

KPL/2014-15/I-1
19.09.2014



The General Manager
The U.P. Stock Exchange Association Ltd.
Padam Towers
Civil Lines
KANPUR - 208 001

Dear Sir,

Pursuant to clause 35A of the Listing Agreement, we hereby submit the following details regarding the voting results based on the scrutinizer's Report attached herewith:

Date of AGM : 19th September, 2014
Total No. of shareholders as on record date : 6673

No. of shareholders present in the meeting either in person or through proxy : 44
Promoters and Promoter Group : 6
Public : 38

No. of shareholders attended the meeting through Video Conferencing : N.A.
Promoters and Promoter Group : Nil
Public : Nil

MODE OF VOTING : In respect of all items voting were made by following means :

1. E-Voting: from 9:00 A.M. on Saturday, 13th September, 2014 to 6:00 P.M. on Monday, 15th September, 2014.
2. Poll : Conducted at the meeting on Friday, 19th September, 2014.

AGENDA WISE

Resolution No.1 : Ordinary Resolution

Considered and adopted Audited Standalone & Consolidate Balance Sheets as at 31st March 2014 and the Profit & Loss Accounts for the year ended on that date and the reports of Directors & Auditors thereon.

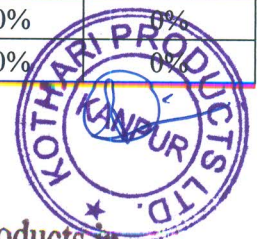
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2851	0.06%	2851	0	100%	0%
Total	19895910	14915029	74.97%	14915029	0	100%	0%

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<http://www.kothariproducts.in>



Resolution No.2 : Ordinary Resolution

Declared of dividend @ 60% i.e. Rs.6/- per share for the financial year ended 31st March, 2014.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2856	0.06%	2856	0	100%	0%
Total	19895910	14915034	74.97%	14915034	0	100%	0%

Resolution No.3 : Ordinary Resolution

Apponied Sri Mitesh Kothari (DIN : 00089076), as a Director of the Company, who retired by rotation at the AGM and being eligible had offered himself for re-appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2856	0.06%	2826	30	98.95%	1.05%
Total	19895910	14915034	74.97%	14915004	30	99.99%	0.01%

Resolution No.4 : Ordinary Resolution

Re-appointed M/s. Mehrotra & Mehrotra as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting.



Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2856	0.06%	2831	25	99.12%	0.88%
Total	19895910	14915034	74.97%	14915009	25	99.99%	0.01%

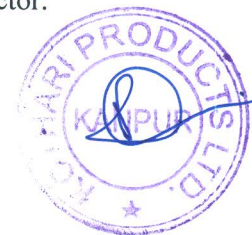
Resolution No.5 : Ordinary Resolution

Appointed Smt. Arti Kothari (DIN : 00089139), as a Director of the Company.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2856	0.06%	2853	3	99.89%	0.11%
Total	19895910	14915034	74.97%	14915031	3	99.99%	0.01%

Resolution No.6 : Ordinary Resolution

Appointed Sri Pramod Kumar Tandon (DIN : 00089344), as an Independent Director.



Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2856	0.06%	2853	3	99.89%	0.11%
Total	19895910	14915034	74.97%	14915031	3	99.99%	0.01%

Resolution No.7 : Ordinary Resolution

Appointed Dr. Avinash Gupta (DIN : 00089371), as an Independent Director.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2831	0.06%	2738	93	96.71%	3.29%
Total	19895910	14915009	74.97%	14914916	93	99.99%	0.01%

Resolution No.8 : Ordinary Resolution

Appointed Sri Vikas Chaturvedi (DIN :00089394), as an Independent Director.




Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2831	0.06%	2738	93	96.71%	3.29%
Total	19895910	14915009	74.97%	14914916	93	99.99%	0.01%

Resolution No.9 : Special Resolution

Altered the Articles of Association of the Company.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14921904	14912178	99.93%	14912178	0	100%	0%
Public – Institutional holders	900	0	0.00%	0	0	0.00%	0%
Public-Others	4973106	2831	0.06%	2491	340	88.00%	12%
Total	19895910	14915009	74.97%	14914669	340	99.99%	0.01%

Thanking you,
Yours faithfully
for **KOTHARI PRODUCTS LTD.**


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
MUMBAI - 400 001

National Stock Exchange Of India Ltd.

Exchange Plaza 5th Floor

Plot No.C/1 G Block

Bandra Kurla Complex

Bandra (E)

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COMPANY SECRETARIES

Adesh Tandon
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Date. 2-9/09/2014

Scrutinizer's Report – Combined

**(Pursuant to the section 108 and 109 of the companies Act and Rule 20& 21(2)
of Companies (Management & Administration) Rules, 2014**

To

The Chairman

30th Annual General Meeting of the Equity Shareholders of Kothari Products Limited, held on 19th day of September, 2014 At 11:30 A.M. At Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur .

Dear Sir,

1. I, Adesh Tandon a Company Secretary in practice, have been appointed as a scrutinizer by:

(i) The Board of Directors of Kothari products Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

(ii) The Chairman of the Annual General Meeting (AGM) for the purpose of poll under the provisions of section 109 of Companies Act, 2013 (Act) read with Rule 21 of Rules, on the resolutions contained in the notice to the 30th Annual General Meeting of the Equity Shareholders of Kothari Products Limited, held on 19th day of September, 2014 at 11:30 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur.

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 and



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Date 20/09/2014

poll on the resolutions contained in the Notice to the 30th Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutinizor for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

3. I have issued separate Scrutinizer's Report dated 17th September, 2014 & 19th September, 2014 on the e-voting and on the poll on the resolutions contained in the notice to the AGM, As requested by management. Now I submit herewith my combined report on the results of e-voting together with that of Poll as under:

A) Resolution No.1: Ordinary resolution to consider and adopt the Audited Standalone & Consolidated Balance Sheets of the Company as at 31st March, 2014 and the Profit & Loss Accounts for the financial year ended on that date and the Reports of the Directors' and Auditors' thereon.

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution-poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	35	57,58,592	1,49,15,029	100%



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Voted against the Resolution

Date: 20/09/2014

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613

Result:

There being no votes cast against the resolution as set out in Notice as item No. 1. Hence the resolution was passed unanimously.



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B) Resolution No.2: Ordinary Resolution to declare dividend for the aforesaid financial year. Date: 20/09/2014

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	36	57,58,597	1,49,15,034	100%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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Result

Date. 20/09/2014

There being no votes cast against the resolution as set out in Notice as item No. 2. Hence the resolution was passed unanimously.

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 himself for re-appointment.

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	35	57,58,592	1,49,15,004	99.9998%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	1	5	30	0.0002%



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Date: 20/09/2014

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613

Result

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 3 Hence the ordinary resolution was passed with requisite majority.

D) Resolution No. 4: Ordinary Resolution to re-appoint M/s. Mehrotra&Mehrotra, Chartered Accountants, retiring Auditors, as Auditors of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	36	57,58,597	1,49,15,009	99.9998%



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Voted against the Resolution

Date: 20/09/2014

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	0	0	25	0.0002%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613

Result

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 4 Hence the ordinary resolution was passed with requisit majority

E) Resolution No. 5: Ordinary Resolution For the appointment of Smt. ArtiKothari(DIN: 00089139) as a Women Director.



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Voted in favour of Resolution

Date... 20/09/2014

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	35	57,58,594	1,49,15,031	99.99998%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	1	3	3	0.00002%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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Result

Date: 20/09/2014

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 5 Hence the ordinary resolution was passed with requisit majority.

F) Resolution No.6: Ordinary Resolution for the Appointment of Sri Pramod Kumar Tandon(DIN: 00089344) as an independent Director.

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	35	57,58,594	1,49,15,031	99.99998%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	1	3	3	0.00002%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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Result:

Date 20/09/2014

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 6 Hence the ordinary resolution was passed with requisit majority

G) Resolution No. 7: Ordinary Resolution for the Appointment of Shri Dr. Avinash Gupta (DIN: 00089371) as an independent Director.

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	34	57,58,504	1,49,14,916	99.99937%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	2	93	93	0.00063%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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Result:

Date 20/09/2014

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 7. Hence the ordinary resolution was passed with requisit majority .

H) Resolution No. 8: Ordinary Resolution for the Appointment of Shri Vikas Chaturvedi (DIN: 00089394) as an independent Director.

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	34	57,58,504	1,49,14,916	99.99937%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	2	93	93	0.00063%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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Date: 20/09/2014

Result:

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 8 Hence the ordinary resolution was passed with requisit majority.

D) Resolution No. 9: Special Resolution to amend the Articles of Association of the Company.

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	31	57,58,257	1,49,14,669	99.99772%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	3	315	340	.00228%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.com, AAIMA

811, 8th Floor, Kan Chambers,
14/113, Civil Lines, KANPUR - 208 001 (U. P.)
Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date: 20/09/2014

Result:

As the votes cast in favor of the resolution is three times than votes cast against the resolution as set out in Notice as item No. 9 Hence the special resolution was passed with requisite majority

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Date :20/09/2014
Place : Kanpur

For Adesh Tandon & Associates
Company Secretaries

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY



Proprietor
C.P. No.:-1121

Adesh Tandon
Membership No.2253
C.P.No. 1121