

KPL/2024-25/BSE
Dated: 06th March, 2025

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street MUMBAI – 400 001	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (E) MUMBAI – 400 051
Scrip Code : 530299	Scrip Code : KOTHARIPRO

Dear Sir/ Madam,

Reg: Compliance of SEBI (LODR) Regulations, 2015 & Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

With reference to the above regulations, we are attaching herewith the Copy of the Minutes of the Announcement of the Results for the resolutions passed through Postal Ballot of the Company on 6th February, 2025 for your ready reference.

Please take the same on records.

Thanking you,

Yours faithfully,
For Kothari Products Limited



(Raj Kumar Gupta)
CS & Compliance Officer
FCS: 3281

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MINUTES OF THE MEETING OF
SHARE HOLDERS

Minutes of the Announcement of the Results of the Postal Ballot of Kothari Products Ltd. on Thursday, the 6th February, 2025 at the Registered Office of the Company situated at "Pan Parag House", 24/19, The Mall, Kanpur at 06:00 P.M.

PRESENT:

1. Sri Deepak Kothari - Chairman & Managing Director
2. Mr. Raj Kumar Gupta - Company Secretary
3. Mr. Adesh Tandon - Scrutinizer for Postal Ballot


BACKGROUND:

The Board of Directors in its meeting held on 27th December, 2024 decided to get certain Special Resolutions passed through Postal Ballot under Section 110 of the Companies Act, 2013 and Companies (Management & Administration) Rules, 2014. These resolutions were relating to Issue of Bonus Shares in the Ratio of 1:1 (u/s 63 of the Companies Act, 2013), Increase of authorized share capital of the Company from Rs.31.50 Crores to Rs.61.50 Crores (u/s. 61, 13 & 14 of the Companies Act, 2013). The Board of Directors at its above meeting held on 27th December, 2024 appointed Mr. Adesh Tandon, Practicing Company Secretary, Kanpur as Scrutinizer for conducting the Postal Ballot Process and also to scrutinize the Remote e-voting process in a fair and transparent manner. The Board of Directors in the above meeting also appointed NSDL as the agency to provide Remote e-voting facility to the members of the Company.

Accordingly in compliance with the aforesaid Rules, the Postal Ballot Notices dated 27th December, 2024, pursuant to Section 110 of the Companies Act, 2013, for passing the aforesaid Resolutions by Remote e-voting were mailed to all such members of the Company who had their email Ids' registered with the Company/depositories. The aforesaid mailing was completed on 7th January, 2025. Further, in compliance with the SEBI (LODR) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided an opportunity to the members of the Company to vote on the postal ballot by way of Remote e-voting. The voting period started on Wednesday, 8th January, 2025 at 9:00 A.M. and ended on Thursday, 6th February, 2025 at 5:00 P.M. The Remote e-voting module was disabled by NSDL for voting thereafter.

After due scrutiny of the Remote e-voting done by Mr. Adesh Tandon, Scrutinizer, up to 5 p.m. on 6th February, 2025 (being last date fixed for Remote e-voting, Mr. Adesh Tandon, submitted his report dated 6th February, 2025 detailing resolution-wise voting as under-

Sl. No.	Subject Matter of the Resolutions	Total No. of Votes Cast through E-Voting	No. of Invalid Votes	Net valid votes cast through E-voting	No. of Votes in Favour	No. of Votes Against	Results of Voting
					Votes cast for the resolution	Votes cast against the resolution	


Chairman's Initial

					No. of Votes	In %	No. of Votes	In %	
1.	Special Resolution pursuant to Article 58 & u/s. 63 of the Companies Act, 2013 to approve issue of Bonus Shares in the Ratio of 1:1 i.e.1 (One) Equity Share for every 1 (One) Equity Share held.	24719743	0	24719743	24719316	99.999	427	0.001	Resolution was passed with Requisite Majority.
2.	Special Resolution u/s. 61, 13 & 14 of the Companies Act, 2013 to approve increase of Authorised Share Capital of the Company from Rs.31.50 Crores to Rs.61.50 Crores and consequent alteration of the Capital Clauses of the Memorandum and Articles of Association of the Company.	24719733	0	24719733	24719718	99.999	15	0.001	Resolution was passed with Requisite Majority.

The Chairman after receiving the Scrutinizer's Report announced that the Special Resolution at Item No. 1 & 2 were passed with Requisite Majority. A copy of the Scrutinizer's Report was placed on the table and initialed by the Chairman for the purposes of identification. As per Section 110 of the Companies Act, 2013, the Postal Ballot E-voting proceedings are deemed to be the proceedings of a General Meeting. Accordingly the declaration made by the Chairman in respect of the resolutions mentioned herein above having been duly passed with Requisite Majority is being recorded as minutes of the General Meeting in compliance of the provisions of the Act.

The detailed Resolutions passed through Postal Ballot as above are as under:-

RESOLUTION NO.1:

As a Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as

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'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalization of a sum not exceeding ₹ 29,84,38,650/- (Rupees Twenty nine crore eighty four lac thirty eight thousand six hundred fifty only) out of free reserves and /or retained earnings of the Company for the purpose of issue and allotment of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1:1 i.e., 1 (One) new fully paid- up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid- up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form;


RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

RESOLUTION NO.2:
As a Special Resolution

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the


Chairman's Initial

time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹31,50,00,000/- (Rupees Thirty One Crore Fifty lacs only) divided into 3,15,00,000 (Three Crore Fifteen lacs) equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 61,50,00,000/- (Rupees Sixty one crore fifty lac only) consisting of 6,15,00,000 (Six crore fifteen lac) equity shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorized Share Capital of the Company is ₹ 61,50,00,000/- (Rupees Sixty one crore fifty lac only) consisting of 6,15,00,000 (Six crore fifteen lac) equity shares of ₹ 10/- (Rupees Ten only) each with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the existing Article 3 of the Articles of Association of the Company be and is hereby altered and substituted by the following as New Article:

“The Authorized Share Capital of the Company is ₹ 61,50,00,000/- (Rupees Sixty one crore fifty lac only) consisting of 6,15,00,000 (Six crore fifteen lac) equity shares of ₹ 10/- (Rupees Ten only) each.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution and to sign and execute all necessary documents, applications and e-forms, etc. if any, for the purpose of giving effect to the aforesaid resolution be and are hereby approved, ratified and confirmed in all respects.”

Date: 19.02.25

Place: Kanpur


(CHAIRMAN)