

KPL/2021-22/BSE 1st October, 2021

> Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 2S' h Floor, Dalal Street Mumbai — 400001

National Stock Exchange of India Ltd. Exchange Plaza S" Floor Plot No. C/1, G Block Bandra Kurla Complex Bandra (E) Mumbai — 400051

Scrip Code: KOTHARIPRO Scrip Code: 530299

Dear Sir,

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

> Regd. Off.: "Pan Parag House", 24/19, The Mall, Kanpur - 208 001 (INDIA) Phone: +91 512 2312171-72-73-74 • Fax: +91 512 2312058 E-mail: kothari@panparag.com • Website : www.kothariproducts.in CIN No. - L 16008 UP 1983 PLC 006254

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

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA) CS & COMPLIANCE OFFICER

| Resolution Required : (Ordinary / Special) Whether Promoter/Promoter Group are interested in below Resolution Description of resolution considered | votes polled | To Consider & Adop | To Consider & Adop | To Consider & Adopt Audited Stand. 31s |
|--|---|---|---|--|
| ered Wootes polled on No. of votes outstanding polled shares (2) [(2)/(1)]*100 | votes polled on outstanding shares (3)= (2)/(1)]*100 | votes polled on outstanding shares (3)= (2)/(1)]*100 (4) To Consider & Adop No. of votes - No. | votes polled on outstanding shares (3)= (2)/(1)]*100 (4) To Consider & Adop No. of votes - No. | votes polled on outstanding shares (3)= (2)/(1)]*100 (4) |
| % votes polled on outstanding shares (3)= [(2)/(1)]*100 | votes polled on outstanding shares (3)= (2)/(1)]*100 | votes polled on Shares in favour (3)= (2)/(1)]*100 (4) | votes polled on Shares in favour (3)= (2)/(1)]*100 (4) | votes polled on Shares in favour (3)= (2)/(1)]*100 (4) |
| | | To Consider & Adop No. of votes - No. of in favour in a | To Consider & Adop No. of votes - No. of n favour in a | To Consider & Adop No. of votes - No. of n favour in a |

e M

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)

CS & COMPLIANCE OFFICER

| | Resolution Requi | Resolution Required : (Ordinary / Special) | 5 | pecial) | Resolution N | Resolution No. (2) | Resolution No. (2) | Resolution No. (2) ORDINARY |
|--------------|--|--|---------------------|---------|-----------------------|-------------------------|---------------------------------|---|
| | Whether Promoter/Promoter Group are interested in below Resolution | oup are interested | d in below | Resolut | Resolution | | | |
| | Description of | Description of resolution considered | lered | | | To Consider & | To Consider & Adopt Audited end | To Consider & Adopt Audited Consolidated Financial Statements for the year ended 31st March, 2021 |
| | | | | | % votes polled on | % votes polled on | % votes polled on | % votes polled on |
| Category | Mode of Voting | No. of shares held | No. of votes polled | es | es outstanding shares | | outstanding shares | outstanding No. of votes - No. of shares in favour in Ag |
| | | (1) | (2) | | (3)= [(2)/(1)]*100 | (3)= [(2)/(1)]*100 (4) | (4) | (4) (5) (6)= |
| moter and | E-voting | 22380155 | 22368905 | | 0 | 223 | | 22368905 0 1 |
| Promoter and | Postal Ballot(if applicable) | | | | 00 | 0 0 | | |
| Group | Total | 22380155 | 22368905 | | 0 | 0 22368905 | | 22368905 0 1 |
| | E-voting | 0 | 0 | | 0 | 0 0 | | 0 0 |
| Diblio | Postal Ballottif applicable) | 0 | 0 | | 0 | | | 0 |
| Institutions | Total | 0 | 0 | | 0 | 0 0 | | 0 |
| | E-voting | 7463710 | 1160122 | | 0 | 0 1160107 | 1160107 | 1160107 15 99 |
|) : | Poll | 0 | 0 | | 0 | 0 0 | | 0 0 |
| Public Non- | Postal Ballot(if applicable) | 0 | 0 | | 0 | 0 0 | | 0 0 |
| Institutions | Total | 7463710 | 1160122 | | 0 | | | 1160107 15 |
| | Iotal | 29843865 | 23529027 | 027 | 027 0 | 0 | | 0 |

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)

CS & COMPLIANCE OFFICER

| Res | Resolution Required : (Ordinary / Special) | nary / Special) | | | | ORDINARY | | |
|--------------------------|--|------------------|-------------------------------|----------------|----------------|--------------------------------------|---|---------------|
| Whether Promote | Whether Promoter/Promoter Group are interested in below Resolution | erested in below | Resolution | | | YES | , | |
| | Description of resolution considered | considered | | | Re-appoin | Re-appointment of Sri Mitesh Kothari | sh Kothari | |
| | No. of shares | No. of votes | % votes polled on outstanding | No. of votes - | No. of votes - | % of votes - in % of votes - in | of of the control of | |
| Category Mode of Voting | | polled | shares | in favour | in Against | favour | Against | Invalid votes |
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 | (7)=[(5)/(2)]*100 | (8) |
| E-voting | 22380155 | 22368905 | 0 | 22368905 | 0 | 100 | 0 | 0 |
| 1001 | | | 0 | | 0 | 0 | 0 | 0 |
| Postal Ballot(if | allot(if | | | | | | | |
| Promoter and applicable) | le) | | 0 | | 0 | 0 | > | 0 |
| Promoter Group Total | 22380155 | 22368905 | 0 | 22368905 | 0 | 100 | | |
| E-voting | 0 | 0 | 0 | 0 | 0 | | | |
| Poll | 0 | 0 | 0 | 0 | 0 | | | |
| Postai Bailot(if | ailot(if | | | | | | | 0 |
| Public applicable) | (e) 0 | 0 | 0 | 0 | 0 | 0 | > | 0 |
| estitutions Tctal | 0 | 0 | 0 | 0 | 0 | 0 | | |
| E-voting | 7463710 | 1160122 | 0 | 1157706 | 2416 | 99.79 | 021 | |
| Poll | 0 | 0 | 0 | 0 | 0 | | O i | |
| Postal Ballot(if | aliot(if 0 | | | 1 | | | | c |
| Public Non- applicable) | e) | 0 | 0 | 0 | 0 | 0 | > | 0 |
| Institutions Total | 7463710 | 1160122 | 0 | 1157706 | 2416 | 99 79 | 0.04 | 0 |
| Total | 29843865 | 23529027 | 0 | 23526611 | 2416 | 96 70 | 0.4. | |

Commenced Commence

8 CA

For KOTHARI PRODUCTS LTD.

(RAJKUMAR GUPTA)
CS & COMPLIANCE OFFICER

Group Whether the resolution is passed or not - YES Public Institutions Public Non-Promoter Institutions Promoter and Whether Promoter/Promoter Group are interested in below Resolution Total applicable)
Total E-voting E-voting Poll Poll E-voting Postal Ballot(if Postal Ballot(if applicable) applicable) Postal Ballot(if otal Total Resolution Required : (Ordinary / Special) Description of resolution considered 29843865 22380155 22380155 7463710 7463710 c 0 0 0 0 23529027 1160122 22368905 22368905 1160122 0 0 c 0 (2) (3)=[(2)/(1)]*100Resolution No. (4) 0 00 0 0 0 0 0 23526611 22368905 Re-appointment of Sri Deepak Kothari as Chairman & Managing Director 1157706 22368905 1157706 0 0 0 0 2416 2416 2416 0 0 00 0 ଠାତ (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 99.79 99.79 Special YES 80 0 0 0 8 0.21 0.21 0 0 0 0 0 0 0 0 0 0 00 00 0 0

R &

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

For KOTHARI PRODUCTS LTD.

| | Resolution Required : (Ordinary / Special) | : (Ordinary / Spec | cial) | | | | Special | | |
|-------------------------|--|--------------------|------------------|--------------------|----------|----------------|---|-------------------|--------|
| | | | • | | | | Openia | | |
| Wh | Whether Promoter/Promoter Group are interested in below Resolution | are interested in | below Resolution | | | | YES | | |
| | Description of resolution considered | lution considere | α. | | Re-app | ointment of Sr | Re-appointment of Sri Mitesh Kothari as an Executive Director | s an Executive D | irecto |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| | | 22380155 | 22368905 | | 22368905 | | | | |
| | E-voting | | | 0 | | 0 | 100 | 0 | |
| Promoter and Promoter | Poll | | | 0 | 0 | 0 | 0 | 0 | |
| Group | Postal Ballot(if applicable) | | | 0 | 0 | 0 | o | 5 | |
| | Total | 22380155 | 22368905 | 0 | 22368905 | 0 | 100 | 0 | |
| | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public Institutions | 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 | |
| | E-voting | 7463710 | 1160116 | 0 | 1157700 | 2416 | 99.79 | 0.21 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public Non-Institutions | Postal Ballot(if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Total | 7463710 | 1160116 | 0 | 1157700 | 2416 | 99.79 | 0.21 | |
| | Total | 29843865 | 23529021 | 0 | 23526605 | 2416 | 99.79 | 0.21 | |

De of

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

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 37th Annual General Meeting of the members of KOTHARI PRODUCTS LIMITED. ("the Company"), CIN- L16008UP1983PLC006254 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 29th June, 2021, calling the 37th Annual General Meeting. The Annual General Meeting was convened on Thursday 30th September, 2021 at 11:30 A.M. (IST) through VC/OAVM.

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.

ADESH TANDON & ASSOCIATES COMPANY SECRETARIES

Adesh Tandon

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

811, 8th Floor, KAN Cham 14/113, Civil Lines, Kanpur - 208 001 Tel.: 0512 - 2332397 • Mobile: +91-983910

E-mail: adesh.tandon 1 l@gmai

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 Poil) conducted at the AGM.

Authorised Agency:

 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 23th, 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

Consolidated Scrutinizer Report

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@gmai

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 37th 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 | Number of votes cast in 'Favour' of | % of total number of valid |
|-------------------------------|-------------------------------------|----------------------------|
| through E-voting & Insta poll | resolution by e-voting & Insta poll | votes cast |
| 82 | 2,35,29,012 | 99.99% |

Voted 'AGAINST' the resolution:

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

Page 3 of 7

Consolidated Scrutinizer Report

COMPANY SECRETARIES

Adesh Tandon

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E-mail: adesh.tandon11@gmai

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 | Number of votes cast in 'Favour' of | % of total number of valid |
|------------------------------|-------------------------------------|----------------------------|
| through E-voting& Insta poll | resolution by e-voting & Insta poll | 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.

COMPANY SECRETARIES

Adesh Tandon

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

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E-mail: adesh.tandon11@gma

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:

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

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.

COMPANY SECRETARIES

Adesh Tandon

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E-mail: adesh.tandon11@gmai

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 | Number of votes cast 'against' . | % of total number of valid votes |
|--------------|-------------------------------|-------------------------------------|----------------------------------|
| - | through E-voting & Insta poll | resolution by e-voting & Insta poll | cast |
| Accommendent | 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.

COMPANY SECRETARIES

Adesh Tandon

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E-mail: adesh.tandonll@gmai

E) Resolution No. 5: Special Resolution

To approve the re-appointment of Sri Mitesh Kothari, Executive Direction 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 east 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 | Number of votes cast 'against' | % of total number of valid votes |
|------------------------------|------------------------------------|----------------------------------|
| through E-voting& Insta poll | resolution by e-voting& Insta poll | cast |
| 07 | 2,416 | 00.01% |

Voted INVALID: NIL

Result:

As the votes cust 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

> theo Carlas (Ades PRRISTOR

Proprietor

FCS No. 2253

C.P. No. 1121