

KPL/2019-20/BSE
14TH February, 2020



Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street Mumbai – 400001 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 – 400051 Scrip Code : KOTHARIPRO
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Dear Sirs,

Sub: Disclosure of Voting Results of the Extra Ordinary General Meeting of M/s Kothari Products Limited held on 12th February, 2020 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 Extra-Ordinary General Meeting of Kothari Products Limited held on 12th February, 2020 are enclosed 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.**

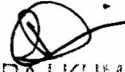

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER
FCS – 3281
Address: “Pan Parag House”
24/19, The Mall,
Kanpur



Encl: as above

General information about company	
Scrip Code	BSE 530299 and NSE - KOTHARIPRO
Name of company	KOTHARI PRODUCTS LIMITED
Type of meeting	Extra Ordinary General Meeting
Start time of meeting	11:30 AM
End time of meeting	12:20 PM

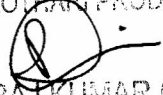
For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)
CS & COMPLAINTS OFFICER

VOTING RESULTS	
Record date	05.02.2020
Total number of shareholders on record date	8776
Number of shareholders present in the meeting either in person or	
a) Promoter and promoter group	7
b) Public	73
Number of shareholders attended the meeting through video	
a) Promoter and promoter group	N.A.
b) Public	N.A.
Number of resolutions passed in meeting	1
Disclosure of notes on voting results	

For KOTLARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER

Resolution Details(1)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special Resolution				
Description of resolution considered					YES				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*10	% of votes - in Against (7)=[(5)/(2)]*10	Invalid votes
		(1)	(2)		(4)	(5)	0	0	(8)
Promoter and Promoter Group	E-voting	22380155	0	0	0	0	0	0	0
	Poll		22380155	100	22380155	0	100	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total		22380155	22380155	100	22380155	0	0	0
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public Non-Institutions	E-voting	4630418	860	0.0186	329	531	38.26	61.74	0
	Poll		4629558	99.9814	4629558	0	100	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total		4630418	4630418	100	4629887	495	99.98	0.02
Whether the resolution is passed or not - yes									

Disclosure of notes on

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)
Tel. : 0512-2332397 • **Mobile** : 09839100709
E-mail : adesh.tandon11@gmail.com

Date

SCRUTINIZER'S REPORT – COMBINED

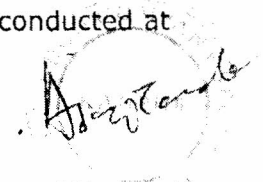
[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rules 20 & 21 of the
Companies (Management & Administration) Rules, 2015, as amended]

To,

The Chairman of Extra-ordinary General Meeting ("EGM") of the members of
Kothari Products Limited (hereinafter referred as "the Company") held on
Wednesday, February 12, 2020 at 11:30 a.m. at Hotel Vijay Intercontinental,
10/510, Khalasi Line, Tilak Nagar, Near Rave – 3, Kanpur-208001.

Dear Sir,

1. I, Adesh Tandon, Proprietor of Adesh Tandon & Associates, Kanpur have been appointed as scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the Remote e-voting process and Voting through Poll at the EGM under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice to the EGM of the members of the Company, held on Wednesday, February 12, 2020 at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur-208001;
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and Rules relating to E-voting and Poll on the resolutions contained in the Notice to the EGM of the members of the Company. My responsibility as a scrutinizer for the remote E-voting process and for Poll at the EGM is restricted to make a Scrutinizer's Report (Combined) of the votes casted 'in favour' or 'against' the resolutions stated below, 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 and also based on the poll conducted at the EGM;



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

FCS, LLB, B.Com, AAIMA

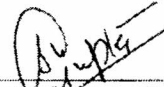
811, 8th Floor, KAN Chambers,
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E-mail : adesh.tandon11@gmail.com

Date

3. The Company has engaged the services of NSDL as the Authorized Agency to provide Secured E-Voting process;
4. The E-Voting period remained open from 09:00 A.M. (IST) on Sunday, February 09, 2020 upto 05:00 P.M. (IST) on Tuesday, February 11, 2020;
5. The Cut-off date for the purpose of determining the entitlement for remote E-Voting on the proposed resolution was Wednesday, February 5, 2020;
6. The votes casted electronically were unblocked on Wednesday, February 12, 2020 around 12:30 p.m., after the conclusion of meeting in the presence of two witnesses Mr. Awashesh Dixit residing at 30/6, Vishnupuri, Kanpur-208002 and Mr. Shivam Gupta residing at 46/45, Hatiya, Kanpur - 208001, who are not in the employment of the Company. They have signed below in Confirmation of the E-Voting being unblocked in their presence;

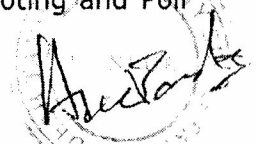


Awashesh Dixit



Shivam Gupta

7. The Poll facility has been provided to all the shareholders who attended the EGM to vote at the Resolutions as contained in the Notice to the EGM but not to those shareholders who have opted the facility to vote through remote E-Voting;
8. Thereafter, the details containing, inter alia, the information about shareholders voting 'In Favour' and 'Against' the resolution, were generated from the E-Voting website of NSDL and based on such reports the results of Remote E-Voting and Poll on the resolution are given hereunder:



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Date.....

Item No. 1:

RESOLUTION BY REQUISITE MAJORITY AS PER SECTION 233(1)(B) OF THE COMPANIES ACT, 2013 FOR APPROVAL FOR THE SCHEME OF AMALGAMATION BETWEEN KOTHARI PRODUCTS LIMITED ("TRANSFEREE COMPANY") AND ADYASHAKTI REALTORS LIMITED ("TRANSFEROR COMPANY") AND THEIR RESPECTIVE MEMBERS & CREDITORS.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Members / Proxies Voted by Poll	Number of votes cast in 'Favour' of resolution by Poll	Total Number of votes cast through e-voting and Poll	Percentage of total number of valid votes cast	Percentage of total votes to the Paid-up share capital of the Company
8	329	65	2,70,09,713	2,70,10,042	99.998%	90.50%

Voted '**AGAINST**' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' the resolution by e-voting	Number of Members/ Proxies Voted by Poll	Number of Votes cast 'Against' the resolution by Poll	Total Number of votes cast through e-voting and Poll	Percentage of total number of valid votes cast	Percentage of total votes to the Paid-up share capital of the Company
5	531	NIL	NIL	531	0.002%	0.001%



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'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast 'Invalid' by e-voting	Number of Members/ Proxies Voted by Poll	Number of votes cast 'Invalid' by Poll	Total Number of votes cast through e-voting and Poll
NIL				

Result:

As the votes cast in favour of the resolution are more than ninety percent of the paid-up share capital of the Company. Hence, the resolution was passed with requisite majority as mentioned in section 233(1)(b) of the Companies Act, 2013.

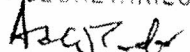
9. The Poll papers and all other relevant records were sealed and are being handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,

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

February 12, 2020 at Kanpur

UDIN: F002253B000139038