

KPL/2020-21/BSE  
08<sup>th</sup> October, 2020



<b>Bombay Stock Exchange Ltd.</b> <b>Phiroze Jeejeebhoy Towers</b> <b>25<sup>th</sup> Floor, Dalal Street</b> <b>Mumbai – 400001</b> <b>Scrip Code : 530299</b>	<b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza 5<sup>th</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 : KOTHARIPRO</b>
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Dear Sirs,

**Sub Disclosure of Voting Results of the Adjourned 36<sup>th</sup> Annual General Meeting of M/s Kothari Products Limited held on October 07<sup>th</sup>, 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 Adjourned 36<sup>th</sup> Annual General Meeting of the Company held on 07<sup>th</sup> October, 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.**

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


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



Encl: as above

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>Start time of meeting</b>	12:00 Noon
<b>End time of meeting</b>	12:25 P.M.

For KOTHARI PRODUCTS LTD.

  
(K. S. S. S.)  
CS & P.L.

<b>VOTING RESULTS</b>	
<b>Date of AGM</b>	07.10.2020
<b>Total number of shareholders on record date (i.e. September 23rd, 2020 cut off date for voting purpose)</b>	9242
<b>Number of shareholders present in the meeting either in person or through proxy</b>	N.A.
<b>a) Promoter and promoter group</b>	N.A.
<b>b) Public</b>	N.A.
<b>Number of shareholders attended the meeting through video conferencing</b>	24
<b>a) Promoter and promoter group</b>	5
<b>b) Public</b>	19
<b>Number of resolutions passed in meeting</b>	4
<b>Disclosure of notes on voting results</b>	As per scrutitizer report annexed herewith

For KOTHARI PRODUCTS LTD.

  
 (RAJ KUMAR GUPTA)  
 CS & COMPLIANCE OFFICER

Resolution Details(1) TO CONSIDER & ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					ORDINARY				
Description of resolution considered					NO				
					AS MENTIONED ABOVE				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*10	(8)
Promoter and Promoter Group	E-voting	22380155	22368905	99.95	22368905	0	100	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>22380155</b>	<b>22368905</b>	<b>99.95</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	1290301	17.28	1289842	459	99.96	0.04	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>1290301</b>	<b>17.28</b>	<b>1289842</b>	<b>459</b>	<b>99.96</b>	<b>0.04</b>	<b>0</b>
<b>TOTAL</b>		<b>29843865</b>	<b>23659206</b>	<b>79.28</b>	<b>23658747</b>	<b>459</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>
Whether the resolution is passed or not - YES									

For KOTHARI PRODUCTS LTD.

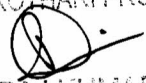


(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER

**Resolution Details(2) TO CONSIDER & ADOPT AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					ORDINARY				
Description of resolution considered					NO				
					AS MENTIONED ABOVE				
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	22368905	99.95	22368905	0	100	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>22380155</b>	<b>22368905</b>	<b>99.95</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	1290351	17.29	1289892	459	99.96	0.04	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>1290351</b>	<b>17.29</b>	<b>1289892</b>	<b>459</b>	<b>99.96</b>	<b>0.04</b>	<b>0</b>
<b>TOTAL</b>		<b>29843865</b>	<b>23659256</b>	<b>79.28</b>	<b>23658797</b>	<b>459</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 Details(3) RE-APPOINTMENT OF SMT. POONAM ARCHARYA									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					ORDINARY				
Description of resolution considered					NO				
					AS MENTIONED ABOVE				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*10	(8)
Promoter and Promoter Group	E-voting	22380155	22368905	99.95	22368905	0	100	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>22380155</b>	<b>22368905</b>	<b>99.95</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	1290301	17.28	1289667	634	99.95	0.05	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>1290301</b>	<b>17.28</b>	<b>1289667</b>	<b>634</b>	<b>99.95</b>	<b>0.05</b>	<b>0</b>
<b>TOTAL</b>		<b>29843865</b>	<b>23659206</b>	<b>79.28</b>	<b>23658572</b>	<b>634</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>
Whether the resolution is passed or not - YES									

For KUTHARI PRODUCTS LTD



(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER

Resolution Details (4) APPOINTMENT OF M/S G M KAPADIA & CO., CHARTERED ACCOUNTANT AS A JOINT STATUTORY AUDITOR									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					ORDINARY				
					NO				
Description of resolution considered					AS MENTIONED ABOVE				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*10	(8)
Promoter and Promoter Group	E-voting	22380155	22368905	99.95	22368905	0	100	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>22380155</b>	<b>22368905</b>	<b>99.95</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	1290301	17.28	1289714	587	99.95	0.05	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>1290301</b>	<b>17.28</b>	<b>1289714</b>	<b>587</b>	<b>99.95</b>	<b>0.05</b>	<b>0</b>
<b>TOTAL</b>		<b>29843865</b>	<b>23659206</b>	<b>79.28</b>	<b>23658619</b>	<b>587</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>
Whether the resolution is passed or not - YES									

For KOLHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER

2

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# 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-COMBINED

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

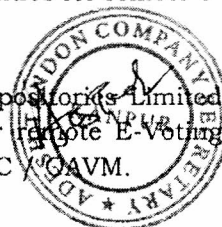
To,

The Chairman,

The 36<sup>th</sup> Annual General Meeting of the members of **KOTHARI PRODUCTS LIMITED** ("the Company"), CIN- L16008UP1983PLC006254 held on Wednesday, September 30, 2020 at 11:30 AM which was adjourned for want of quorum and held on Wednesday, October 07, 2020 at 12:00 PM 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, Uttar Pradesh-208 001 deemed to be the venue of the meeting.

Dear Sir,

1. I, Adesh Tandon, Company Secretary in practice, have been appointed as a scrutinizer by:
  - (i) The Board of Directors of the Company for the purpose of scrutinizing the Remote e-voting process 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; and
  - (ii) The Chairman of the 36<sup>th</sup> Annual General Meeting (AGM) for the e-voting provided to the shareholders present at the AGM through VC/OAVM, who have not casted their vote through remote e-voting, on the resolutions contained in the notice of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company, held on October 07, 2020 through VC/OAVM.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Notice of the 36<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and e-voting at the AGM 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 National Securities Depositories 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 conducted at the AGM.
3. The Company has engaged the services of National Securities Depositories Limited ("NSDL") as the Authorized Agency to provide secured system for Remote E-Voting process and e-voting at the Annual General Meeting held through VC






**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

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

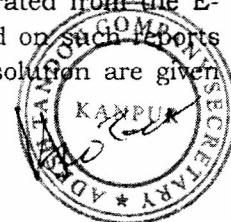
811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512- 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

4. The E-Voting period remained open from 09:00 A.M. (IST) on Sunday, September 27, 2020 up to 05:00 P.M. (IST) on Tuesday, September 29, 2020.
5. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for remote E-Voting on the proposed resolutions was Wednesday, September 23, 2020.
6. The votes cast electronically were unblocked on Wednesday, October 07, 2020 around 01:00 P.M. after the conclusion of the e-voting in the AGM, in the presence of two witnesses Mr. Shivam Gupta R/o 46/45, Hatiya, Kanpur - 208 001 and Mr. Awashesh Dixit R/o 30/6, Vishnupuri, Kanpur - 208 002, who are not in the employment of the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.

  
(Shivam Gupta)

  
(Awashesh Dixit)

7. The e-voting facility has been provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 36<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 'For' and 'Against' the resolutions, were generated from the E-Voting website of National Securities Depository Limited and based on such reports the results of Remote E-Voting and E-voting at AGM on each resolution are given hereunder:



**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

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

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 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	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
<b>38</b>	<b>2,36,58,747</b>	<b>99.99%</b>

Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	% of total number of valid votes cast
<b>01</b>	<b>459</b>	<b>0.01%</b>

Voted **INVALID: NIL**

**Result:**

*Since, the votes cast in favor of the resolution are more than the votes cast against the resolution as set out in the Notice as Item no. 1, therefore, the ordinary resolution has been passed with requisite majority.*



**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

**Adesh Tandon**  
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**B) Resolution No. 2: Ordinary Resolution**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Auditors thereon:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	% of total number of valid votes cast
39	2,36,58,797	99.99%

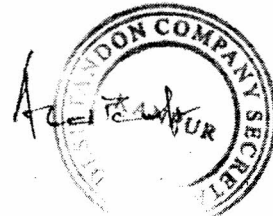
Voted 'AGAINST' the resolution:

Number of Members voted through electronic E-voting	Number of votes cast 'against' resolution by e-voting	% of total number of valid votes cast
01	459	0.01%

Voted **INVALID: NIL**

**Result:**

*Since, the votes cast in favor of the resolution are more than the votes cast against the resolution as set out in the Notice as Item no. 2, therefore, the ordinary resolution has been passed with requisite majority.*



**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

**Adesh Tandon**  
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E-mail : adesh.tandon11@gmail.com

**C) Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Smt. Poonam Archarya (DIN:07238992), 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	Number of votes cast in 'Favour' of resolution by e-voting	% of total number of valid votes cast
33	2,36,58,572	99.99%

Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	% of total number of valid votes cast
6	634	0.01%

Voted **INVALID: NIL**

**Result:**

*Since, the votes cast in favor of the resolution are more than the votes cast against the resolution as set out in the Notice as Item no. 3, therefore, the ordinary resolution has been passed with requisite majority.*



**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

**Adesh Tandon**  
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**D) Resolution No. 4: Ordinary Resolution**

To consider & if thought fit, to pass with or without modifications the ordinary resolution regarding the appointment of M/s. G M Kapadia & Co., Chartered Accountants as a joint Statutory Auditor :-

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

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	% of total number of valid votes cast
34	2,36,58,619	99.99%

Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	% of total number of valid votes cast
5	587	0.01%

Voted **INVALID: NIL**


**Result:**

*Since, the votes cast in favor of the resolution are more than the votes cast against the resolution as set out in the Notice as Item no. 4, therefore, the ordinary resolution has been passed with requisite majority.*

**UDIN: F002253B000876984**  
Date: October 07, 2020  
Place: Kanpur

**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