

KPL/2015-16/BSE
26.12.2015



**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.

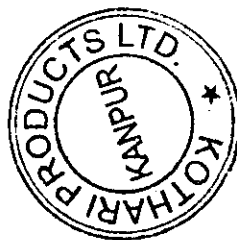
Based on the outcome of the results of the Postal Ballot as above, the Chairman announced the resolutions mentioned in the Postal Ballot Notice dated 10th November, 2015, as passed today with the requisite majority.

This is for your information and record.

For **KOTHARI PRODUCTS LTD.**

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

**(Raj Kumar Gupta)
CS & Compliance Officer**



Encl : As above



KOTHARI

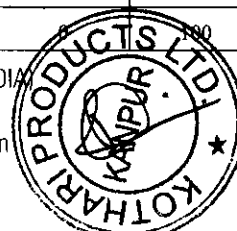
PRODUCTS LIMITED

ANNEXURES-1

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

Resolution Required : Special		1. Approval for issue of Bonus Shares						
Category	Whether promoter/promoter group are interested in the agenda/resolution ?	YES						
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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 Promoter 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	0.00	0	0	0	0
	Postal Ballot	0	0	0	0	0	100	0
	Total (B)							
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

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.kothariproducs.in
 CIN No. - L 16008 UP 1983 PLC 006254

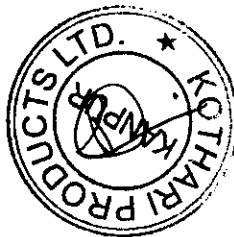




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PRODUCTS LIMITED

		Resolution Required : Special		2. Approval for increase of Authorised Share Capital of the Company				
Category		Whether promoter/promoter group are interested in the agenda/resolution ?		YES				
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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 Promoter 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
Public – Institutional holders	E-Voting	0	0	0	0	0	0	0
	Postal Ballot							
	Total (B)		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
Total	A+B+C	19895910	14924780	75.01	14924780	0	100	0

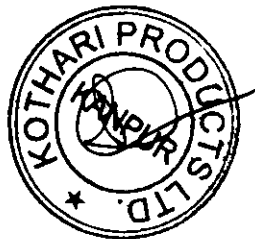




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PRODUCTS LIMITED

	Resolution Required : Special			3. Approval for increase in the limits of making investments, giving guarantees/Securities/Loans				
Category	Whether promoter/promoter group are interested in the agenda/resolution ?			YES				
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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 Promoter 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	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





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	Resolution Required : Special			4. Approval for increase in the limits for creation of mortgages and charges				
Category	Whether promoter/promoter group are interested in the agenda/resolution ?			YES				
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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 Promoter 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	5187	772	87.04	12.96
	Postal Ballot		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



Regd. Off. : " Pan Parag House", 24/19, The Mall, Kanpur - 208 001 (INDIA)

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E-mail: kothari@panparag.com • Website : www.kothariproducts.in

CIN No. - L 16008 UP 1983 PLC 006254



KOTHARI

PRODUCTS LIMITED

		Resolution Required : Special		5. Approval for borrowing of monies in excess of the limits prescribed under the Companies Act, 2013				
Category	Whether promoter/promoter group are interested in the agenda/resolution ?			YES				
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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 Promoter 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	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

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 26/12/2015

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

Dear Sir,

I, Adesh Tandon, proprietor of Adesh Tandon & Associates, Company Secretaries, having its office at Office No. 811, 8th Floor, Kan chambers, 14/113 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 my 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 means and also through physical ballot 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

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member Voted by Postal Ballot	Number of Vote cast in favour of resolution by Postal Ballot	Total Number of Vote cast through e-voting and Postal Ballot	% of total number of valid votes cast
49	11057023	33	3867757	14924780	99.999%

Voted "Against" the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member Voted by Postal Ballot	Number of Vote cast in share by postal Ballot	Total Number of Vote cast through e-voting and postal Ballot	% 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 postal Ballot	Number of Vote cast in share by postal Ballot	Total Number of Vote cast through e-voting and postal Ballot	% of total number of valid votes cast
0	0	2	221	221	0.001%

Result:

Hence the Special Resolution was passed.



B) Resolution No.2: Approval for increase of Authorized Share Capital 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 Voted by postal Ballot	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
49	11057023	33	3867757	14924780	99.999%

Voted "Against" the Resolution

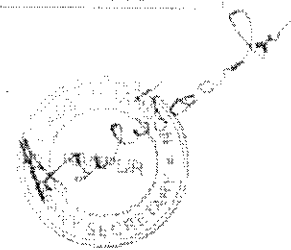
Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member Voted by postal Ballot	Number of Vote cast in share by postal Ballot	Total Number of Vote cast through e-voting and postal Ballot	% of total number of valid votes cast
0	0	0	0	0	0%

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 Postal Ballot
0	0	2	221	0.001%

Result:

Hence the Special Resolution was passed.



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

Voted in "Favour" of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member Voted by postal Ballot	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
45	11056356	33	386757	14924113	99.994%

Voted "Against" the Resolution

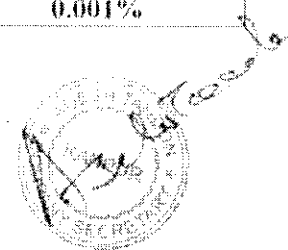
Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member Voted by postal Ballot	Number of Vote cast in share by postal Ballot	Total Number of Vote cast through e-voting and postal Ballot	% of total number of valid votes cast
4	667	0	0	667	0.005%

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 Postal Ballot
0	0	2	221	0.001%

Result:

Hence the Special Resolution was passed.



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

Voted in "Favour" of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member Voted by postal Ballot	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
42	11056251	33	3867757	14924008	99.994%

Voted "Against" the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member Voted by postal Ballot	Number of Vote cast in share by postal Ballot	Total Number of Vote cast through e-voting and postal Ballot	% of total number of valid votes cast
7	772	0	0	772	0.005%

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 Postal Ballot
0	0	2	221	0.001%

Result:

Hence the Special Resolution was passed.



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 Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member Voted by postal Ballot	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
42	11056254	32	3867732	14923986	99.994%

Voted "Against" the Resolution

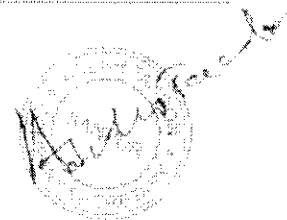
Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member Voted by postal Ballot	Number of Vote cast in share by postal Ballot	Total Number of Vote cast through e-voting and postal Ballot	% of total number of valid votes cast
7	769	1	25	794	0.005%

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 Postal Ballot
0	0	2	221	0.001%

Result:

Hence the Special Resolution was passed.



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 & ASSOCIATE
COMPANY SECRETARY

Adesh Tandon
Proprietor
C.P. No.: 1121

(Adesh Tandon)

Membership No. 2253

C.P. No. 1121