

KPL/2019-20/BSE  
28/08/2019



**KOTHARI**

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

Sub : Notice of Thirty Fifth Annual General Meeting and Intimation of remote E-voting facility

Pursuant to Regulation 30 read with Paragraph A of Part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice calling the Thirty fifth Annual General Meeting of the members of the Company on Monday, 23<sup>rd</sup> September, 2019 at 11.30 A.M., containing the businesses to be transacted thereat, is attached herewith alongwith the Attendance slip, Proxy, Ballot & E-voting Forms. The aforesaid documents are being sent to the members of the Company alongwith the Annual Reports for the year 2018-19.

Further, as per section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility of "remote e-voting" to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are mentioned in the said Notice and E-voting Form. This is for your record and doing the needful.

Kindly acknowledge receipt.

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

**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

CIN No. - L 16008 UP 1983 PLC 006254



## NOTICE:

Notice is hereby given that the Thirty Fifth Annual General Meeting of the Members of Kothari Products Limited will be held on Monday, the 23<sup>rd</sup> September, 2019 at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur at 11:30 A.M., to transact the following businesses:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Auditors thereon.
3. To declare Dividend for the aforesaid financial year.
4. To appoint a Director in place of Sri Mitesh Kothari (DIN: 00089076), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

5. To re-appoint Dr. Avinash Gupta as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended till date and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, subject to the Company’s policy on Terms and Conditions for Appointment of Independent Directors, Dr. Avinash Gupta (DIN: 00089371), who was appointed as an Independent Director w.e.f. 19<sup>th</sup> September, 2014 for a period of 5 years and who held office of Independent Director up to 18<sup>th</sup> September, 2019 and who has been proposed to be re-appointed by the Board of Directors and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 19<sup>th</sup> September 2019.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be necessary in the aforesaid appointment”.

6. To re-appoint Sri Vikas Chaturvedi as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended till date and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, subject to the Company’s policy on Terms and Conditions for Appointment of Independent Directors, Sri Vikas Chaturvedi (DIN: 00089394), who was appointed as an Independent Director w.e.f. 19<sup>th</sup> September, 2014 for a period of 5 years and who held office of Independent Director up to 18<sup>th</sup> September, 2019 and who has been proposed to be re-appointed by the Board of Directors and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 19<sup>th</sup> September, 2019.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be necessary in the aforesaid appointment”.

7. To re-appoint Sri Pramod Kumar Tandon as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Appointment and



Qualification of Directors) Rules, 2014, as amended till date and the provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date, subject to the Company's policy on Terms and Conditions for Appointment of Independent Directors, Sri Pramod Kumar Tandon (DIN: 00089344), who was appointed as an Independent Director w.e.f. 19<sup>th</sup> September, 2014 for a period of 5 years and who held office of Independent Director up to 18<sup>th</sup> September, 2019 and who has been proposed to be reappointed by the Board of Directors and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 19<sup>th</sup> September, 2019."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be necessary in the aforesaid appointment".

Regd. Off :  
'PAN PARAG HOUSE'  
24/19, THE MALL  
KANPUR – 208 001

By Order of the Board  
for KOTHARI PRODUCTS LTD.

Sd/-  
(RAJ KUMAR GUPTA)  
CS & Compliance Officer

DATE : 29<sup>th</sup> May, 2019

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY BUT ONE PERSON CAN REPRESENT AS PROXY FOR NOT MORE THAN 50 MEMBERS AND FOR MEMBERS HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Proxies, in order to be effective must be completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxy form and attendance slip are enclosed in the Annual Report.
3. The Register of Members of the Company shall remain closed from Monday, 16<sup>th</sup> September, 2019 to Monday, 23<sup>rd</sup> September, 2019 (both days inclusive) in connection with the Annual General Meeting and for the purpose of Payment of Dividend, if declared, at the aforesaid meeting.
4. The Dividend for the year ended 31<sup>st</sup> March, 2019 as recommended by the Board, if approved by the members, will be paid to the physical members whose names appear in the Company's Register of Members on Sunday, 15<sup>th</sup> September, 2019 after giving effect to all the valid transfers as received by the Company or its Registrar & Share Transfer Agent on or before 15<sup>th</sup> September, 2019. In respect of the Shares held in electronic form, the dividend will be payable on the basis of their beneficial ownership as at the end of aforesaid date as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.
5. THE MEMBERS HOLDING PHYSICAL SHARES ARE, IN THEIR OWN INTEREST, ADVISED TO SEND IMMEDIATELY REQUESTS FOR CHANGE OF ADDRESS AND BANK PARTICULARS, IF ANY, TO OUR REGISTRAR I.E. ALANKIT ASSIGNMENTS LTD., (UNIT: KOTHARI PRODUCTS LTD.) "ALANKIT HEIGHTS", 1E/13 JHANDEWALAN EXTENSION, NEW DELHI – 110 055, PHONE NOS. (011) 23541234 & 42541234 & FAX NO. (011) 41543474. HOWEVER, THE MEMBERS HOLDING DEMAT SHARES ARE ADVISED TO IMMEDIATELY INTIMATE THE CHANGE OF ADDRESS AND BANK DETAILS TO THEIR CONCERNED DEPOSITORY PARTICIPANTS.
6. Those Members who have not encashed/received their Dividend warrants for the financial years 2011-12 onwards may approach immediately to the Secretarial Department at the Registered Office of the Company for revalidation of Dividend Warrants or for obtaining duplicate Dividend Warrants in lieu of the lost warrants. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.kothariproducts.in](http://www.kothariproducts.in)).

7. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 124 and 125 of The Companies Act, 2013 and Rules made thereunder and erstwhile sections 205A and 205C of the Companies Act, 1956, all Unclaimed/Unpaid dividend for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Accordingly, all unclaimed/unpaid dividend for the Financial Year 2011-12, have to be transferred to the Investors Education & Protection Fund (IEPF) established by the Central Government.

Further, as per Section 124(6) of the Act read with IEPF Rules as amended, all shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are also required to be transferred to the Demat Account of the IEPF Authority.

The Company has sent notices to all the members whose Dividends are lying unpaid/unclaimed for seven consecutive years or more. Concerned Members are requested to claim the same immediately. In case the dividends are not claimed, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice.

The unpaid Dividend amount relating to the Financial Years, 1997-98, 1998-2000 (Interim), 1998-2000 (Final), 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-07, 2007-08, 2008-2009, 2009-10 & 2010-11 have been transferred to the aforesaid Investor Education & Protection Fund.

MEMBERS ARE AGAIN ADVISED TO NOTE THAT THE UNPAID DIVIDEND AMOUNT RELATING TO FINANCIAL YEAR 2011-12 WILL BE TRANSFERRED TO THE INVESTOR EDUCATION & PROTECTION FUND, AS PER THE PROVISIONS OF SEC.124(5) OF THE COMPANIES ACT, 2013 IN OCTOBER, 2019. THE DIVIDEND FOR THE AFORESAID YEAR SHALL BE PAID ONLY ON RECEIPT OF REQUEST AND SATISFACTORY COMPLIANCE OF THE REQUISITE PROCEDURE

8. Members desirous of getting any information at the meeting about the accounts and operations of the company are requested to send their query at the Registered office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
9. Section 72 of the Companies Act, 2013 has extended nomination facility to individuals holding shares in Companies. Shareowners, in particular, those holding shares as sole holder are advised to avail of the above facility in their own interest, by furnishing to the Company the particulars of their nominations. The prescribed application form may be obtained by the shareowners from the Company's Secretarial Department at its Registered Office.
10. Members are requested to bring their copies of Annual Report at the meeting. Please note that no gifts will be distributed at the meeting.
11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notices/documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with our Registrar, Alankit Assignments Ltd., "Alankit Heights", 1E/13 Jhandewalan Extension, New Delhi – 110 055.
12. Even after registering for e-communication, the members are entitled to receive such communication/documents in physical form, upon making a request for the same, by post, free of cost.
13. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, alongwith Regulation 44 of the SEBI (LODR) Regulations, 2015, the members have been provided with the facility to cast their votes electronically through the "remote e-voting" services provided by NSDL, on all the resolutions set forth in this Notice. The "remote e-voting" period commences on Friday, 20<sup>th</sup> September, 2019 (9:00 A.M. IST) and ends on Sunday, 22<sup>nd</sup> September, 2019 (5:00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Monday 16<sup>th</sup> September, 2019 (being the cut-off date fixed by the Company for "remote e-voting"), may cast their votes electronically. The "remote e-voting" module shall



be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. A Physical Ballot form is also being sent to the member's along with the Annual Report. Members have option to vote either through "remote e-voting" or through the Physical Ballot form. If a member has opted for "remote e-voting" then he/she should not vote by Physical Ballot and also vice versa. However, in case members cast their votes both via Physical Ballot and "remote e-voting" then voting through "remote e-voting" shall prevail and voting done by physical ballot shall be treated as invalid. The instructions for "remote e-voting" and other details thereof are mentioned in the physical ballot form and "remote e-voting" form being sent to you along with the Annual Report and they form an integral part of this notice. The members who have cast their vote by "remote e-voting" prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through Ballot Paper.
15. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rta@alankit.com](mailto:rta@alankit.com) by mentioning their Folio No./DP ID and Client Id. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
16. The Company has appointed Sri Adesh Tandon, a Practising Company Secretary of Kanpur as Scrutinizer to receive and scrutinize the completed physical ballot forms and votes cast electronically by the members. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kothariproducs.in](http://www.kothariproducs.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 3 days of passing the resolutions at the Thirty Fifth Annual General Meeting of the Company on Monday, 23<sup>rd</sup> September, 2019 and communicated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Limited, where the shares of the Company are listed.
17. The Chairman shall, at the Annual General Meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
18. Pursuant to SEBI (LODR) Regulations, 2015, particulars of Directors seeking re-appointments at this meeting are provided in the Corporate Governance Report forming part of the Annual Report.
19. The Securities & Exchange Board of India has notified that the shareholders/transferees of shares (including Joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including by transfer, transmission or any other Corporate Action. Accordingly, all the Physical shareholders/transferees of shares (including Joint holders) are requested to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including by transfer, transmission or any other Corporate Action.
20. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. TO 6:00 P.M.) on all working days upto and including the date of the Annual General Meeting of the Company.
21. Annual Report and AGM Notice is available at the website of the Company at [www.kothariproducs.in](http://www.kothariproducs.in) in the Investor's Section.
22. A corporate member intending to send its authorized representative to attend the Meeting in terms of section 113 of the Companies Act, 2013 is requested to send the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf in the meeting.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

### ITEM NO. 5 & 6

Dr. Avinash Gupta and Sri Vikas Chaturvedi were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (LODR) Regulations, 2015 w.e.f. 19<sup>th</sup> September, 2014 for a period of 5 years. Accordingly they hold office as Independent Directors of the Company up to 18<sup>th</sup> September, 2019. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of aforesaid Dr. Avinash Gupta and Sri Vikas Chaturvedi as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. Based on the performance evaluation report of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, The Board considers that, their experience and contributions made by them during their tenure, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Therefore for continued association of Dr. Avinash Gupta and Sri Vikas Chaturvedi, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company. Section 149 of the Companies Act, 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Policy on Terms and Conditions of Appointment of Independent Directors inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. The second term of appointment is in line with Sections 149(10) and 149(11) of the Companies Act, 2013.

Dr. Avinash Gupta and Sri Vikas Chaturvedi are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidatures of Dr. Avinash Gupta and Sri Vikas Chaturvedi for the office of Independent Directors of the Company. The Company has also received declarations from Dr. Avinash Gupta and Sri Vikas Chaturvedi that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Dr. Avinash Gupta and Sri Vikas Chaturvedi fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Further, Dr. Avinash Gupta and Sri Vikas Chaturvedi are independent of the management.

Dr. Avinash Gupta and Sri Vikas Chaturvedi are interested in the resolutions set out respectively at Item No. 5 & 6 of the Notice with regard to their respective re-appointments. None of the other Directors are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolutions set out at Item No. 5 & 6 of the Notice for approval by the members as special Resolutions.

### ITEM NO. 7.

Sri Pramod Kumar Tandon was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (LODR) Regulations, 2015 w.e.f. 19<sup>th</sup> September, 2014 for a period of 5 years. Accordingly they hold office as an Independent Director of the Company up to the 18<sup>th</sup> September, 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Sri Pramod Kumar Tandon as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company although he attains the age of 75 years. Based on the performance evaluation report of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, The Board considers that, their experience and contribution made by him during his tenure, would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Therefore for continued association of Sri Pramod Kumar Tandon, it



is proposed to re-appoint him as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company. Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Policy on Terms and Conditions of Appointment of Independent Directors inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company & disclosure of such appointment in its Board's Report and the Regulation 17 (1A) also requires special resolution for the appointment of a Director who has attained the age of seventy five years. The second term of appointment is in line with Sections 149(10) and 149(11) of the Companies Act, 2013.

Sri Pramod Kumar Tandon is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of an Independent Director of the Company. The Company has also received declaration from Sri Pramod Kumar Tandon that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Sri Pramod Kumar Tandon fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Sri Pramod Kumar Tandon is independent of the management.

Sri Pramod Kumar Tandon is interested in the resolution set out respectively at Item No. 7 of the Notice with regard to his re-appointment.

None of the other Directors as in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members as special Resolution.

Regd. Off :  
'PAN PARAG HOUSE'  
24/19, THE MALL  
KANPUR – 208 001

DATE : 29<sup>th</sup> May, 2019

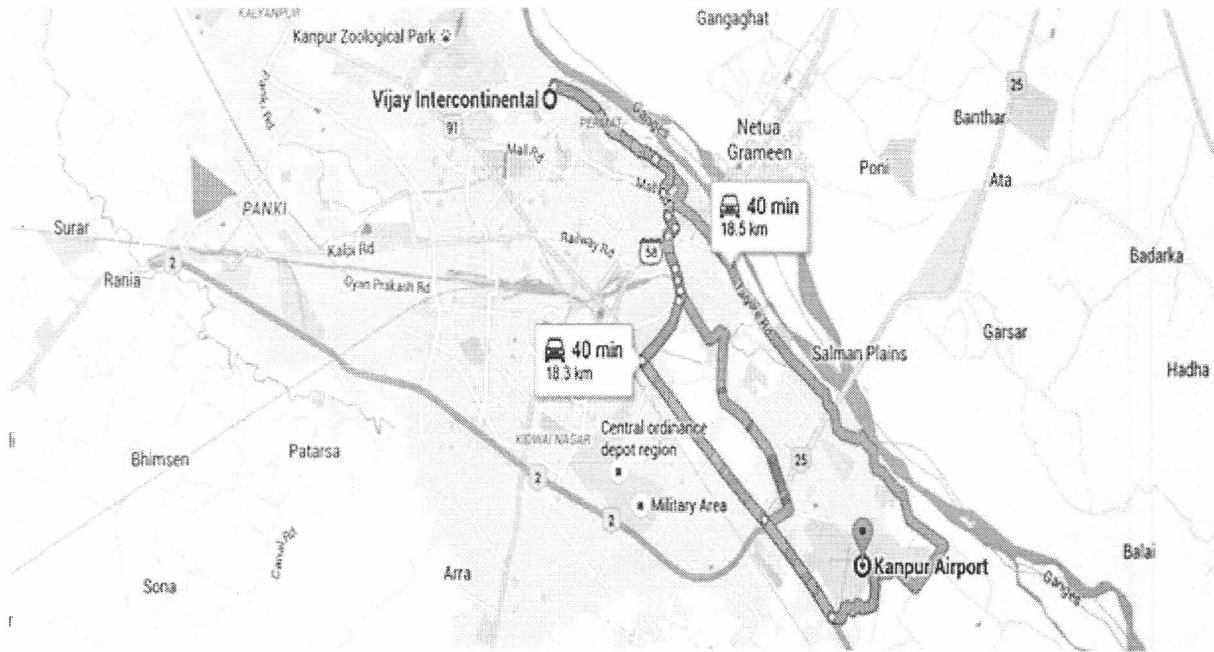
By Order of the Board  
for KOTHARI PRODUCTS LTD.

Sd/-  
(RAJ KUMAR GUPTA)  
CS & Compliance Officer

**Route Map No. 1 To the Venue of 35<sup>th</sup> Annual General Meeting**



**Route Map No. 2 to the Venue of 35<sup>th</sup> Annual General Meeting**







Regd. Office : "PAN PARAG HOUSE", 24/19, THE MALL, KANPUR - 208 001  
CIN: L16008UP1983PLC006254

**ATTENDANCE SLIP**

I, hereby record my presence at the Thirty Fifth Annual General Meeting of the Company being held on **Monday, the 23<sup>rd</sup> day of September, 2019 at 11:30 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave – 3, Kanpur.**

1. Full Name of the Shareowner/Proxy .....  
(In Block Letters)
2. Ledger Folio No ..... D.P. Id.\* ..... Client Id\* .....
3. No. of Equity Shares held ..... 4. Signature of the Shareowner/Proxy attending .....

To be used only when First named Shareowner is not attending.

Please give full name of the Joint Holders.

1. Mr./Mrs./Miss ..... Signature .....
2. Mr./Mrs./Miss ..... Signature .....  
(in Block Letters)

**NOTES:**

- i. Please fill in this attendance slip and hand it over at the entrance of the hall.
- ii. Shareowners who come to attend the meeting are requested to bring their copies of the Annual Report with them.
- iii. No gift will be distributed in the aforesaid meeting as per SEBI guidelines.  
\* Applicable for members holding shares in electronic form.

TEAR HERE



Regd. Office : "PAN PARAG HOUSE", 24/19, THE MALL, KANPUR - 208 001  
CIN: L16008UP1983PLC006254

**FORM No. MGT-11  
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member(s) of above named company, holding ..... shares, hereby appoint :

1.	Name :	
	Address :	
	E-mail Id :	
	Signature :	

or failing him

2.	Name :	
	Address :	
	E-mail Id :	
	Signature :	

or failing him

3.	Name :	
	Address :	
	E-mail Id :	
	Signature :	

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on **Monday, 23<sup>rd</sup> day of September, 2019 at 11:30 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave – 3, Kanpur** and at any adjournment thereof in respect of such resolutions as are indicated below :

\*\* I wish my above Proxy to vote in the manner as indicated in the box below :

Resolution No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Board of Reports of the Board of Directors' and Auditors' thereon.		
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Auditors' thereon.		
3.	To declare Dividend for the aforesaid financial year.		
4.	To appoint a Director in place of Shri Mitesh Kothari (DIN : 00089076), who retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
5.	To re-appoint Dr. Avinash Gupta (DIN : 00089371) as an Independent Director.		
6.	To re-appoint Shri Vikas Chaturvedi (DIN : 00089394) as an Independent Director.		
7.	To re-appoint Shri Pramod Kumar Tandon (DIN : 00089344) as an Independent Director.		

Signed this .....day of ..... 2019

Signature of Shareholder

Affix  
Revenue  
Stamp

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

**Note :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
- 2.\*\* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
5. For the resolution and notes please refer to the Notice of the 35<sup>th</sup> Annual General Meeting.



CIN : L16008UP1983PLC006254  
Regd. Office : "PAN PARAG HOUSE", 24/19, THE MALL, KANPUR - 208 001 - (U.P.)  
Phone: +91 0512 2312171-72-73-74; Fax: +91 0512 2312058  
Web Site : www.kothariproducs.in E-Mail: info@kothariproducs.in

### BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name and Registered address of the sole/first named shareholder (in block letters) :
  
2. Name of the Joint Holders, if any :
  
3. Registered Folio No./DP ID No.\* & Client ID No.\* (\*Applicable to investors holding shares in demat form) :
  
4. Number of Equity Shares held :
  
5. I/We hereby exercise my/our vote(s) in respect of the following resolutions to be passed at the Annual General Meeting of the Company to be held on Monday, 23<sup>rd</sup> September, 2019 for the business stated in the Notice dated 29<sup>th</sup> May, 2019 by sending my/our assent or dissent to the said resolutions by placing the tick mark (√) at the appropriate box below:

Sl No.	Agenda	No. of Equity Shares held	For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors' and Auditors' thereon.			
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Auditors' thereon.			
3.	To declare Dividend for the aforesaid financial year.			
4.	To appoint a Director in place of Shri Mitesh Kothari (DIN : 00089076), who retires by rotation and being eligible, offers himself for re-appointment.			
5.	To re-appoint Dr. Avinash Gupta (DIN : 00089371) as an Independent Director			
6.	To re-appoint Shri Vikas Chaturvedi (DIN : 00089394) as an Independent Director			
7.	To re-appoint Shri Pramod Kumar Tandon (DIN : 00089344) as an Independent Director			

Place :

Date :

(Signature of the Shareholder)

**Note : Last date for receipt of Physical Ballot Form by scrutinizer : 22<sup>nd</sup> September, 2019, before 05:00 P.M.**

**Instructions :**

1. A member desiring to exercise vote by Physical ballot may complete this ballot form and send it to the scrutinizer in the attached self-addressed envelope bearing the address of the scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing ballot form, if sent by courier at the expense of the registered member will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature(s) registered with the Company) by the first named member and in his absence, by the next named member. Unsigned ballot form will be rejected.
3. The vote may be accorded by recording the assent in column 'FOR' or dissent in Column 'AGAINST' by placing a tick mark (√) in the appropriate column.
4. Duly completed ballot form(s) should reach the scrutinizer not later than 05:00 P.M. on 22<sup>nd</sup> September, 2019.
5. In case of shares held by companies, trusts, societies, etc. the duly completed ballot form should be accompanied by a certified true copy of the Board Resolution/Authority.
6. Members are requested not to send any other paper along with the Physical Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the members as on 16<sup>th</sup> September, 2019 (being the cut-off date). A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting through physical Ballot Form as well as voting in the Annual General Meeting through ballot paper.
8. The scrutinizer's decision on the validity of the ballot form shall be final.
9. The Company is also offering e-voting facility as an alternate, for all the members to enable them to cast their vote electronically in addition to dispatching physical ballot form. The detailed procedure of e-voting is set out at the back of the e-voting form sent to you alongwith the notice of this Annual General Meeting.
10. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their votes both via Physical Ballot and e-voting then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
11. Members may please note to bring copy of this ballot form to the meeting hall if they are coming to attend the Annual General Meeting personally.



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Sr. No.

Registered Folio No./ DP ID No./Client ID No. :

No. of Share(s) held :

Dear Shareowner,

**Subject: Instructions for remote e-voting**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 35<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 23<sup>rd</sup>, 2019 at 11:30 A.M. IST. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility.

The remote e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The remote e-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Friday, September 20 <sup>th</sup> , 2019 at 9:00 A.M. IST
End of remote e-voting	Sunday, September 22 <sup>nd</sup> , 2019 at 5:00 P.M. IST

Please read the instructions printed overleaf before exercising the vote electronically.



These details and instructions form integral part of the Notice of the 35<sup>th</sup> Annual General Meeting to be held on September 23<sup>rd</sup>, 2019. The cut-off date for the purpose of remote e-voting is September 16<sup>th</sup>, 2019.

I. The instruction for remote e-voting are as under:-

(A) In case of members' receiving e-mail from NSDL;

- (i) Open e-mail and PDF file viz. "KPL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsd.com>
- (iii) Click on Shareholder – Login
- (iv) Put user id and password as initial password in step (i) above, Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.
- (vii) Select "EVEN" of Kothari Products Ltd.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
- (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail [adesh.tandon11@gmail.com](mailto:adesh.tandon11@gmail.com) or [rkgupta@kothariproducts.in](mailto:rkgupta@kothariproducts.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(B) In case of members receiving physical copy of the Notice of annual general meeting and attendance slip:-

- (i) Initial password is provided on the front of this form in the "Password / PIN" Column.
- (ii) Please follow all steps from SL. No. (ii) to (x) above, to cast vote.

II. If you are already registered with NSDL for remote e-voting then you can use your existing user id and password for casting your vote.

III. The remote e-voting period commences on 20<sup>th</sup> September, 2019 (9:00 a.m.) and ends on 22<sup>nd</sup> September, 2019 (5:00 p.m.). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 16<sup>th</sup>, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

IV. The voting rights of shareholders shall be as per the number of equity shares held by members as on the cut-off date (record date) of September 16<sup>th</sup>, 2019.

V. Mr. Adesh Tandon, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

VI. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.

VII. The Results declared alongwith the scrutinizer's Report shall be placed on the company's website [www.kothariproducts.in](http://www.kothariproducts.in) and on the website of NSDL immediately after the result is declared by the Chairman of the company. Members may also note that the Notice of the 35<sup>th</sup> annual general meeting and the Annual Report 2018-19 will be available on the company's website.

**NOTE:** In case of queries/grievances with regard to remote e-voting, contact Mr. Amit Vishal, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.  
Email:- [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in), Tel.: 022-24994600 / 022-249944738