

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), MUMBAI - 400 051

Dear Sir,

Sub: COMPLIANCE UNDER REGULATION 44(3) - POSTAL BALLOT

The Board of Directors of the Company had sought approval of the Shareholders of the Company pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, on the following proposals to be passed as Special Resolutions by way of Postal Ballot:

- 1. Approval for Issue of Bonus Shares.
- 2. Approval for Increase of Authorised Share Capital of the Company.
- 3. Approval for increase in the limits of making investments, giving guarantees/securities/loans.
- 4. Approval for Increase in the limits for creation of mortgages and charges.
- 5. Approval for borrowing of monies in excess of the limits prescribed under the Companies Act, 2013.

Sri Adesh Tandon, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process has submitted his report dated 26th December, 2015. A copy of the aforesaid report is enclosed for your records.

In terms of Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the voting result is also annexed for your information and record.

Based on the outcome of the results of the Postal Ballot as above, the Chairman announced the resolutions mentioned in the Postal Ballot Notice dated 10th November, 2015, as passed today with the requisite majority.

This is for your information and record.

For KOTHARI PRODUCTS LTD.

(Raj Kumar Gupta) CS & Compliance Officer

Encl: As above





ANNEXURES-1

DATE OF THE AGM/EGM (The resolutions	The date of passing special resolutions is
were passed through postal ballot including e-	December 26 th , 2015 (date of the declaration of
voting)	the postal ballot result).
Total Number of shareholders on record date	7377
(i.e.cut-off date in case of postal ballot)	,
No. of shareholders present in the meeting either	Not Applicable
in person or through proxy:	
Promoters and Promoter Group:	
Public Group	
No. of shareholders attended the meeting	Not Applicable
through Video Conferencing	
Promoters and Promoter Group:	
Public	

	Resolution	Required	: Special		1. /	Approval for issue	of Bonus Share	S		
Category			oromoter group nda/resolution		YES					
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 Prog Group	noter E-Voti	ng	14921904	11051064	74.06%	11051064	0	100	0	
	Postal	Ballot		3861540	25.88%	3861540	0	100	0	
	Total (A)	14921904	14912604	99.94%	14912604	0	100	0	
Public – Institution holders	nal E-Voti	ng		0	0.00	0	0	0	0	
	Postal	Ballot	0	0	0	0	0	100	0	
	Total (B)								
Public-Others	E-Voti	ng	4974006	5959	0.12	5959	0	100	0	
'	Postal	Ballot		6217	0.12	6217	0	100	0	
	Total (C)	4974006	12176	0.24	12176	0	100	0	
Total	A+B+0	2	19895910	14924780	75.01	14924780	SCT.	S	0	

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



	Resolution Required	: Special		1	Approval for increa Company	se of Authorise	ed Share Capital	of the
	Whether promoter/p interested in the age			YES				
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	against	favour on votes polled	against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promot Group	E-Voting	14921904	11051064	74.06%	11051064	0	100	0
	Postal Ballot		3861540	25.88%	3861540	0_	100	0
	Total (A)	14921904	14912604	99.94%	14912604	0	100	0
Public – Institutional holders	E-Voting	0	0	0	0	0	0	0
	Postal Ballot							
•	Total (B)	0	0	0	0	0	0	0
Public-Others	E-Voting	4974006	5959	0.12	5959	0	100	0
	Postal Ballot		6217	0.12	6217	0	100	0
	Total (C)	4974006	12176	0.24	12176	. 0	100	0
Total	A+B+C	19895910	14924780	75.01	14924780	0	100	0





	Resolution Required	: Special		1	Approval for increa giving guarantees/		•	stments,	
Category	Whether promoter/pinterested in the age	promoter group nda/resolution	are	YES					
Promoter/Public	Mode of Voting	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 Promot Group	E-Voting	14921904	11051064	74.06%	11051064	0	100	0	
	Postal Ballot		3861540	25.88%	3861540	0	100	0	
	Total (A)	14921904	14912604	99.94%	14912604	0	100	0	
Public – Institutional holders	E-Voting	0	0	0	0	0	o	0	
ı	Postal Ballot								
	Total (B)	0	0	0	0	0	0	0	
Public-Others	E-Voting	4974006	5959	0.12	5292	667	88.8	11.2	
	Postal Ballot		6217	0.12	6217	0	100	0	
	Total (C)	4974006	12176	.24	11509	667	94.52	5.48	
Total	A+B+C	19895910	14924780	75.01	14924113	667	99.99	.004	





R	esolution Required	: Special			approval for increating charges	se in the limits	for creation of	mortgages
	/hether promoter/p			YES				
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled		No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promote Group	E-Voting	14921904	11051064	74.06%	11051064	0	100	0
	Postal Ballot		3861540	25.88%	3861540	0	100	0
	Total (A)	14921904	14912604	99.94%	14912604	0	100	0
Public - Institutional holders	E-Voting	o	0	. 0	0	0	0	0
	Postal Ballot							-
	Total (B)	0	0	0	0	0	0	0
Public-Others	E-Voting	4974006	5959	0.12	5187	772	87.04	12.96
	Postal Ballot	1	6217	0.12	6217	0	100	0
	Total (C)	4974006	12176	0.24	11404	772	11.53	6.34
Total	A+B+C	19895910	14924780	75.01	14924008	772	99.99	.01



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CIN No. - L 16008 UP 1983 PLC 006254



	Resolution Required	l : Special		1	Approval for borro prescribed under t	-		e limits		
Category	Whether promoter/j			YES	YES					
Promoter/Public	Mode of Voting		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	against on votes polled		
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100		
Promoter and Prom Group	E-Voting	14921904	11051064	74.06%	11051064	0	100	0		
	Postal Ballot		3861540	25.88%	3861540	0	100	0		
	Total (A)	14921904	14912604	99.94%	14912604	. 0	100	0		
Public – Institutiona holders	E-Voting	0	0	0	0	0	0	0		
,	Postal Ballot						:			
	Total (B)	0	0	0 .	0	0	0	0		
Public-Others	E-Voting	4974006	5959	0.12	5190	769	87.09	12.91		
	Postal Ballot		6217	0.12	6167	25	99.59	.41		
	Total (C)	4974006	12176	0.24	11357	794	93.47	6.53		
Total	A+B+C	19895910	14924780	75.01	14923986	794	99.99	.01		

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA) CS & COMPLIANCE OFFICER

CIN No. - L 16008 UP 1983 PLC 006254

1. 2. 2.

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

FCS LLB Bicom, 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 26/12/2015

Serutinizer'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 KOTHARI PRODUCTS LIMITED, "Pan Parag House". 24/19, The Mall Kanpur-208001

Dear Sir,

1. AdeshTandon, proprietor of Adesh Tandon & Associates. Company Secretaries, having its office at Office No. 811. 8th Floor, Kan chambers, 14/1.5 Civil Lines, Kanpur -208001 have been appointed by the Board of Directors of KOTHARI PRODUCTS LIMITED ("the Company") vide its Board Resolution passed at its meeting held on 10th November, 2015, as Scrutinizer for the purpose of scrutinizing the Postal Ballot Process and E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot and E-Voting carried out, as per the provisions of clause 35B of the Listing Agreement read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation,2015 and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice of the Postal Ballot dated 10th November, 2015.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting through Postal Ballot and Electronic Means on the resolution contained in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot voting process and E-Voting process is restricted to ensure that the voting



process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the Notice for Postal Ballot, based on the reports generated from the Postal Ballots received from the shareholders and E-voting system provided by the National Security Depository Limited (NSDL), the authorized agency to provide e-voting facility, engaged by the Company.

The Notice dated 10th November, 2015 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and postal ballot forms along postage prepaid business reply envelopes were sent to the members of the Company on 24th November, 2015.

The members of the company holding shares as on 20th November, 2015(record date) were entitled to vote on the Resolutions proposed as set out in the Notice.

In this regard. I submit my report as under:

- 1. The Company had provided facility of casting vote to the members of the company through postal ballot voting process and also through electronic means.
- 2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 in respect of providing voting through postal ballot and electronic means.
- 3. All Postal Ballot forms received up to the 5 p.m. on 26th December, 2015, being the last date and time fixed by the Company for receipt of the Postal Ballot forms were considered for Scrutiny for the purpose of this report.
- 4. The Postal Ballot Forms were kept in mrs safe custody.
- 5. The E-Voting period remained open from 27th November, 2015 (09:00 AM) to 26th December, 2015 (5:00 PM).
- 6. At the end of the E-voting period. I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
- 7. The details containing list of shareholders who voted 'for' or 'against' the resolution put to vote were downloaded from the e-voting website of NSDL.
- 8. I have scrutinized the votes casted through electronic metors and also through physical ballor forms for the purpose of this report.

- 9. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for that purpose.
- 10. A summary of the Postal Ballot Forms received and e-voting is as under -:

A) Resolution No.1: Approval for issue of Bonus Shares.

Voted in "Favour" of Resolution

49	11057023	33	3867757	14924780	99,999%
voting system	resolution				
eleguonic		Postal Ballot	Postal Ballot	and Postal Ballot	votes casi
through	[1]	Voted by		through e-voting	
Members voted	votes cast	Member	cast in favour of	Vote cast	number
Number of	Number of		4	Total Number of	

Voted "Against" the Resolution

()	())	U	0		09	4.
system				Ballot	pestai Ballo	ľ		
electronic vo	sting voting	Postal	Ballot		voling		cast	
through	Share	e- Voted	by	in share by	through	€-	valid	votes
Members v	oted votes ca	st in Membe	ir.	Vote cast	of Vote	cast	number	r of
Number	of Number	of Numbe	r of	Number of	Total Nui	nber	Sa of	total

Invalid Votes

Number of	Number of	Number of	Number of	Total Number	% of total
Members voted	votes cast	Member/Proxi	Vote cast in	of Vote cast	number of
through	in Share e-	es Voted by	share by	through ex	valid votes
electronic voting	voting	postal Bullot	postal Ballot	voting and	cast
system			,	postal Ballot	
0	()		221	221	0.001%

Result:



B) Resolution No.2: Approval for increase of Authorized Share Capital of the Company.

Voted in "Favour" of Resolution

49		1105702	3	33		38677	57	149247	80	99,99	9%
5) SlCIII								Poil			
electronic	voting	resolution		postal Ball	: 1]	acsolutio) }}}	volug	21111	Cust	:
through				Voted				through	Ċ~	valid	votes
Members	voted	votes dist	111	Member		Vote cas	d in	of Vote	CASI	number	a.
Number	() ()	Number	(3 1	Number	ŧ)[Number	űİ.	Total Nu	mber	Sa of	total

· Voted "Against" the Resolution

	Number of votes cast m Share e- voting	Member	Vote cost in	Total Number of	number of valid votes
Ü	1)	()	0	ti	0%

Invalid Votes

[None to a second	K 1		in a commence of the commence	
				Total Number of
		Member Proxies	Vote cast in	Vote east through
through electronic	vering	Voted by Poll	share by poll	e-Voting and Postal
voling system				Ballet
Samuel argue recommenda y a management area.	4)	2	221	0.001%

Result:

C) Resolution No.3: Approval for increase in the limits of making investments, giving guarantees/securities/loans.

Voted in "Favour" of Resolution

Number of	Number of	Number of	Number	Total Number	% of total
Members voted	votes cast	Member	of Vote	of Vote cast	number of
through electronic	in 'Favour'	Voted by	east in	through e-	valid votes
voting system	of	postal Ballot	favour of	voting and Poll	cast
	resolution	:	resolution		
		:		t a material and the second se	
4.5	11056356	3.3	3867757	14924113	99,994%

Voted "Against" the Resolution

through electronic voting system	Share e- voting	Voted by postal Ballot	postal Ballot	through e-voting and postal Ballot	
Members voted	Number of votes cast in	Member	Vote cast in	Total Number of Vote cast	number of

Invalid Votes

	votes cast in Share e-	Member/Proxies	Vote cast in	Total Number of Vote cast through e-voting and Postal Ballot
. ()	()	2	221	0.001%

Result:

D) Resolution No.4: Approval for increase in the limits for creation of mortgages and charges.

Voted in "Favour" of Resolution

Number of	Number e	d Number	ţ j ^į	Number	Total Number	% of tota	!
Members voted	votes cast i	n Member		of Vote	of Vote cast	number o	Ü
through	'Favour' c	of Voted	by	cast in	through c-	valid votes	5
dectronic	resolution	postal Bull	:31	favour of	voting and	cast	
voting system	:			resolution	Poll		1
-12	11056251	3.3		3867757	14924008	99.994%	

Voted "Against" the Resolution

	votes cast in Share e-	Member Voted by	Vote cast in share by	Fotal Number of Vote cast through e-voting and postal Ballot	number of valid votes
***************************************	772	()	0	772	0.005%

Invalid Votes

Number of Membe	rs Number of	Number of	Number of	Total Number of Vote
voted throug	th votes cast	Member/Proxies	Vote cast in	cast through e-voting
electronic volii	g in Share e-	Voted by Poll	share by poli	and Postal Ballot
system	voting			
ţį	0	*	221	0.001%

Result:



E) Resolution No.5: Approval for borrowing of monies in excess of the limits prescribed under the Companies Act, 2013.

Voted in "Favour" of Resolution

Number of	Number of	Number of	Number of	Total Number of	% of total
Members voted			1	i e	!
				through e-voting	valid votes
coting system	, esolution	postal Ballot	resolution	and Poll	cast
42	11056254	32	3867732	14923986	99,994%

Voted "Against" the Resolution

Number of	Number of	Number of	Number of	Total Number	% of total
Members voted	votes cast in			of Vote cast	number of
through electronic	Share e-	Voted by	share by	through c-	valid votes
voling system	voling	postal Ballot	postal Ballot	toting and	cust
				postal Ballet	
7	769	1	25	794	0.005%

Invalid Votes

	voics cast in	Member Prost	cast in share by	Total Number of Vote cast through e- voting and Postal	
voting system	louing	****	Committee of the control of the cont	Ballot	4
()	()	2	221	0.001%	ì

Result:

4. The Ballot 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,

Place: Kanpur Date: 26/12/2015 Adesh Tandon & Associates

Company Secretaries ADESH TANDON'S ASSOCIACE COMPANY SECREJARY

Proprieror C.P. No. 1121

Membershîp No.2253 C.P. No.1121