



KPL/2023-24/BSE
26th September, 2023

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street Mumbai — 400001	National Stock Exchange of India Ltd. Exchange Plaza Sth Floor Plot No. C/1, G Block Bandra Kurla Complex Bandra (E) Mumbai — 400051
Scrip Code : 530299	Scrip Code : KOTHARIPRO

Dear Sir,

Sub : Disclosure of Voting Results of the 39th Annual General Meeting of M/s Kothari Products Ltd. held on 25th September, 2023 as per the requirements of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of voting results of the 39th Annual General Meeting of the Company held on 25th September, 2023 are attached in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer Report.

Kindly take the above information on your record.

Thanking you,

Yours faithfully

for KOTHARI PRODUCTS LTD.

A handwritten signature in blue ink, appearing to be 'Raj Kumar Gupta', is written over a circular stamp or mark.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER
FCS – 3281

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General information about company

Scrip code	530299
NSE Symbol	KOTHARIPRO
MSEI Symbol	N.A.
ISIN	INE823A01017
Name of the company	KOTHARI PRODUCTS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-09-2023
Start time of the meeting	11:30 AM
End time of the meeting	12:00 PM

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For KOTHARI PRODUCTS LTD.



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Scrutinizer Details

Name of the Scrutinizer	ADESH TANDON
Firms Name	ADESH TANDON & ASSOCIATES
Qualification	CS
Membership Number	2253
Date of Board Meeting in which appointed	14-08-2023
Date of Issuance of Report to the company	25-09-2023

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For KOTHARI PRODUCTS LTD.


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Voting results	
Record date	18-09-2023
Total number of shareholders on record date	8808
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	40
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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For KOTHARI PRODUCTS LTD.


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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Consider & Adopt Audited Financial Statements for the year ended 31st March, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		22373405	99.9698	22373405		100.0000	0.0000
	Poll	22380155				0		
	Postal Ballot (if applicable)							
	Total	22380155	22373405	99.9698	22373405	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2828937	37.9026	2828622	315	99.9889	0.0111
	Poll	7463710						
	Postal Ballot (if applicable)							
	Total	7463710	2828937	37.9026	2828622	315	99.9889	0.0111
Total		29843865	25202342	84.4473	25202027	315	99.9988	0.0012
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

For KOTHARI PRODUCTS LTD.



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Consider & Adopt Consolidated Financial Statements for the year ended 31st March, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22380155	22373405	99.9698	22373405	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		22380155	22373405	99.9698	22373405	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	7463710	2828937	37.9026	2828622	315	99.9889	0.0111
	Poll							
	Postal Ballot (if applicable)							
	Total		7463710	2828937	37.9026	2828622	315	99.9889
Total		29843865	25202342	84.4473	25202027	315	99.9988	0.0012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

For KOTHARI PRODUCTS LTD.



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Sri Mitesh Kothari				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		22373405	99.9698	22373405	0	100.0000	0.0000
	Poll	22380155						
	Postal Ballot (if applicable)							
	Total	22380155	22373405	99.9698	22373405	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting		2828937	37.9026	2825121	3816	99.8651	0.1349
	Poll	7463710	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7463710	2828937	37.9026	2825121	3816	99.8651	0.1349
Total		29843865	25202342	84.4473	25198526	3816	99.9849	0.0151
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

For KOTHARI PRODUCTS LTD.


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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Sri Deepak Gambhirdas Gandhi a Director designated as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22380155	22373405	99.9698	22373405	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		22380155	22373405	99.9698	22373405	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	7463710	2828937	37.9026	2825121	3816	99.8651	0.1349
	Poll							
	Postal Ballot (if applicable)							
	Total		7463710	2828937	37.9026	2825121	3816	99.8651
Total		29843865	25202342	84.4473	25198526	3816	99.9849	0.0151
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

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14/113, Civil Lines, Kanpur - 208 001 (U.P.)
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CONSOLIDATED SCRUTINIZER'S REPORT

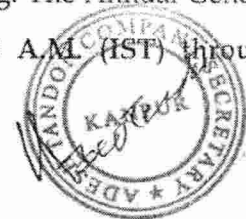
[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended]

To,
The Chairman,

The 39th Annual General Meeting of the members of KOTHARI PRODUCTS LIMITED. ("The Company"), bearing CIN- L16008UP1983PLC006254 held on Monday, September 25th, 2023 at 11:30 A.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which the Registered office of the Company situated at Pan Parag House 24/19, The Mall, Kanpur, (UP) - 208001 is deemed to be the venue of the meeting.

Dear Sir,

I, Adesh Tandon, Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of remote e-voting and e-voting at the Annual General Meeting (Insta Poll through electronic means provided to the Shareholders present at the Annual General Meeting through VC/OAVM, who have not cast their vote through remote e-voting under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereon on the resolutions contained in the notice dated 14th August, 2023 calling the 39th Annual General Meeting. The Annual General Meeting was convened on Monday 25th September, 2023 at 11:30 A.M. (IST) through VC/OAVM.



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

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Management's Responsibility:

1. The management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.

Scrutinizer's Responsibility:

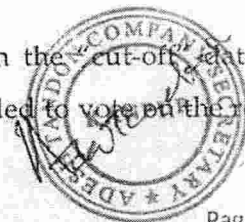
2. My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the Annual General Meeting) is restricted to making a Consolidated Scrutinizer's Report of the votes casted "in favor" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company to provide e-voting facilities for remote e-voting and also based on the e-voting conducted at the Annual General Meeting.

Authorised Agency:

3. The Company has engaged the services of National Securities Depository Limited ("NSDL"), as the Authorized Agency to provide secured system for remote e-voting process and e-voting (Insta Poll) at the Annual General Meeting held through VC / OAVM.

Cut-off date:

4. The Shareholders of the Company holding shares as on the cut-off date (i.e. the record date) of Monday, September 18th, 2023, were entitled to vote on the resolutions forming part of the Notice of the AGM.



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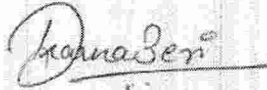
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Remote e-voting:

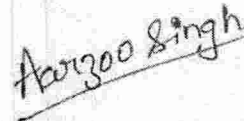
5. The remote e-voting period began on September 22, 2023 at 09:00 A.M. (IST) and ended on September 24, 2023 at 05:00 P.M. (IST). The remote e-voting module was disabled by NSDL for voting thereafter.

6. The votes cast electronically were unblocked on September 25, 2023 around 12:01 P.M. after the conclusion of the e-voting in the AGM, in the presence of two witnesses Ms. Dharna Beri R/o 84/2, Site No. 1, Kidwai Nagar, Kanpur-208011 and Ms. Aarzo Singh R/o 124/651 'B' Block Govind Nagar, Kanpur - 208006, who are not in the employment of the Company and/or NSDL.

They have signed below in confirmation of the E-Votes being unblocked in their presence.



(Dharna Beri)



(Aarzo Singh)

7. The e-voting facility was provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 39th AGM but not to those shareholders who have opted the facility to vote through remote e-voting prior to the meeting.

8. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'in favour' and "against' the resolutions, were generated from the e-voting website of National Depository Services Limited and based on such reports the results of Remote e-voting and e-voting at AGM on each resolution are given hereunder:



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Ordinary Business:

A) Resolution No.1: Ordinary Resolution

To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
57	22,383,303	09	28,18,724	25,202,027	100%

Voted 'AGAINST' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
03	315	00	00	315	00*

Voted INVALID: NIL



Consolidated Scrutinizer Report

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

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B) Resolution No. 2: Ordinary Resolution

To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Auditors thereon.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
57	22,383,303	09	28,18,724	25,202,027	100%

Voted 'AGAINST' the resolution:

Number of Members voted through Remote E-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
03	315	00	00	315	00*

Voted INVALID: NIL

Consolidated Scrutinizer Report



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C) Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Sri Mitesh Kothari (DIN: 00089076), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
55	22,379,802	09	28,18,724	25,198,526	100%

Voted 'AGAINST' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'Against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "Against" the resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
05	3,816	00	00	3,816	00*

Voted INVALID: NIL

Consolidated Scrutinizer Report



ADESH TANDON & ASSOCIATES

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Special Business

D) Resolution No. 4: Special Resolution

To appoint Sri Deepak Gambhirdas Gandhi (DIN: 01627471), as a Director designated as an Independent Director of the Company.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
55	22,379,802	09	28,18,724	25,198,526	100

Voted 'AGAINST' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'Against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "Against" the resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
05	3,816	00	00	3,816	00*



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Voted INVALID: NIL

**Note: The percentage of total number of valid votes cast against the resolution is very minuscule and hence the percentage is shown as 00.*


Peer Reviewed Unit: 741/2020

UDIN: F002253E001076821

Date: September 25, 2023

Place: Kanpur

For Adesh Tandon & Associates
Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

PROPRIETOR
C.P. No. 1121

(Adesh Tandon)
Proprietor
FCS No. 2253
C.P. No. 1121