

KPL/2023-24/BSE
19/04/2023



Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street MUMBAI - 400 001 Scrip Code : 530299	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 : KOTHARIPRO
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Dear Sir,

**Sub: DISCLOSURE OF VOTING RESULTS THROUGH POSTAL BALLOT OF M/S. KOTHARI PRODUCTS LTD.
FOR THE APPOINTMENT OF MR. DEEPAK GAMBHIRDAS GANDHI (DIN : 01627471) AS AN ADDITIONAL
DIRECTOR DESIGNATED AS AN INDEPENDENT DIRECTOR**

Pursuant to section 110 read with section 108 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 please find attached voting results in the prescribed format of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, alongwith Scrutinizer Report.

Kindly take the aforesaid information on your records.

Thanking you,

Yours faithfully
for **KOTHARI PRODUCTS LTD.**

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

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

Regd. Off.: "Pan Parag House", 24/19, The Mall, Kanpur - 208 001 (INDIA)
Phone : +91 512 2312171-72-73-74
E-mail: info@kothariproductions.in & kothari@kothariproductions.in
CIN No. - L 16008 UP 1983 PLC 006254

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General information about company

Scrip code	530299
NSE Symbol	KOTHARIPRO
MSEI Symbol	NOTAPPLICA
ISIN	INE823A01017
Name of the company	KOTHARI PRODUCTS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	17-04-2023
Start time of the meeting	
End time of the meeting	

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For KOTHARI PRODUCTS LTD.



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Scrutinizer Details

Name of the Scrutinizer	MR. ADESH TANDON
Firms Name	ADESH TANDON & ASSOCIATES
Qualification	CS
Membership Number	2253
Date of Board Meeting in which appointed	21-01-2023
Date of Issuance of Report to the company	18-04-2023

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For KOTHARI PRODUCTS LTD.



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Voting results	
Record date	10-03-2023
Total number of shareholders on record date	8298
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
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)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					APPOINTMENT OF SRI DEEPAK GAMBHIRDAS GANDHI AS AN ADDITIONAL DIRECTOR DESIGNATED AS AN INDEPENDENT DIRECTOR			
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							
	Poll	22380155	22373405	99.9698	22373405	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	22380155	22373405	99.9698	22373405	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting							
	Poll	7463710	23773	0.3185	17013	6760	71.5644	28.4356
	Postal Ballot (if applicable)							
	Total	7463710	23773	0.3185	17013	6760	71.5644	28.4356
Total		29843865	22397178	75.0478	22390418	6760	99.9698	0.0302
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	
Public Insitutions	
Public - Non Insitutions	

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER

A

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

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

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, Kanpur - 208 001 (U.P.)
Tel. : 0512 - 2332397 • Mobile : +91-9839100709
E-mail : adesh.tandon11@gmail.com

SCRUTINIZER'S REPORT

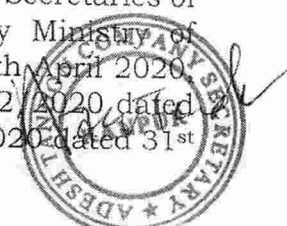
[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman and Managing Director,
KOTHARI PRODUCTS LIMITED.
Pan Parag House 24/19,
The Mall, Kanpur,
U.P. - 208001

Sub: Scrutinizer's Report on Postal Ballot Voting by way of electronic means in respect of passing of the Resolutions set-out in the notice dated March 15, 2023 through Postal Ballot.

Dear Sir,

I, Adesh Tandon, Company Secretary in Practice, Proprietor of Adesh Tandon & Associates, having its office at Office No. 811, 8th Floor, KAN Chambers, 14/113, Civil Lines, Kanpur-208001 have been appointed by the Board of Directors of KOTHARI PRODUCTS LIMITED (the "Company") as Scrutinizer for the purpose of scrutinizing the Postal Ballot voting conducted by way of E-Voting Process ("e-voting") in a fair and transparent manner on the special resolution contained in the postal ballot notice dated March 15, 2023 ("Notice") for the appointment of Mr. Deepak Gambhirdas Gandhi (DIN:01627471) as an Additional Director Designated as an Independent Director of the Company issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (the "Management Rules"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") vide its circulars 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated May 5, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

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14/113, Civil Lines, Kanpur - 208 001 (U.P.)

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E-mail : adesh.tandon11@gmail.com

December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 and 11/2020 dated December 28,2022 (collectively referred to as "**MCA Circulars**").

The said appointment as Scrutinizer is under the provisions of Section 110 of the Act read with the Management Rules. As the Scrutinizer, I have to scrutinize the process of e-voting conducted for postal ballot, using an electronic voting system on the dates referred to in the Notice.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to voting through Postal Ballot conducted by way of e-Voting Process on the resolutions contained in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot voting process conducted by way of e-Voting Process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast 'in favor' or 'against' the resolution as stated in the Notice, based on the E-votes from the members and reports generated from E-Voting system provided by National Securities Depository Limited ("NSDL") the authorized agency engaged by the Company to provide remote e-voting facility to its members.

The Notice along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

The members of the Company holding shares as on the "cut-off" date i.e. **Friday, March 10, 2023** were entitled to vote on the Resolution proposed as set out in the Notice.

In this regard, I hereby submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting conducted by way of e-Voting only.

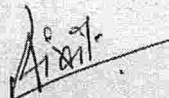


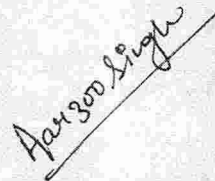
ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

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FCS, LL.B., B.Com., AAIMA

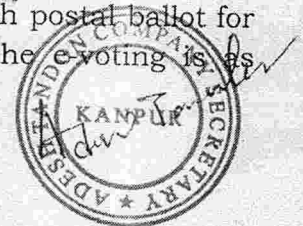
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2. The Company had followed the process as required under the Management Rules as amended, in respect of providing voting through postal ballot conducted by way of e-Voting only.
3. The E-Voting period remained open from **Sunday, March 19, 2023 at 09:00 A.M. (IST)** onwards to **Monday, April 17, 2023 at 05:00 P.M. (IST)** and the e-voting module was disabled thereafter.
4. At the end of the e-voting period, I have unblocked the electronic votes at 05:01 PM in the presence of two witnesses not in the employment of the Company i.e. Mr. Awashesh Dixit, R/o 30/6, Vishnupuri, Kanpur-208002 and Ms. Aarzo Singh, R/o 124/651, "B" Block, Govind Nagar, Kanpur-208006. They have signed below in confirmation of the E-Votes being unblocked in their presence.


(Awashesh Dixit)


(Aarzo Singh)

5. The details containing list of shareholders who voted 'for' or 'against' the resolutions put to vote were downloaded from the e-voting website of **NSDL**.
6. The particulars of all the electronic votes casted by the members through postal ballot conducted by way of e-voting Process have been recorded in a register separately maintained for that purpose.
7. I have scrutinized the electronic votes casted through postal ballot for the purpose of this report and the summary of the e-voting is as under:



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(A) **Resolution No. 1: Special Resolution**
To approve the appointment of Mr. Deepak Gambhirdas Gandhi
(DIN: 01627471) as an Additional Director Designated as an
Independent Director of the Company.

(i) Voting **in favor** of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	69	22,390,418	99.97%
Total	69	22,390,418	99.97%

(ii) Voting **against** the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	10	6,760	0.03%
Total	10	6,760	0.03%



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(iii) **Invalid Votes- Nil**

Since the votes cast in favor of the resolution are more than thrice of the votes cast against the resolution, the said Special Resolution is deemed to be passed with requisite majority.

8. All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You,
For ADESH TANDON & ASSOCIATES

Peer Reviewed Unit: 741/2020

UDIN: F002253E000130744

Date: April 18, 2023

Place: Kanpur

Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
PROPRIETOR
C.S. No. 1121

Adesh Tandon

Proprietor

FCS No.2253

C.P. No.1121