

KPL/2021-22/BSE  
1<sup>st</sup> October, 2021

<b>Bombay Stock Exchange Ltd.</b> <b>Phiroze Jeejeebhoy Towers</b> <b>2S<sup>h</sup> Floor, Dalal Street</b> <b>Mumbai — 400001</b>	<b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza S<sup>h</sup> Floor</b> <b>Plot No. C/1, G Block</b> <b>Bandra Kurla Complex Bandra (E)</b> <b>Mumbai — 400051</b>
<b>Scrip Code : 530299</b>	<b>Scrip Code : KOTHARIPRO</b>

Dear Sir,

Sub : **Disclosure of Voting Results of the 37<sup>th</sup> Annual General Meeting of M/s Kothari Products Ltd. held on September 30<sup>th</sup>, 2021 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 37<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2021 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.**



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

General information about Company	
<b>Scrip Code</b>	530299 / KOTHARIPRO
<b>Name of Company</b>	KOTHARI PRODUCTS LIMITED
<b>Type of Meeting</b>	Annual General Meeting
<b>Date of Meeting</b>	30-09-2021
<b>Start time of Meeting</b>	11:30 AM
<b>End time of Meeting</b>	12:05 PM

For KOTHARI PRODUCTS LTD.

  
(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER

**Resolution No. (1)**

Resolution Required : (Ordinary / Special)

ORDINARY

Whether Promoter/Promoter Group are interested in below Resolution

NO

Description of resolution considered

To Consider & Adopt Audited Standalone Financial Statements for the year ended 31st March, 2021

Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes - in favour (4)	No. of votes - In Against (5)	% of votes - in favour (6) = $\frac{(4)}{(2)} \times 100$	% of votes - in Against (7) = $\frac{(5)}{(2)} \times 100$	Invalid votes (8)
Promoter and Promoter Group	E-voting	22380155	22368905	0	22368905	0	100	0	0
	Poll			0		0	0	0	0
	Postal Ballot(if applicable)			0		0	0	0	0
	<b>Total</b>	<b>22380155</b>	<b>22368905</b>	<b>0</b>	<b>22368905</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	7463710	1160122	0	1160107	15	99.99	0.01	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>7463710</b>	<b>1160122</b>	<b>0</b>	<b>1160107</b>	<b>15</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>
	<b>Total</b>	<b>29843865</b>	<b>23529027</b>	<b>0</b>	<b>23529012</b>	<b>15</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>

Whether the resolution is passed or not - YES



For KOTHARI PRODUCTS LTD.  
  
 (RAJ KUMAR GUPTA)  
 CS & COMPLIANCE OFFICER

Resolution Required : (Ordinary / Special)		Resolution No. (2)		ORDINARY					
Whether Promoter/Promoter Group are interested in below Resolution		Description of resolution considered		To Consider & Adopt Audited Consolidated Financial Statements for the year ended 31st March, 2021					
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 (4)	No. of votes - in Against (5)	% of votes - in Favour (6) = $[(4)/(2)]*100$	% of votes - in Against (7) = $[(5)/(2)]*100$	Invalid votes (8)
Promoter and Promoter Group	E-voting	22380155	22368905	0	22368905	0	100	0	0
	Poll			0	0	0	0	0	0
	Postal Ballot(if applicable)			0	0	0	0	0	0
	Total	22380155	22368905	0	22368905	0	100	0	0
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	7463710	1160122	0	1160107	15	99.99	0.01	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	0
	Total	7463710	1160122	0	1160107	15	99.99	0.01	0
	Total	29843865	23529027	0	23529012	15	99.99	0.01	0
Whether the resolution is passed or not - YES									



For KOTHARI PRODUCTS LTD.  
 (RAJ KUMAR GUPTA)  
 CS & COMPLIANCE OFFICER

Resolution Required : (Ordinary / Special)		Resolution No. (3)							
Whether Promoter/Promoter Group are interested in below Resolution		ORDINARY						YES	
Description of resolution considered		Re-appointment of Sri Mitesh Kothari							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - in Against (5)	% of votes - in favour (6) = [(4)/(2)]*100	% of votes - in Against (7) = [(5)/(2)]*100	Invalid votes (8)
Promoter and Promoter Group	E-voting	22380155	22368905	0	22368905	0	100	0	0
	Postal Ballot(if applicable)								0
	Total	22380155	22368905	0	22368905	0	100	0	0
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	7463710	1160122	0	1157706	2416	99.79	0.21	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	0
	Total	7463710	1160122	0	1157706	2416	99.79	0.21	0
	Total	29843865	23529027	0	23526511	2416	99.79	0.21	0

Whether the resolution is passed or not - Yes

For KOTHARI PRODUCTS LTD.  
  
 (RAJ KUMAR GUPTA)  
 CS & COMPLIANCE OFFICER

Resolution Required : (Ordinary / Special)

Resolution No. (4)

Special

Whether Promoter/Promoter Group are interested in below Resolution

YES

Description of resolution considered	Re-appointment of Sri Deepak Kothari as Chairman & Managing Director							
	(1)	(2)	(3) = [(2)/(1)]*100	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	
Promoter and Promoter Group	E-voting 22380155	22368905	0	0	100	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total	22380155	22368905	0	100	0	0	
Public Institutions	E-voting 0	0	0	0	0	0	0	
	Postal Ballot(if applicable)	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	
Public Non-Institutions	E-voting 7463710	1160122	0	0	99.79	0.21	0	
	Postal Ballot(if applicable)	0	0	0	0	0	0	
	Total	7463710	1160122	0	99.79	0.21	0	
Whether the resolution is passed or not	- YES							
	Total	29843865	23529027	0	1157706	2416	99.79	0.21
					23526611	2416	99.79	0.21

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)

CS & COMPLIANCE OFFICER

**Resolution No. (5)**

Resolution Required : (Ordinary / Special)		Special						
Whether Promoter/Promoter Group are interested in below Resolution		YES						
Description of resolution considered		Re-appointment of Sri Mitesh Kothari as an Executive Director						
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	22380155	22368905	0	22368905	0	100	0
	Poll			0	0	0	0	0
	Postal Ballot(if applicable)			0	0	0	0	0
	<b>Total</b>	<b>22380155</b>	<b>22368905</b>	<b>0</b>	<b>22368905</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	7463710	1160116	0	1157700	2416	99.79	0.21
	Poll	0	0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	<b>7463710</b>	<b>1160116</b>	<b>0</b>	<b>1157700</b>	<b>2416</b>	<b>99.79</b>	<b>0.21</b>
	<b>Total</b>	<b>29843865</b>	<b>23529021</b>	<b>0</b>	<b>23526605</b>	<b>2416</b>	<b>99.79</b>	<b>0.21</b>

Whether the resolution is passed or not - YES

For KOTHARI PRODUCTS LTD.  
  
 (RAJ KUMAR GUPTA)  
 CS & COMPLIANCE OFFICER

2020

# 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

## CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman,

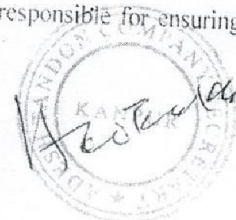
The 37<sup>th</sup> Annual General Meeting of the members of **KOTHARI PRODUCTS LIMITED**. ("the Company"), CIN- LI6008UP1983PLC006254 held on September 30, 2021 at 11:30 A.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which the Registered office of the Company situated at Pan Parag House 24 / 19, The Mall, Kanpur. (UP) - 208 001 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 i.e. Insta Poll 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 29<sup>th</sup> June, 2021, calling the 37<sup>th</sup> Annual General Meeting. The Annual General Meeting was convened on Thursday 30<sup>th</sup> September, 2021 at 11:30 A.M. (IST) through VC/OAVM.

### Management's Responsibility:

- I. 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.





# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

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

811, 8th Floor, KAN Char  
14/113, Civil Lines, Kanpur - 208 001  
Tel. : 0512 - 2332397 • Mobile : +91-983910  
E-mail : adesh.tandon11@gmail

### Scrutinizer's Responsibility:

2. My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and e-voting i.e. Insta Poll at the AGM) 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 (Insta Poll) conducted at the AGM.

### Authorised Agency:

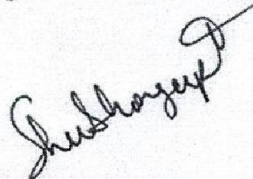
3. The Company has engaged the services of National Securities Depository Limited ("NSDL"), as the Authorized Agency to provide secured system for remote e-voting process and e-voting (Insta Poll) at the Annual General Meeting held through VC / OAVM.

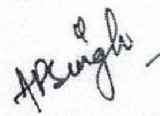
### Cut-off date:

4. The Shareholders of the Company holding shares as on the "cut-off" date (i.e. the record date) of Friday, September 23<sup>rd</sup>, 2021, were entitled to vote on the resolutions forming part of the Notice of the AGM.

### Remote e-voting:

5. The remote e-voting period began on September 27, 2021 at 09:00 AM (IST) and ended on September 29, 2021 at 05:00 PM (IST). The remote e-voting module was been disabled by NSDL for voting thereafter.
6. The votes cast electronically were unblocked on September 30, 2021 around 01:12 P.M. after the conclusion of the e-voting (Insta Poll) in the AGM, in the presence of two witnesses Mr. Shubham Gupta R/o 9, A.B. Nagar, Unnao – 209 801 and Mr. Abhay Pratap Singh R/o M-312, Keshavpuram, Kalyanpur, Kanpur – 208017 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.

  
(Shubham Gupta)

  
(Abhay Pratap Singh)



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

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14/113, Civil Lines, Kanpur - 208 001  
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7. The e-voting (Insta Poll) facility was provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 37<sup>th</sup> 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 (Insta Poll) at AGM on each resolution is given hereunder:

### A) Resolution No.1: Ordinary Resolution

To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
82	2,35,29,012	99.99%

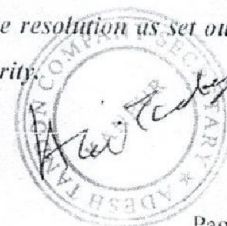
Voted 'AGAINST' the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
02	15	00.01%

Voted INVALID: NIL

### Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in the Notice as Item No.1, therefore, the ordinary resolution has been passed with majority.



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

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14/113, Civil Lines, Kanpur - 208 001  
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### B) Resolution No. 2: Ordinary Resolution

To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
82	2,35,29,012	99.99%

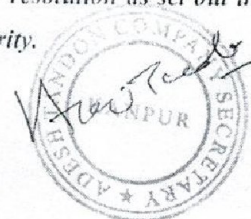
Voted 'AGAINST' the resolution:

Number of Members voted through electronic E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
02	15	00.01%

Voted INVALID: NIL

### Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in the Notice as Item No. 2, therefore, the ordinary resolution has been passed with majority.



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
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811, 8th Floor, KAN Chan  
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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 herself for re-appointment:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
77	2,35,26,611	99.99%

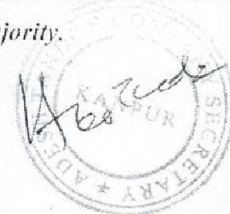
Voted 'AGAINST' the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
07	2,416	00.01%

Voted INVALID: NIL

#### Result:

*As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in the Notice as Item No. 3, therefore, the ordinary resolution has been passed with majority.*



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

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

811, 8th Floor, KAN Charr  
14/113, Civil Lines, Kanpur - 208 001  
Tel. : 0512 - 2332397 • Mobile : +91-983910  
E-mail : adesh.tandon11@gmail.com

**SPECIAL BUSINESS:**

**D) Resolution No. 4: Special Resolution**

To approve the re-appointment of Sri Deepak Kothari, Chairman & Managing Director (KMP) of Company for a period of three years.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
77	2,35,26,611	99.99%

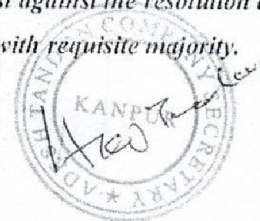
Voted 'AGAINST' the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
07	2,416	00.01%

Voted INVALID: NIL

**Result:**

*As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in the Notice as Item No. 4, therefore, the special resolution has been passed with requisite majority.*



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

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

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E-mail : adesh.tandon1@gmail

**E) Resolution No. 5: Special Resolution**

To approve the re-appointment of Sri Mitesh Kothari, Executive Director of Company, for the period of three years.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
77	2,35,26,605	99.99%

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
07	2,416	00.01%

Voted INVALID: NIL

**Result:**

*As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in the Notice as Item No. 5, therefore, the special resolution has been passed with requisite majority.*

Peer Reviewed Unit: 741/2020

UDIN: F002253C001046098

Date: September 30, 2021

Place: Kanpur

For Adesh Tandon & Associates

Company Secretaries

For ADESH TANDON & ASSOCIATES  
COMPANY SECRETARIES

*Adesh Tandon*  
(Adesh Tandon)  
Proprietor

FCS No. 2253

C.P. No. 1121