

KPL/2023-24/BSE

Dated: 15th May, 2023

Bombay Stock Exchange Ltd. 1 st floor New Trading Ring Rotunda Building P.J.Towers Dalal Street, Fort MUMBAI – 400 001 Scrip Code : 530299	National Stock Exchange of India Ltd. Exchange Plaza, 5 th floor Plot No. C/1, G Block, Bandra Kurla Complex Bandra (E) MUMBAI – 400 051 Scrip Code : KOTHARIPRO
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Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are attaching herewith the Minutes of the Announcement of the results of the Postal Ballot of the Company done on 19th April, 2023.

Kindly take the aforesaid on records.

Thanking you,

Yours faithfully,

For Kothari Products Limited



(Raj Kumar Gupta)
C.S & Compliance Officer
FCS: 3281

Encl: a/a

Minutes of the Announcement of the Results of the Postal Ballot of Kothari Products Ltd. on Wednesday, the 19th April, 2023 at the Registered Office of the Company situated at "Pan Parag House", 24/19, The Mall, Kanpur at 04:00 P.M.

PRESENT:

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

BACKGROUND:

The Board of Directors in its meeting held on 21st January, 2023 decided to get a Special Resolution passed by the members of the Company through Postal Ballot via remote e-voting, under Section 108, Section 110 and other applicable provisions if any, of the Companies Act, 2013 read with rules 20 and 22 of the Companies (Management & Administration) Rules, 2014. This resolution was relating to the appointment of Sri Deepak Gambhirdas Gandhi, as an Additional Director designated as Independent Director (u/s 152 of the Companies Act, 2013). The Board of Directors at its aforesaid meeting also appointed Mr. Adesh Tandon, Practicing Company Secretary, Kanpur as Scrutinizer 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 e-voting facility to the members of the Company.

Accordingly in compliance with the aforesaid Rules and pursuant to Section 108, 110 and other applicable provisions if any, of the Companies Act, 2013, read with rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 the Postal Ballot Notices dated 21st January, 2023, for passing the aforesaid Resolution by remote e-voting were mailed to all such members of the Company who had their email ids registered with the Company/depositories and whose names appeared on the Register of Members/List of Beneficial Owners of the Depositories as on Friday, 10th March, 2023 (being the "Cut-off" date). The aforesaid mailing was completed on 15th March, 2023 and a Notice was published in the Newspapers in this regard on 16th March, 2023 in "Hindustan" Newspaper Kanpur Edition and in "Business Standard" Newspaper all Editions. The Shareholders were requested to cast their vote electronically with their assent (for) or dissent (against). Further, pursuant to the provisions of Section 108, 110 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided the facility of remote e-voting to the members to enable members to cast their vote electronically. The voting period started on Sunday, 19th March, 2023 at 9:00 A.M. and ended on Monday, 17th April, 2023 at 5:00 P.M. The e-voting module was disabled by NSDL for voting thereafter.

After due scrutiny of the E-voting done through remote e-voting mode by the members upto 5 p.m. on 17th April, 2023 (being last date fixed for E-voting by the Members), Mr. Adesh Tandon, Scrutinizer, submitted his report dated 18th April, 2023 detailing result of e-voting as under:-

Sl. No.	Subject Matter of the Resolution	Total No. of Votes Cast through E-Voting	No. of Invalid Votes	Net valid votes cast through E-voting	No. of Votes Cast in Favour		No. of Votes Cast Against		Results of Voting
					No. of Votes	In %	No. of Votes	In %	
1.	Special Resolution pursuant to Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Deepak Gambhirdas Gandhi (DIN:01627471) who was appointed as an Additional Director designated as an Independent Director by the Board of Directors of the Company w.e.f. 21 st January, 2023, for a period of 5 years.	22397178	NIL	22397178	22390418	99.97	6760	0.03	Resolution was passed with requisite majority

The Company Secretary & Compliance Officer after receiving the aforesaid Scrutinizer's Report announced on 19th April, 2023 that the Special Resolution at Item No.1 of the Notice was duly passed with requisite majority. As per the Companies Act, 2013 the aforesaid resolution shall be deemed to have been passed on 17th April, 2023, being the last date fixed for e-voting. 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 108, 110 of the Companies Act, 2013, the Postal Ballot proceedings are deemed to be the proceedings of a General Meeting. Accordingly the aforesaid declaration made by the Company Secretary & Compliance Officer in respect of the resolution 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 Resolution passed through Postal Ballot as above is as under:-

RESOLUTION NO. 1 – SPECIAL RESOLUTION

TO APPROVE APPOINTMENT OF SRI DEEPAK GAMBHIRDAS GANDHI (DIN: 01627471) AS ADDITIONAL DIRECTOR DESIGNATED AS INDEPENDENT DIRECTOR:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Gambhirdas Gandhi (DIN:01627471) who was appointed as an Additional Director designated as an Independent Director by the Board of Directors of the Company w.e.f. 21st January, 2023, for a period of 5 years, pursuant to the provisions of the Companies Act, 2013, and in respect of whom the Company has received a Notice in writing under the Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Additional Director designated as an Independent Director of the Company not liable to retire by rotation.”

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do, sign and execute all such acts, deeds and documents as may be necessary to give effect to the aforesaid.”

Place: Kanpur
Dated: 15th May, 2023

Sd/-
(DEEPAK KOTHARI)
CHAIRMAN