorities. The Company has an internal audit department, which verifies and administers suitable internal control system.

Vigilance: The Audit Committee reviews the report of Internal Audit and expresses ways and means to overcome the lapses, if any, pointed out in the report.

Corporate Governance: The Statutory Auditor of the Company has given a certificate to the Board as required under Clause 49 of the Listing Agreement.

Human Resources / Industrial Relations

The success of an organization depends predominantly upon its trained and talented resources. Keeping this in mind the organization has initiated various development programmes this year. During the year the organization has implemented initiatives such as 5S, SGA (Small Group Activities) Employees Reward and Recognition programme, Employee suggestion Scheme and other developmental initiatives. During the year employees underwent series of training programmes as part of the developmental initiatives of

the organization. In order to involve the employees in the developmental process we have conducted brainstorming sessions across the units for improving the process and overall development of the organization. The inputs from the employees are carefully examined by a team of senior officials and efforts are on to bring in improvements wherever necessary. The organization looks at the performance of the employees as a key driver of growth and internal talents has been recognized by way of promotions with higher/additional responsibilities.

During the year the Industrial Relations have been cordial, conducive and mutually productive. The total number of employees as on 31st of March 2010 was 95 in respect of Petrochemical operations.

9. Corporate Governance

We believe that Corporate Governance is the crux of Shareholder value creation. Our governance practices along with the Auditor's Certificate on its compliance are attached hereto as an Annexure to this report.

10. Re-appointment of Auditor

M/s.R.Subramanian and Company, Chartered Accountants, Chennai, retire at the forthcoming annual general meeting and are eligible for re-appointment. As required under section 224 of the Companies Act, 1956, the company has obtained from them a confirmation to the effect that their re-appointment, if made, would be in conformity with the limits prescribed in the said section.

11. Acknowledgement

The Board acknowledges the co-operation and support extended by the employees, consultants, suppliers, customers and all its business associates.

The Directors place on record their appreciation for the continued support and co-operation they have received from Financial Institutions, Banks, Central and State Governments.

On behalf of the Board
for **Kothari Petrochemicals Limited**

Place: Chennai
Date : August 12, 2010

B H Kothari
Chairman and Managing Director

FORM A
Form for disclosure of particulars with respect to conservation of energy
MANALI PLANT
A. Power and fuel consumption

1. Electricity	Current year	Previous year
(a) Purchased		
Unit (Kwh)	48,80,270	51,02,960
Total Amount (Rs.)	2,35,20,079	2,26,19,873
Rate/unit (Rs.)	4.82	4.43
(b) Own generation		
(i) Through diesel generator		
Units	17,32,004	22,24,506
Unit per-litre of diesel oil	3.31	3.24
Cost/Units	10.16	11.12
(ii) Through steam turbine/generator		
Units	--	--
Units per-litre of fuel oil/gas	--	--
Cost/units	--	--
2. Coal (specify quality and where used)		
Quantity (kilo litres)	--	--
Total cost	--	--
Average rate	--	--
3. Furnace oil		
Quantity (kilo litres)	2,215.95	2,607.18
Total amount	5,07,37,459	6,88,84,912
Average rate	22,895.78	24,601.00
4. Others/internal generation (please give details)		
Quantity	--	--
Total cost	--	--
Rate/unit	--	--

B. Consumption per unit of production

	Standard (if any)		
Products (with details) in MT	--	13,197.10	13,272.50
Electricity (Unit per MT)	500	499.90	552.08
Furnace oil	0.20	0.17	0.20
Coal (specify quality)	--	--	--
Others (specify)	--	--	--

B. TECHNOLOGY ABSORPTION

FORM B

(Form for disclosure of Particulars with respect to Technology Absorption)

Research and Development (R & D)	:	Nil
Expenditure on R & D	:	Nil
Technology absorption, adoption and innovation	:	Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange earnings and outgo

Rs. in Lakhs

S.No	Particulars	2009-10	2008-09
(i)	Total Foreign Exchange earned	2,635.46	3,274.11
(ii)	Total Foreign Exchange outflow	34.54	31.16

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2009-10

(As required by Clause 49 of the Listing Agreement of the Stock Exchanges)

1. Company's Philosophy

In Kothari Petrochemicals Limited (KPL), the pursuit towards achieving good Corporate Governance is an on-going process, thereby ensuring truth, transparency, accountability and responsibility in all our dealings with customers, dealers, employees, shareholders and with every individual who comes in contact with the Company.

KPL firmly believes that the practice of trusteeship, transparency, empowerment and accountability in all dealings with its stakeholders, which leads to the creation of the right corporate culture, in which the company is managed in a manner that fulfils the purpose of Corporate Governance.

KPL's commitment for effective Corporate Governance continues and the company has always been at the forefront of benchmarking its internal systems and controls within reasonably accepted standards to create long term value for its shareholders.

2. Board of Directors

In compliance with the Corporate Governance norms the present strength of the Board is Six, headed by the Chairman & Managing Director, Mr. B.H.Kothari. Except Mr.B.H.Kothari, Mr.N.Chandramouli and Mr.P.S.Balasubramaniam all others are Independent Directors.

Non-executive Directors (NED) are professionals and have vast experience in the field of industry, finance and law representing optimal mix of professionalism, knowledge and expertise. They bring wide range of expertise and experience to the Board.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director. Necessary disclosure regarding Committee positions in other companies as on 31 March 2010 have been made by the Directors.

The details of composition of the Board, the attendance at Board meetings during the financial year and at the last Annual General Meeting, number of directorships and committee positions held during 2009-10 are furnished in the following table.

Name of the Director	Category	No. of Board Meetings Attended	Attendance at previous AGM attended September 18, 2009	No. of Directorship in other Public Companies	No. of Committee positions (as member / chairman) held in other Public Companies	
					Member	Chairman
Mr.B.H.Kothari	CMD	5	Present	3	2	Nil
Mr.G.Narayanawamy	INED	5	Present	Nil	Nil	Nil
Mr.P.K.Rudra	INED	5	Present	Nil	Nil	Nil
Mr.N.Chandramouli	NED	5	Present	2	Nil	Nil
Mr.P.S.Balasubramaniam	NED	4	Present	5	2	2
Mr.P.N.Devarajan (**)	INED	3	Present	1	Nil	Nil
Mr.V.R.Deenadayalu (*)	INED	1	NA	2	Nil	Nil

INED - Independent Non Executive Directors & NED - Non- Executive Directors

(*) Mr.V.R.Deenadayalu, Director resigned on 24th April 2009

(**) Mr.P.N.Devarajan was appointed to fill the above casual vacancy on 24th April 2009

BOARD MEETINGS HELD DURING				
24.04.2009	24.07.2009	18.09.2009	29.10.2009	21.01.2010

3. Committees of the Board

The Board has set up the following Committees as required under Corporate Governance:

a. Audit Committee

During the year under review, the Committee met 4 times and the attendance details of Committee Members is as follows:

Sl.No.	Name of the Member	Category	Meetings participated
1.	Mr. G. Narayanaswamy	Chairman	4
2.	Mr.N.Chandramouli	Member	4
3.	Mr.P.K.Rudra	Member	4
4.	Mr.P.N.Devarajan (**)	Member	2
5.	Mr.V.R.Deenadayalu (*)	Member	1

(*) Mr.V.R.Deenadayalu, Director resigned on 24th April 2009

(**) Mr.P.N.Devarajan was appointed to fill the above casual vacancy on 24th April 2009.

b. Audit Committee Meetings held during the financial year 2009-2010

AUDIT COMMITTEE MEETINGS			
24.04.2009	24.07.2009	29.10.2009	21.01.2010

c. Board Reference to the Audit Committee

The Auditors of the Company (both Statutory and Internal Auditors) participate in the Audit Committee meetings as also the Finance In-charge and other operational heads, of the Company. The Company Secretary acts as the Secretary of the Audit Committee. The powers and role of the Audit Committee are as specified in clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The Board's terms of reference of the committee includes the following:

- i. To review the internal controls, with the Management and the Auditors and report to the Board together with recommendations thereon.
- ii. To select and establish accounting policies.
- iii. To review the adequacy of internal audit function, staffing, reporting structure and frequency of internal audits.
- iv. To review the Company's financial and risk management policies.
- v. To approve the Quarterly Unaudited Financial Results for publication.

- vi. To review the Management Discussion and Analysis Report.
- vii. To review the related party transactions submitted by the management.

d. Share Transfer cum Shareholder's Investors / Grievances Committee

The Share Transfer cum Shareholders' / Investors' Grievances Committee comprises of Messrs P.S.Balasubramaniam, B.H.Kothari and N.Chandramouli to look into redressing of Shareholders' and Investors complaints such as transfer of shares, non-receipt of annual reports etc. Mr.S.Sundaramurthy, Company Secretary, is the Compliance Officer.

During the year under review, the Committee met 12 times and the attendance details of Committee Members is as follows:

Sl.No.	Name of the Member	Category	Meetings participated
1	Mr. P.S.Balasubramaniam	Chairman	11
2	Mr. B.H.Kothari	Member	10
3	Mr. N.Chandramouli	Member	12

e. Details of the Complaints received from the Shareholder(s) / Department(s) during the Financial Year 2009 - 2010

Sl. No.	Subject of Complaints	Total Complaints received	Complaints redressed	Redress under process at the year end
1	Non receipt of Dividend	02	02	Nil
2	Transfer of shares	Nil	Nil	Nil
3	Dematerialization matters	Nil	Nil	Nil
4	Non receipt of annual reports	03	03	Nil
5	Others	Nil	Nil	Nil
	Total	05	05	Nil
1	SEBI	Nil	Nil	Nil
2	Ministry of Corporate Affairs	Nil	Nil	Nil
3	National Stock Exchange	Nil	Nil	Nil
4	Registrar of Companies	03	03	Nil
5	Consumer forum	Nil	Nil	Nil
	Total	03	03	Nil

f. Remuneration Committee

No Remuneration Committee was constituted by the Company during the financial year 2009-10, since no director was in receipt of any remuneration other than sitting fees.

4. Directors' sitting fees

Sitting fees for the Board/Committee meetings for the year 2009-10 and the details are furnished hereunder:

(Amount in Rs.)

Sl.No.	Name of the Directors	Sitting fees paid		
		Board Meeting	Audit Committee	Total
1.	Mr.B.H.Kothari	25,000	NA	25,000
2.	Mr.G.Narayanaswamy	25,000	16,000	41,000
3.	Mr.P.K.Rudra	25,000	16,000	41,000
4.	Mr.N.Chandramouli	25,000	16,000	41,000
5.	Mr.P.S.Balasubramaniam	20,000	NA	20,000
6.	Mr.P.N.Devarajan (**)	15,000	8,000	23,000
7.	Mr. V.R. Deenadayalu (*)	5,000	4,000	9,000

(*) Mr.V.R.Deenadayalu, Director resigned on 24th April 2009

(**) Mr.P.N.Devarajan was appointed to fill the above casual vacancy on 24th April 2009.

5. Annual General Meeting

Location and time of last three Annual General Meetings are as under:

Year	Venue	Date	Day	Time
2008-2009	The Music Academy, Mini Hall, Old No.306, New No. 168T.T.K. Road, Chennai-14	September 18, 2009	Friday	10.15 A.M.
2007- 2008		September 18, 2008	Thursday	11.00 A.M.
2006 - 2007		September 20, 2007	Thursday	11.30 A.M.

6. Details of Special Resolutions passed during the last three Annual General Meetings

Date of AGM	Whether any Special Resolution was passed	Particulars
Sep 18, 2009	Nil	-
Sep 18, 2008	Nil	-
Sep 20, 2007	01	Appointment of Mr.B.H.Kothari, as Managing Director for a period of 5 years w.e.f. 01.12.2006 to 30.11.2011 without remuneration.

7. Postal Ballot

During the financial year 2009-2010 no Special Resolution was passed through Postal Ballot.

8. Disclosures

During the financial year 2009-2010, the Audit Committee and the Board considered periodically the statement of related party transactions with details together with the basis at their meetings. However, the Company had no materially significant related-party transactions, which are considered to have potential conflict with the interests of the Company at large. As required by the Accounting Standard AS-18 and Clause 49(A) of Listing Agreement entered into with NSE, the details of related party transactions are given as a schedule in Notes to accounts, which is forming part of accounts.

There has not been any instance of non-compliance, penalties or strictures imposed by the Stock Exchanges, and / or SEBI on any matter relating to capital markets, in the preceding three years.

The Company has adopted a Code of Conduct for its Directors and Senior Management, which has been posted on the Company's website. The Chairman has given a declaration that the Directors and Senior Management of the Company have affirmed the compliance with the Code of Conduct.

As required under Clause 49 of the Listing Agreement a Certificate signed by the Chairman & Managing Director and Head Finance is attached.

9. Management Discussion and Analysis Report

A Management Discussion and Analysis Report, which forms a part of the Directors Report, is annexed hereto.

10. Communication

The Quarterly, Half Yearly, Nine Months period and Annual financial results are published in The Financial Express and Malai Murasu, Chennai. The financial results and other important events are also posted in the Company's website at www.kotharipetrochemicals.com. The Half-Yearly financial results are not sent individually to the shareholders.

11. Shareholder Information

Annual General Meeting

Day, Date and Time	Wednesday, September 22, 2010 at 10.30 A.M.
Venue	The Music Academy, Mini Hall, Old No.306, New No.168. T.T.K.Road, Chennai - 600 014

12. Financial Year of the Company

The Financial Year covers the period from 1st April to 31st March.

Financial Reporting for year 2010-2011 (Tentative)

Results for Quarter ending 30 th June, 2010	First fortnight of August, 2010
Results for Quarter ending 30 th September, 2010	First fortnight of November, 2010
Results for Quarter ending 31 st December, 2010	First fortnight of February, 2011
Results for Quarter ending 31 st March, 2011	First fortnight of May, 2011

13. Date of Book Closure

The period of book closure is fixed from Tuesday, 14.09.2010 to Wednesday, 22.09.2010 (both days inclusive)

14. Details of the outstanding ADRS/GDRS/WARRANTS OR CONVERTIBLE INSTRUMENTS

Not applicable.

15. Listing Particulars

The shares of the Company are listed in The National Stock Exchange of India Limited, Mumbai and the listing fees upto the financial year 2010 - 11 have been paid. (Stock Code – **KOTHARIPET**)

16. Market Price Data: High, Low in each month of the Financial Year 2009-2010 on The National Stock Exchange of India Limited.

(Amount in Rupees)

Month	High	Low	Month	High	Low
April 2009	8.90	5.40	October 2009	9.35	7.80
May 2009	13.70	7.50	November 2009	12.70	7.00
June 2009	15.95	9.05	December 2009	10.40	8.25
July 2009	10.35	8.30	January 2010	13.50	9.25
August 2009	11.25	8.55	February 2010	10.35	8.75
September 2009	10.45	8.15	March 2010	9.40	7.60

17. Registrar and Share Transfer Agents

The Registrars and Share Transfer Agents of the Company is M/s. Cameo Corporate Services Ltd., at "Subramanian Building", No.1, Club House Road, Chennai - 600 002.

18. Distribution of Shareholdings

No. of Equity shares held	No. of Shareholders	No. of Shares
Upto 5000	7,769	24,11,858
5001-10000	1,839	16,59,812
10001-20000	591	9,83,875
20001-30000	196	5,11,164
30001-40000	77	2,91,895
40001-50000	124	6,01,012
50001-100000	127	9,59,777
100001 and above	113	5,14,27,007
Total	10,836	5,88,46,400

19. Shareholding Pattern

Sl. No.	Category	No. of Holders	No. of shares	% of Shares
1.	Resident Indians	10,510	84,18,119	14.31
2.	Domestic Companies	268	69,06,691	11.74
3.	NRIs	36	56,305	0.10
4.	Promoters	12	3,87,16,600	65.79
5.	Directors & Relatives	3	1,300	0.00
6.	FIs	1	40,500	0.07
7.	Mutual Funds	3	54,800	0.09
8.	Financial Institutions	3	46,52,085	7.91
	Total	10,836	5,88,46,400	100.00

20. Dematerialization of Shares

As on March 31, 2010, 5,61,60,240 shares representing 95.43% Company's total shares were held in dematerialized form and the balance shares were held in physical form.

ISIN No.INE720A01015

21. Plant Location

Manali No.1/2-B, 33/5, Sathangadu Village, Tiruvottiur - Ponneri High Road, Manali, Chennai - 600 068, Tamil Nadu. Phone Nos. : 044 - 2594 1308 / 1309, Fax No. : 044 - 2594 1524

22. Contacts

Company's Registered Office	Company Share Transfer Agent
The Company Secretary Kothari Petrochemicals Limited Kothari Buildings 115, Mahatma Gandhi Salai Nungambakkam Chennai - 600 034. Telephone Nos. 044 – 3022 5616, 3022 5507 Fax Nos. 044 – 2833 4560 e-mail : secdept@hckgroup.com	M/s.Cameo Corporate Services Limited Unit: Kothari Petrochemicals Limited Subramanian Building, 5 th Floor No.1, Club House Road Chennai - 600 002 Telephone Nos. 044 - 2846 0390 (5 Lines) Fax No. 044 – 2846 0129 e-mail: investor@cameoindia.com

On behalf of the Board
for **Kothari Petrochemicals Limited**

Place: Chennai
Date : August 12, 2010

B.H. Kothari
Chairman and Managing Director

DECLARATION

As provided under clause 49 of the Listing Agreement with the Stock Exchanges, this is to confirm that all the Members of the Board and the senior management have affirmed compliance with the Code of Conduct for the year ended March 31, 2010.

for **Kothari Petrochemicals Limited**

Place : Chennai
Date : August 12, 2010

B.H. Kothari
Chairman & Managing Director

CERTIFICATE UNDER SUB CLAUSE V OF CLAUSE 49 OF LISTING AGREEMENT

We, B.H.Kothari, Chairman & Managing Director and N.Rangarajathinam, President, Finance-In-Charge of the Company hereby confirm and certify that:

- a. We have reviewed financial statements and the Cash Flow Statement for the year ended March 31, 2010 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee
 - i. significant changes in internal control over financial reporting during the year
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Chennai
Date : August 12, 2010

B.H.Kothari
Chairman and Managing Director

N.Rangarajathinam
President
Finance-In-charge

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Kothari Petrochemicals Limited

We have examined the compliance of conditions of Corporate Governance of M/s. Kothari Petrochemicals Limited, for the year ended March 31, 2010 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained and certified by the Registrars and Share Transfer Agents of the company, there were no investors' grievances remaining unattended / pending for more than 30 days as at March 31, 2010.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency of effectiveness with which the management has conducted the affairs of the company.

for **R.Subramanian and Company**
Chartered Accountants
Firm No. 004137S

Place: Chennai
Date: August 12, 2010

R.Rajaram
Partner
M.No.:25210

REPORT OF THE AUDITORS TO THE MEMBERS OF KOTHARI PETROCHEMICALS LIMITED

1. We have audited the attached Balance Sheet of Kothari Petrochemicals Limited as at 31st March 2010 and the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report) Order, 2003 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent they are applicable to the company.
4. Further to our comments in the annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the company, so far as it appears from our examination of such books.
 - c) The Balance Sheet, Profit and Loss account and Cash Flow Statement referred to in this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Profit and Loss account and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - e) On the basis of the written representations received from Directors and taken on record by the Board of Directors, we report that none of the Director is disqualified as on March 31, 2010 from being appointed as a Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon and schedules attached thereto, give the information required by the Companies Act 1956, in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India:
 - i) in so far it relates to the Balance Sheet, the state of affairs of the company as at March 31, 2010.
 - ii) in so far it relates to the Profit and Loss account, of the profit for the year ended on that date, and
 - iii) in so far it relates to the Cash Flow Statement, of the Cash Flow for the year ended on that date.

for **R. Subramanian and Company**

Chartered Accountants

Firm No. 004137S

Place : Chennai
Date : August 12, 2010

R. Rajaram
Partner
M.No.:25210

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

1. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
2. Some of the fixed assets were physically verified during the year by the management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
3. No major asset has been disposed off during the year and hence the concept of going concern is not affected.
4. Inventories were physically verified during the year by the management at reasonable intervals.
5. In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management was reasonable and adequate in relation to the size of the Company and the nature of its business.
6. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
7. The company has not granted any loan secured or unsecured to the companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
8. The company has not taken any loan secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act 1956.
9. According to the information and explanations given to us the advances carry no interest terms and condition of the advances availed during earlier years are not prima-facie prejudicial to the interest of the Company. These advances have no period specified for repayment.
10. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services and there was no continuing failure to correct any major weakness.
11. In our opinion and according to the explanations given to us, there are no transactions made in pursuance of contracts or arrangements requiring entry in the registers maintained under Section 301 of the Companies Act, 1956.
12. The company has no fixed deposits requiring compliance of provisions of Section 58 and 58 AA or any other relevant provisions of the Act.
13. The Internal Audit function has been carried out by a firm of Chartered Accountants and is commensurate with the size of the company and the nature of its business.
14. To the best of our knowledge and according to the information and explanations given to us the company's present business does not require the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956.
15. According to the information and explanations given to us, the Company has been regular in depositing undisputed statutory dues, including Income Tax, Sales Tax and any other statutory dues with the appropriate authorities during the year. The company has no dues towards Provident Fund, Investor Education and Protection Fund, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess.

16. According to the information and explanations given to us, there is no undisputed amount payable towards Sales Tax or Income Tax.
17. According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, and Excise Duty, which have not been deposited on account of any dispute.
18. The accumulated losses of the Company have not exceeded fifty per cent of net worth at the end of the year. The Company has not incurred any cash loss during the financial year and the immediately preceding financial year.
19. The Company has no dues to financial institutions, banks and debenture holders during the year.
20. The Company has not granted any loan or advance on the basis of security by way of pledge of shares, debentures and other securities.
21. In our opinion and according to the information and explanations given to us the Company is dealing in, trading in shares, debentures and other investments and proper records have been maintained of the transactions and contracts and timely entries have been made there in. These shares, debentures and other securities have been held by the company.
22. In our opinion and according to the information and explanations given to us the Company has not given any guarantee for any loans taken by others from banks and financial institutions during the financial year.
23. To the best of our knowledge and belief and according to the information and explanations given to us, no term loan was availed by the Company during the year.
24. In our opinion and according to the information and explanations given to us the Company has not made preferential allotment of shares during the year to companies covered in the register maintained under Section 301 of the Companies Act, 1956.
25. The Company has not made any public issue of shares during the year and hence the question of verifying the end use of the funds does not arise.
26. According to the information and explanations given to us and the records examined by us, no debentures have been issued during the year.
27. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the financial year.

for **R. Subramanian and Company**

Chartered Accountants

Firm No. 004137S

Place : Chennai
Date : August 12, 2010

R. Rajaram
Partner
M.No.:25210

BALANCE SHEET AS AT MARCH 31, 2010


KOTHARI PETROCHEMICALS LIMITED

Balance Sheet as at March 31, 2010

(Amount in Rs.)

	Particulars	Schedule	As on 31.03.2010	As on 31.03.2009
I	SOURCES OF FUNDS			
	1. Shareholders Funds			
	a) Capital	A	59,18,67,500	59,18,67,500
	b) Reserves and Surplus	B	40,000	40,000
	Total		59,19,07,500	59,19,07,500
	2. Loan Funds			
	a) Secured Loans	C	41,32,087	–
			41,32,087	–
	3. Deferred Tax Liability [Refer Schedule O-B(4)]		1,32,37,488	–
			60,92,77,075	59,19,07,500
II	APPLICATION OF FUNDS			
	1. Fixed Assets	D		
	a) Gross Block		37,09,51,775	36,84,57,260
	b) Less : Accumulated Depreciation		9,70,22,516	6,92,13,824
	c) Net Block		27,39,29,259	29,92,43,436
	2. Investments	E	5,11,34,988	1,93,41,089
	3. Current Assets, Loans and Advances	F		
	a) Inventories		4,88,61,381	4,74,92,652
	b) Sundry Debtors		8,24,09,475	7,75,99,459
	c) Cash and Bank Balances		5,22,25,124	2,14,47,060
	d) Other Current Assets		2,51,54,531	1,60,60,137
	e) Loans and Advances		15,56,10,695	13,78,01,102
			36,42,61,206	30,04,00,410
	Less:Current Liabilities Liabilities	G	11,12,95,770	9,58,19,957
			11,12,95,770	9,58,19,957
	Net Current Assets		25,29,65,436	20,45,80,453
	Profit and Loss Account Debit Balance		3,12,47,392	6,87,42,522
	Total		60,92,77,075	59,19,07,500

The Schedules referred above and in Schedule O form an integral part of this Balance Sheet and should be read in conjunction therewith

For and on behalf of the Board

This Balance Sheet referred to in our report of even date

 for **R.Subramanian and Company**

Chartered Accountants

Firm No. 004137S

B.H. Kothari
Chairman & Managing Director

P.S.Balasubramaniam
Director

 Place : Chennai
Date : August 12, 2010

S. Sundaramurthy
Company Secretary

R.Rajaram
Partner
M.No.:25210

(Amount in Rs.)

Particulars	Schedule	For the Year Ended	
		31.03.2010	31.03.2009
INCOME			
Sales (Gross)	H	121,79,90,954	139,84,78,703
Less : Excise Duty		8,98,38,470	13,30,79,906
Sales (Net)		112,81,52,484	126,53,98,797
Other Income	I	85,65,864	2,47,39,595
Less : Excise Duty on Scrap & Spent CSL		37,974	4,23,447
		85,27,890	2,43,16,148
		113,66,80,374	128,97,14,945
Increase / (Decrease) in stock of Work in Process and Finished Goods	J	(11,67,316)	1,20,70,530
Total		113,55,13,058	130,17,85,475
EXPENSES			
Material cost	K	83,55,61,976	106,38,83,760
Employees Cost	L	3,31,85,179	2,75,21,085
Manufacturing & Other Expenses	M	17,46,40,923	16,69,37,961
Interest & Finance Charges	N	30,50,196	36,69,570
Total		104,64,38,274	126,20,12,376
Profit Before Depreciation		8,90,74,784	3,97,73,099
Less : Depreciation		1,27,08,166	1,25,00,269
Less : Amortisation of Intangible Assets		1,51,60,000	1,51,60,000
Profit / (Loss) before Tax		6,12,06,618	1,21,12,830
Less : Provision for Current Taxation		1,04,74,000	17,00,000
Less : Deferred Tax Liability		1,32,37,488	–
Less : Wealth Tax Paid for Earlier Years		–	7,493
Less : Fringe benefit tax		–	1,40,770
Profit / (Loss) for the Year after Tax		3,74,95,130	1,02,64,567
Profit / (Loss) brought forward from previous year		(6,87,42,522)	(7,90,07,089)
Balance carried to Balance Sheet		(3,12,47,392)	(6,87,42,522)
Number of Equity Shares		5,88,46,400	5,88,46,400
Basic and Diluted Earnings Per Share - Face Value Rs.10		0.64	0.17

The Schedules referred above and Notes in Schedule - O form an Integral part of this Profit & Loss Account and should be read in conjunction therewith

For and on behalf of the Board

This Profit & Loss Account referred to in our report of even date

 for **R.Subramanian and Company**

Chartered Accountants

Firm No. 004137S

B.H. Kothari

Chairman & Managing Director

P.S.Balasubramaniam

Director

Place : Chennai

Date : August 12, 2010

S. Sundaramurthy

Company Secretary

R.Rajaram

Partner

M.No.:25210

CASH FLOW STATEMENT ANNEXED TO FINANCIAL STATEMENTS

Particulars	31.03.2010		31.03.2009	
A. Cash Flow from Operating Activities :				
Net Profit / (Loss) after extraordinary items		6,12,06,618		1,21,12,830
Adjustments for :				
Depreciation	1,27,08,166		1,25,00,269	
Provision for diminution in value of short term investments	-		3,72,392	
Interest received	(13,70,938)		(4,53,751)	
Amortisation of Intangible Asset	1,51,60,000		1,51,60,000	
Profit on Sale of MF Units / Dividend	(18,06,068)		(26,55,849)	
(Profit) / Loss on Sale of Shares	-		7,210	
		2,46,91,160		2,49,30,272
Operating Profit before Working Capital Changes	-	8,58,97,778		3,70,43,102
Trade Debtors and Other Receivables	(48,10,016)		(2,25,70,567)	
Loans and Advances & Other Current Assets	(1,63,70,198)		(1,40,43,745)	
Inventories	(13,68,729)		(50,15,451)	
Trade payables	50,01,813		1,47,60,103	
		(1,75,47,130)		(2,68,69,661)
Cash Generation from Operations		6,83,50,648		1,01,73,441
Less : Direct Taxes Paid		1,05,33,789		18,64,654
Net Cash Generation from Operating Activities - A		5,78,16,859		83,08,787
B. Cash Flow from Investing Activities :				
Purchase of Fixed Assets		(25,53,990)		(49,78,580)
Provision for diminution in value of short term investments		-		(3,72,392)
Redemption of Investment		(3,17,93,900)		65,10,844
Interest Received		13,70,938		4,53,751
Profit on Sale of MF Units / Dividend		18,06,068		26,55,849
Purchase / Sale of Investments (Net)		-		(7,210)
Net Cash used in Investing Activities - B		(3,11,70,884)		42,62,261
C. Cash Flow from Financing Activities :		41,32,087		-
Net Cash used in Financing activities - C		41,32,087		-
Net Increase / (Decrease) in Cash and Cash equivalents-A+B+C		3,07,78,064		1,25,71,048
Cash and Cash equivalents at the beginning of the year		2,14,47,060		88,76,000
Cash and Cash equivalents at the close of the year		5,22,25,124		2,14,47,060

For and on behalf of the Board

This Cash Flow Statement referred to in our report of even date for **R.Subramanian and Company**

B.H. Kothari
Chairman & Managing Director

P.S.Balasubramaniam
Director

Chartered Accountants
Firm No. 004137S

Place : Chennai
Date : August 12, 2010

S. Sundaramurthy
Company Secretary

R.Rajaram
Partner
M.No.:25210

	(Amount in Rs.)	
	As at 31.03.2010	As at 31.03.2009
Schedule - A		
Share Capital		
Authorised Capital		
Equity Share Capital		
6,00,00,000 Equity Shares of Rs.10/-each	60,00,00,000	60,00,00,000
Preference Share Capital		
6,00,000 Redeemable Preference Shares of Rs.100/- each	6,00,00,000	6,00,00,000
Total	66,00,00,000	66,00,00,000
Issued Capital		
5,96,40,700 Equity Shares of Rs.10/- each	59,64,07,000	59,64,07,000
Subscribed / Paid up Capital		
5,88,46,400 Equity Shares of Rs.10/- each	58,84,64,000	58,84,64,000
Add : Forfeited Shares	34,03,500	34,03,500
Total	59,18,67,500	59,18,67,500
Schedule - B		
Reserves & Surplus		
Capital Reserve		
Amount received on re-issue of forfeited Shares	40,000	40,000
Total	40,000	40,000
Schedule - C		
LOAN FUNDS		
Secured Loans		
Post Shipment Credit-(Against Hypothecation of Stock & Book Debts)	23,04,348	-
Vehicle Loan - (Against Hypothecation of Vehicle)	18,27,739	-
	41,32,087	-

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

**Schedule - D
Fixed Assets**

(Amount in Rs.)

Description	GROSSBLOCK				DEPRECIATION				NETBLOCK	
	As on 01.04.2009	Additions	Deletions / Adjustment	As on 31.03.2010	As on 01.04.2009	For the year	Deductions	As on 31.03.2010	As on 31.03.2010	As on 31.03.2009
Land	2,78,47,000	-	-	2,78,47,000	-	-	-	-	2,78,47,000	2,78,47,000
Buildings	6,35,84,723	1,88,140	-	6,37,72,863	32,18,491	18,58,805	-	50,77,296	5,86,95,567	6,03,66,232
Computers	12,62,845	41,750	-	13,04,595	7,97,270	99,293	-	8,96,563	4,08,032	4,65,575
Office Equipment	18,71,374	-	-	1,871,374	2,94,443	87,665	-	3,82,108	14,89,266	15,76,931
Plant & Machinery	19,40,83,444	-	-	19,40,83,444	1,83,62,020	1,02,47,606	-	2,86,09,627	16,54,73,817	17,57,21,423
Vehicles	36,22,030	26,01,432	3,90,000	58,33,462	11,68,327	3,90,440	59,475	14,99,292	43,34,170	24,53,703
Furniture & Fittings	3,85,844	53,193	-	4,39,037	93,273	24,357	-	1,17,630	3,21,407	2,92,571
Intangible Assets- Software	5,00,000	-	-	5,00,000	1,00,000	1,00,000	-	2,00,000	3,00,000	4,00,000
Intangible Assets - Goodwill	7,53,00,000	-	-	7,53,00,000	4,51,80,000	1,50,60,000	-	6,02,40,000	1,50,60,000	3,01,20,000
Total	36,84,57,260	28,84,515	3,90,000	37,09,51,775	6,92,13,825	2,78,68,166	59,475	9,70,22,516	27,39,29,259	29,92,43,435
Previous year	36,34,78,680	49,78,580	-	36,84,57,260	4,15,53,555	2,76,60,269	-	6,92,13,824	29,92,43,436	32,19,25,126

Schedule - E
A. Investments in Mutual Funds (At Cost) - (Short Term)

(Amount in Rs.)

As at		Name of the Scheme	As at	
31.03.2010	31.03.2009		31.03.2010	31.03.2009
No. of Units			Cost	
–	97,800	AIG India Equity Fund Regular-Growth		10,00,000
3,16,736	–	Baroda Pioneer Treasury Advantage - Reg-G	50,58,585	–
–	–	Birla Sunlife Medium Term Plan - Retail - Growth	13,43,961	–
–	3,05,739	Birla Sunlife Savings Fund - Growth	–	50,01,802
18,716	–	Canara Robeco Balance Fund - Dividend	10,00,000	–
–	1,00,000	Edelwiss Liquid Plus Fund	–	10,00,000
32,082	–	Franklin India Prima Plus Fund - Dividend	10,00,000	–
–	1,09,539	HDFC Cash Management Fund-savings Plan - Growth	–	20,13,370
9,40,168	–	HDFC CMF Savings Plan - Dividend Reinv	1,01,52,604	–
9,49,970	–	HDFC Floating Rate Income Fund-STP-WS-Growth	1,49,00,188	–
3,45,472	–	Kotak Floater Long Term - Growth	50,48,179	–
1,84,102	–	LIC MF Savings Plus Fund - Growth	26,94,713	–
1,05,717	–	Templeton India TMA - Growth	10,57,167	–
2,374	–	UTI Floating Rate Fund - STP - Growth	35,62,998	–
4,495	9,126	UTI Treasury Advantage Fund - Instl - growth	55,59,479	1,07,39,414
			5,13,77,874	1,97,54,585
		Less : Diminution in value of Investments (Market Value Rs.5,11,53,134 as on 31.03.2010 Market value Rs.1,93,97,441 as on 31.03.2009)	2,42,886	4,13,496
			5,11,34,988	1,93,41,089

The Following Units of Mutual Fund were purchased and redeemed during the Financial year

(Amount in Rs.)

As at		Name of the Scheme	As at	
31.03.2010	31.03.2009		31.03.2010	31.03.2009
No. of Units			Cost	
5,06,606	–	Baroda Pioneer Liquid Fund - Growth	80,37,201	–
9,76,632	–	Baroda Pioneer Treasury Advantage Fund - Reg	1,00,40,443	–
–	8,73,737	Birla Sunlife Floating Rate Fund - LT-growth	–	1,20,65,392
–	4,15,013	Birla Sunlife Income Plus Fund-dividend	–	45,91,286
3,05,415	–	Birla Sunlife Savings Fund - Retail - G	51,08,356	–
3,14,494	2,95,138	Birla Sunlife Short Term Fund-growth	50,87,347	45,00,000
–	5,94,126	HDFC Cash MGMT - Savings Plus Plan -growth	–	1,05,87,604
13,46,154	–	HDFC Cash MGT Fund - Treasury Advantage - WS- G	2,67,46,590	–
22,41,264	–	HDFC Floating Rate Income Fund - STP - WS- G	3,42,56,630	–
1,16,591	55,617	HDFC High Interest Fund-growth	20,23,174	15,21,076
1,45,937	–	HDFC Short Term Plan - Reg - G	25,00,000	–
4,93,773	–	Kotak Flexi Debt Scheme - Reg - Growth	7,39,221	–
4,84,788	–	Kotak Floater Long Term - Growth	70,17,306	–
9,36,767	–	LIC MF Floating Rate Fund - STP - Growth	1,37,91,254	–
7,83,153	–	LIC MF Savings Plus Fund - Growth	1,12,22,240	–
–	8,521	Mirae Asset Liquid Plus Fund - R - Growth	–	87,00,000
3,08,026	–	Templeton India Floating Rate - LT - Growth	50,92,522	–
466	–	Templeton India TMA - Growth	10,53,031	–
907	–	Templeton India Treasury MGT Account - R - G	20,14,548	–
–	3,37,975	UTI Bond Fund-dividend-reinvestment	–	40,00,000
23,520	22,127	UTI Floating Rate Fund-stp -growth	3,43,76,644	3,08,27,352
–	20,980	UTI Liquid Plus Fund Instl-growth	–	2,39,46,011
13,484	–	UTI Treasury Advantage Fund - Instl - Growth	1,65,52,039	–
–	2,50,000	UTI-FIF-MIP-SERIES-I-DIV REINV-10.05%	–	25,00,000
–	11,93,207	UTI-FIF-MIP-SERIES-I-GROWTH	–	1,30,04,117
–	10,22,935	UTI-FMP-QFMP-06/08-INSTL-GROWTH	–	1,02,29,355
			19,19,58,545	12,64,72,193

	(Amount in Rs.)	
	As at 31.03.2010	As at 31.03.2009
Schedule - F		
Current Assets		
a) Inventories		
Stocks		
Consumable Stores	40,74,806	60,82,820
Finished Goods	2,37,41,423	2,49,08,740
Raw Materials	2,06,56,530	1,63,43,441
Packing Materials	3,88,622	1,57,651
Total	4,88,61,381	4,74,92,652
b) Sundry Debtors		
Unsecured, Considered Goods		
More than six months	5,71,882	26,58,362
Others	8,18,37,593	7,49,41,097
Total	8,24,09,475	7,75,99,459
c) Cash & Bank Balances		
Cash on hand	33,045	23,240
Balance with Banks		
On Current Account	4,05,90,737	1,77,53,257
On Deposit Account	1,16,01,342	36,70,562
{Of the above Rs.94.46 Lakhs (Previous Year 36.70 Lakhs) is under lien for Bank Gaurantee}		
Total	5,22,25,124	2,14,47,060
d) Other Current Assets	2,51,54,531	1,60,60,137
e) Loans & Advances (Unsecured and considered good)		
a. Advances recoverable (in cash/kind/for value to be received)	11,56,68,388	10,22,46,070
b. Advance to Suppliers	3,11,41,674	1,87,14,355
c. Advance Income tax & tax deducted as soucre net of provision	9,79,342	7,81,854
d. Deposits	68,34,731	1,20,42,270
e. Balances with Statutory Authorities	9,86,560	40,16,553
Total	15,56,10,695	13,78,01,102
Total Current Assets	36,42,61,205	30,04,00,409

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31.03.2010	As at 31.03.2009
Schedule - G		
Current Liabilities & Provisions		
a) Liabilities		
Sundry Creditors	8,62,85,764	7,56,91,976
Advance from Customer's	76,68,669	36,86,999
Other Current Liabilities	1,73,41,337	1,64,40,982
Total	11,12,95,770	9,58,19,957
Schedule - H		
Sales		
Petrochemicals	119,79,54,262	136,93,25,000
Other by products	2,00,36,692	2,91,53,703
Total	121,79,90,954	139,84,78,703
Schedule - I		
Other Income		
Miscellaneous Income	52,18,248	2,16,29,995
Interest Income	13,70,938	4,53,751
Dividend Income	4,76,107	3,59,267
Profit on Sale of Investments	13,29,961	22,96,582
Provision written Back for Diminution in value of Investments	1,70,610	-
Total	85,65,864	2,47,39,595
Schedule - J		
Increase / Decrease in Stock		
Opening Stock	2,49,08,740	1,28,38,210
Closing Stock	2,37,41,423	2,49,08,740
Total	(11,67,317)	1,20,70,530
Schedule - K		
Material Cost		
Raw Materials - consumed	73,14,56,872	95,11,03,677
Chemicals Catalysts Stores -Indigenous	1,69,38,857	1,09,33,966
Packing Expenses Others	90,39,703	93,20,544
Inward Freight and Transport - Others	13,272	3,076
Inward Freight and Transport - Raw Materials	7,81,13,272	9,25,22,497
Total	83,55,61,976	106,38,83,760

	As at 31.03.2010	(Amount in Rs.) As at 31.03.2009
Schedule - L		
Employee Cost		
Salaries, Wages & Bonus	2,81,34,276	2,22,80,430
Contribution to Provident and other funds	19,58,376	20,50,312
Employees Welfare Expenses	30,92,527	31,90,343
Total	3,31,85,179	2,75,21,085
Schedule - M		
Manufacturing & Other Expenses		
Power and Fuel	9,82,71,066	11,98,06,910
Freight and Transport	1,72,34,036	50,53,875
Rent	32,34,704	35,78,821
Rates and Taxes	23,72,968	10,96,418
Repairs & Maintenance - P & M, Roads & Buildings	1,20,38,634	61,22,614
Repairs & Maintenance - others	1,34,34,437	1,21,32,392
Directors Travelling Expenses	3,18,107	26,884
Travelling - Foreign	3,146,735	13,66,886
Travelling & Conveyance	50,24,934	43,77,837
Insurance	19,11,723	16,64,060
Sitting Fee to Directors	2,00,000	1,84,000
Auditors Remuneration	2,26,115	2,28,643
Professional & Consultancy charges	34,21,614	42,58,130
Administrative Expenses	61,15,259	27,55,748
Loss on Sale of Shares	-	7,210
Loss of Sale of Assets	2,20,526	-
Exchange Flutuaton Loss	26,60,372	-
Provision for Diminution in value of Investments	-	3,72,392
Provision for Doubtful debts.	-	2,06,655
Selling & Distribution Expenses	48,09,694	36,98,485
Total	17,46,40,923	16,69,37,961
Schedule - N		
Interest and Finance Charges		
Bank Charges	7,13,722	24,75,206
Discounting Charges - Export Bills	7,84,194	-
Interest	15,52,280	11,94,364
Total	30,50,196	36,69,570

SCHEDULE - O**A. SIGNIFICANT ACCOUNTING POLICIES****1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The accounts are prepared as per the historical cost convention in accordance with the mandatory applicable Accounting Standards.

2 FIXED ASSETS & DEPRECIATION

- a) Fixed assets are recorded at cost net of Modvat/ Cenvat credit wherever applicable. Costs include all expenses incurred in bringing the asset to its present location & condition.
- b) Depreciation on Fixed assets is provided at Straight Line Method in accordance with Schedule XIV of the Companies Act, 1956. Assets costing less than Rs.5,000/- are fully depreciated in the year of addition.

3. INVESTMENTS

Current Investments are stated at lower of cost and fair value by category of investment. Long term investments are stated at cost and diminution in value provided for only if it is permanent.

4. INVENTORIES

- (a) Raw Materials and Stores and Spares are valued at weighted average cost.
- (b) Finished Stocks are valued at cost (including applicable overheads and excise duty) or net realizable values whichever is lower.
- (c) Modvat / Cenvat / Service Tax credits on materials are availed on purchases and utilized for payment of excise duty on goods manufactured and the unutilized credit is carried forward in the books.

5. REVENUE RECOGNITION

- (a) All revenues are accounted on accrual basis
- (b) Sales are net of discounts and Sales Tax.

6. Retirement benefit plans**Defined contribution plans**

The Company makes Provident Fund and Superannuation contributions to defined contribution retirement benefit plans for qualifying employees. Under the Provident Fund Scheme, the Company contributes a specified percentage of payroll cost to the fund maintained by The Regional Provident Fund Commissioner. Under the Superannuation scheme the company is required to contribute a specified percentage of payroll cost to Underwriters to enable them to make the settlement to the qualifying employees. Leave encashment benefit for all employees is in the nature of short term compensated absence and is accounted on accrual basis.

Defined benefit plans

The Company makes annual contributions to the Employees' Group Gratuity-cum-Life Assurance Scheme of an Insurance Company, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment.

7. RESEARCH AND DEVELOPMENT

Research and Development expenditure, other than capital, as and when incurred are charged to revenue.

8. FOREIGN CURRENCY TRANSACTION

Transactions in foreign exchange are initially recognized at the rates prevailing on the date of transaction. All monetary assets and liabilities are restated at balance sheet date using year end rates. Resultant exchange difference is recognized as income or expense in that period.

9. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired, after considering adjustment if any already carried out.

10. PROVISION OF CONTINGENT LIABILITIES

The Company creates a provision when there is a present obligation as a result of an obligation / event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

11. EARNINGS PER SHARE

The earnings considered in ascertaining earnings per share comprises of the net profit after tax before exceptional items. The number of shares used in computing earnings per share is the weighted average number of shares outstanding during the year. Diluted earning per share comprises of weighted average share considered for deriving basic earnings per share as well as dilutively potential equity shares.

12. TAXES ON INCOME

Tax expense comprises of current tax and deferred tax. Current income tax is provided on the taxable Income for the period as per Income Tax Act 1961. Deferred tax is recognized, subject to consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods.

B. NOTES ON ACCOUNTS

1. Segment Reporting

The company has only one business segment viz. Manufacture of Polyisobutene. The secondary reportable geographical segment will be sales to external customers located In India and rest of the world.

(Rupees in Lacs)

Location of Customers	2009-10	2008-09
India	8646.06	9379.88
Rest of the World	2635.46	3274.11

2. Acknowledgement of balances

The Company has obtained confirmation of balances from all the banks and has sent letter of request for confirmation of balances to Debtors and Creditors and replies have been received in a few cases.

3. Related Party Transactions

As per Accounting Standard - 18 (AS-18) Issued by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

Sl. No.	Description of Related Party	Name of Related Party
a.	Promoter Company	Kothari Sugars & Chemicals Ltd.
b.	Key Management Personnel	Mr.B.H.Kothari
c.	Entities having significant influence	(i) Kothari Safe Deposit Limited (ii) Century Foods Pvt. Limited (iii) Parvathi Trading & Finance Co Pvt. Limited

The related party transactions and balances are summarized below:

(Rs. in Lakhs)

Particulars	Promoters Company		Entities having Significant Influence		Balance	
	2009-10	2008-09	2009-10	2008-09	31.03.2010	31.03.2009
Advances Taken	38.94	146.59	Nil	Nil	Nil	9.96
Advance given	109.68	70.00	Nil	Nil	Nil	Nil
Rent	Nil	Nil	8.60	8.75	Nil	Nil
Sales of Scrap/PIB	1.48	8.60	Nil	Nil	Nil	Nil
Expenses Reimbursed	62.26	Nil	Nil	Nil	Nil	Nil
Locker Rent	Nil	Nil	0.06	0.06	Nil	Nil
Deposit	Nil	Nil	Nil	0.13	0.13	0.13
Interest	Nil	4.04	Nil	Nil	Nil	Nil

4. Taxes on Income

Deferred Tax Liability / Asset

(Amount in Rs.)

Particulars	31.03.2010	31-03-2009
Deferred Tax Asset	83,96,269	2,99,76,008
Less: Deferred Tax Liability	2,16,33,757	2,78,77,859
Net Deferred Tax Liability	1,32,37,488	(20,98,149)

5. Contingent Liabilities

- a. Estimated amount of Contracts remaining to be executed on Capital account & not provided for amount to Rs. Nil (Rs.Nil)
 - b. Bank guarantees Rs. 318 lacs (Previous year.Rs.100 lacs)
 - c. Excise demand under appeal Rs.82.08 lacs.
6. The company has not received information from vendors regarding their status under Micro Small and Medium Enterprises Act 2006, the disclosures relating to amounts unpaid as at the year end together with interest payable/paid under this Act have not been given.
7. Quantitative information in respect of goods manufactured

(a) Annual installed Capacity as certified by the Management

Product	Unit	31-03-2010	31-03-2009
Polyisobutene	MT	22,000	22,000

(b) Actual Production

Product	Unit	31-03-2010	31-03-2009
Polyisobutene	MT	13,197.75	11,652.02

(c) Raw Materials Consumed :

Item	31-03-2010		31-03-2009	
	Quantity (MT)	Value Rs. in Lacs	Quantity (MT)	Value Rs. in Lacs
C4 Feed Stock	15,167.38	7,314.57	13,142.63	9,511.04
Others	-	1,041.05	-	1,127.80
Total	15,167.38	8,355.62	13,142.63	10,638.84
Of the above Import	0%	0%	0%	0%
Total	100%	100%	100 %	100 %

(d) Finished Goods – Polyisobutene

Items	2009-2010		2008-2009	
	Quantity MT	Value Rs. in Lacs	Quantity MT	Value Rs. in Lacs
Opening Stock	399.07	-	281.35	-
Production	13,197.75	-	11,652.01	-
Sales	13,186.25	9,038.42	11,534.29	8,943.95
Closing Stock	410.57	-	399.07	-

(e) Sales

Items	2009-2010		2008-2009	
	Quantity MT	Value Rs. in Lacs	Quantity MT	Value Rs. in Lacs
Polyisobutene	13,186.25	9,038.42	11,534.87	8,943.95
LPG	7,985.45	2,913.33	10,584.57	4,418.88
Others	1136.71	228.16	869.90	338.10
Conversion	-	-	1,669.75	283.86
Total		12,179.91		13,984.79

8 Earnings in Foreign Currency :

(Rs. in Lakhs)

Particulars	31-03-2010	31-03-2009
Export sales	2,635.46	3,274.11

9. Expenditure incurred in foreign currency on account of :

(Rs. in Lakhs)

Particulars	31-03-2010	31-03-2009
Travelling	15.47	7.43
Professional Charges	18.37	23.73
Subscriptions	0.70	-

10. CIF Value of Imports : Nil

11. Auditors Remuneration:

(Amount in Rupees)

Particulars	2009-10	2008-09
Statutory Audit	82,725	82,725
Other Services	1,32,360	1,34,888
Tax Audit Fees	11,030	11,030
Total	2,26,115	2,28,643

12. The Goodwill of Rs.753 lakhs arising out of the merger effective from 1st April 2006 of PTPL with the company is being amortized over a period of five years with effect from 1st April 2006 in equal installments. During the Year Rs.150.60 lakhs amortized being fourth Year.

13. No provision is considered necessary towards urban land tax for the land in which Manali factory is situated pending disposal of a court case filed by the erstwhile owners and completion of the process for registration of land.

14. Employee benefits

Liability to existing employees of the company in respect of gratuity is covered under a common insurance policy in favour of Kothari Sugars & Chemicals Gratuity Trust. The cumulative liability of the employees is actuarially valued by the trust under projected unit credit method. Investments available for policy and contribution being effected are adequate to cover the liability of the employees.

15. Previous year figures have been regrouped and rearranged wherever necessary to Confirm to the classification for the year.

For and on behalf of the Board

for **R.Subramanian and Company**
Chartered Accountants
Firm No. 004137S

B.H. Kothari
Chairman & Managing Director

P.S.Balasubramaniam
Director

R.Rajaram
Partner
M.No.25210

Place : Chennai
Date : August 12, 2010

S. Sundaramurthy
Company Secretary

Information pursuant to Part IV of Schedule VI of the Companies Act 1956

I. Registration Details

Registration No.	1	8	-	1	7	3	4	7
Balance Sheet Date	31.03.2010							

State Code								1	8
------------	--	--	--	--	--	--	--	---	---

II. Capital Raised During the year (Amount in Rs. thousands)

Public Issue	NIL
Bonus Issue	NIL

Right Issue	NIL
Private Placement	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. thousands)

Total Liabilities	609277
-------------------	--------

Total Assets	609277
--------------	--------

Sources of Funds

Paid-Up Capital	591868
Secured Loans	4132

Reserves & Surplus	40
Unsecured Loans	-
Deferred Tax Liability	13237

Application of Funds

Net Fixed Assets	273929
Net Current Assets	252966
Accumulated Losses	31247

Investments	51135
Misc. Expenditure	NIL

IV. Performance of Company (Amount in Rs.thousands)

Turnover & Other Income	1135513
Profit/(Loss) before Tax	61207
Earnings/Share in Rs.	0.64

Total Expenditure	1074307
Profit/(Loss) After Tax	37495
Dividend Rate %	NIL

V. Generic names of Three Principal Products/Services of Company

Product description	ITC Code
Poly Isobutene	39220

For and on behalf of the Board

B.H. Kothari
Chairman & Managing Director

P.S.Balasubramaniam
Director

S. Sundaramurthy
Company Secretary

Place : Chennai
Date : August 12, 2010



KOTHARI PETROCHEMICALS LIMITED

Regd.Office: "Kothari Buildings", 115, Mahatma Gandhi Salai, Chennai - 600 034

PROXY FORM

Folio No.:

* Client ID No.:

(* in case of dematerialized shares)

I / We ofin the district of being a member(s) of the above named company, hereby appoint Mr./ Ms. of in the district of or failing in / him / her Mr. / Ms. ofin the district of as my / our proxy to attend and vote for me / us on my / our behalf at the 21st Annual General Meeting of the Company to be held on Wednesday, the 22nd 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 and at any adjournment thereof.

Signed this day of 2010.

No. of Shares held

The Companies Act 1956, lays down that an instrument appointing a Proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the Meeting. The Proxy need not be a Member of the Company.

Affix
Revenue
Stamp

Signature



KOTHARI PETROCHEMICALS LIMITED

Regd.Office: "Kothari Buildings", 115, Mahatma Gandhi Salai, Chennai - 600 034.

ATTENDANCE SLIP

REQUEST TO MEMBERS

Folio / Client ID No. :

Name of the
Attending Member

Name of the Proxy*
* (If Proxy attends instead of member)

I here by record my presence at the 21st Annual General Meeting

Venue : The Music Academy,
Mini Hall, Old No. 306, New No.168,
T.T.K. Road, Chennai - 600 014.

Day & Date : Wednesday, 22nd September, 2010.

Time : 10.30 A.M.

1. Shareholders and their proxies should bring the attendance slip duly filled in for attending the meeting.
2. Members are requested to bring their copies of the Annual Report to the Meeting as the Company is unable to provide another copy in view of the increased cost of paper.
3. Members are requested to be in their seats at the Meeting Hall before the scheduled time for commencement of the Annual General Meeting to avoid interruption in the proceedings.
4. Members intending to appoint Proxies are requested to complete the Proxy Form sent herewith and deposit the same at the Registered Office of the Company 48 hours before the time fixed for holding the Meeting.
5. If you and/or your family members are receiving more than one copy of the Annual Report and other communication and would like to avoid duplication, kindly advice us to mail only one copy. This will help us to avoid wastage.

Signature of Shareholder/Proxy

Note : Please ensure that your Folio/Client ID Number is duly mentioned in this form.