



**KOTHARI**  
PRODUCTS LIMITED

KPL/2016-17/BSE  
24.09.2016

<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 BandraKurla Complex Bandra (E) MUMBAI - 400 051 Trading Symbols : "KOTHARIPRO"
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Dear Sirs,

**Sub: Disclosure of Voting Results of the 32<sup>nd</sup> Annual General Meeting of Kothari Products Limited held on September 23<sup>rd</sup>, 2016 as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The details of voting results of the 32<sup>nd</sup> Annual General Meeting of Kothari Products Limited held on September 23<sup>rd</sup>, 2016 are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith the Scrutinizer Report.

Thanking you,

Your faithfully,

For **Kothari Products Limited**

**(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 • Website : www.kothariproducts.in  
CIN No. - L 16008 UP 1983 PLC 006254

**KOTHARI PRODUCTS LIMITED**  
Format for Voting Results

Date of the AGM	September 23 <sup>rd</sup> , 2016
Total Number of shareholders on record date (i.e., September 16 <sup>th</sup> , 2016- cut-off date for voting purpose)	8582
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	38 5 33
No. of shareholder attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A.

**Agenda –wise disclosure**

The Mode of voting for all resolutions was remote e-voting and voting at Meeting through Physical Ballot Paper.

**Resolution 1: Consideration and Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Directors' and Auditors' thereon. (Ordinary Resolution)**

Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution? :		No	No	No	No	No	No
		No. of shares Held	No. of votes polled						
Promoter and Promoter Group	E- Voting (remote e-voting)	22382405	16576596	74.06	0	0	100	0	0
	Poll (Physical Ballot)		5792309	25.88	0	0	100	0	0
	<b>Total</b>	<b>22382405</b>	<b>22368905</b>	<b>99.94</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public - Institutions	E- Voting (remote e-voting)	8084	0	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0	0
	<b>Total</b>	<b>8084</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institution	E- Voting (remote e-voting)	7453376	1877	0.03	118	118	93.71	6.29	0
	Poll (Physical Ballot)		1231	0.02	0	0	100.00	0	0
	<b>Total</b>	<b>7453376</b>	<b>3108</b>	<b>0.05</b>	<b>118</b>	<b>118</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>29843865</b>	<b>22372013</b>	<b>74.96</b>	<b>118</b>	<b>118</b>	<b>99.99</b>	<b>0.001</b>	<b>0</b>

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER

Resolution 2: Confirmation of the Interim Dividend of Rs.3/- per Equity Share of Rs 10/- each (30%) declared & paid during the aforesaid financial year as the Dividend for the said financial year. (Ordinary Resolution)

Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution? :		No	No of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of votes against on votes polled
		No. of shares Held	No. of votes polled					
Promoter and Promoter Group	E-Voting (remote e-voting)	22382405	16576596	(3)=[(2)/(1)]*100 74.06	(4) 16576596	(5) 0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0
	Poll (Physical Ballot)		5792309	25.88	5792309	0	100	0
	<b>Total</b>	<b>22382405</b>	<b>22368905</b>	<b>99.94</b>	<b>22368905</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting (remote e-voting)	8084	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0
	<b>Total</b>	<b>8084</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institution	E-Voting (remote e-voting)	7453376	1877	0.03	1777	100	94.67	5.33
	Poll (Physical Ballot)		1231	0.02	956	275	77.66	22.34
	<b>Total</b>	<b>7453376</b>	<b>3108</b>	<b>0.05</b>	<b>2733</b>	<b>375</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>29843865</b>	<b>22372013</b>	<b>74.96</b>	<b>22371638</b>	<b>375</b>	<b>99.998</b>	<b>0.002</b>

For KOTHARI PRODUCTS LTD.  
  
 (RAJ KUMAR GUPTA)  
 CS & COMPLIANCE OFFICER



**Resolution 3: Re- appointment of Smt. Poonam Acharya (DIN: 072238992), a Director retiring by rotation. (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution? :		No							
Category	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 (remote e-voting)	22382405	16576596	74.06	16576596	0	100	0	
	Poll (Physical Ballot)		5792309	25.88	5792309	0	100	0	
	<b>Total</b>	<b>22382405</b>	<b>22368905</b>	<b>99.94</b>	<b>22368905</b>	<b>0</b>	<b>100</b>	<b>0</b>	
Public - Institutions	E- Voting (remote e-voting)	8084	0	0	0	0	0	0	
	Poll (Physical Ballot)		0	0	0	0	0	0	
	<b>Total</b>	<b>8084</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public – Non Institution	E- Voting (remote e-voting)	7453376	1877	0.03	1285	592	68.46	31.54	
	Poll (Physical Ballot)		1231	0.02	1231	0	100.00	0	
	<b>Total</b>	<b>7453376</b>	<b>3108</b>	<b>0.05</b>	<b>2516</b>	<b>592</b>		<b>0</b>	
<b>Total</b>		<b>29843865</b>	<b>22372013</b>	<b>74.96</b>	<b>22371421</b>	<b>592</b>	<b>99.997</b>	<b>0.003</b>	

For KOTIHARI PRODUCTS LTD.  
  
**(RAJ KUMAR GUPTA)**  
 CS & COMPLIANCE OFFICER

**Resolution 4: Re-appointment of M/s. Mehrotra & Mehrotra, Chartered Accountants, retiring Auditors, as Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration. (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution? :		No							
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour	No. of Votes- against	% 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 (remote e-voting)	22382405	16576596	74.06	16576596	0	100	0	
	Poll (Physical Ballot)		5792309	25.88	5792309	0	100	0	
	<b>Total</b>	<b>22382405</b>	<b>22368905</b>	<b>99.94</b>	<b>22368905</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public - Institutions	E-Voting (remote e-voting)	8084	0	0	0	0	0	0	
	Poll (Physical Ballot)		0	0	0	0	0	0	
	<b>Total</b>	<b>8084</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institution	E-Voting (remote e-voting)	7453376	1877	0.03	1519	358	80.93	19.07	
	Poll (Physical Ballot)		1231	0.02	1231	0	100.00	0	
	<b>Total</b>	<b>7453376</b>	<b>3108</b>	<b>0.05</b>	<b>2750</b>	<b>358</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>29843865</b>	<b>22372013</b>	<b>74.96</b>	<b>22371655</b>	<b>358</b>	<b>99.998</b>	<b>0.002</b>	

For KOTHARI PRODUCTS LTD.

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Resolution 5: Re-appointment of Sri Deepak Kothari as the Chairman & Managing Director of the Company. (Special Resolution)

Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution? :		Yes	No	Total	%
		Yes	No				
Promoter and Promoter Group	E-Voting (remote e-voting)	22382405	16576596	74.06	16576596	0	100
	Poll (Physical Ballot)		5792309	25.88	5792309	0	100
	Total	22382405	22368905	99.94	22368905	0	100
Public - Institutions	E-Voting (remote e-voting)	8084	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0
	Total	8084	0	0	0	0	0
Public - Non Institution	E-Voting (remote e-voting)	7453376	1877	0.03	1309	568	69.74
	Poll (Physical Ballot)		1231	0.02	1231	0	100.00
	Total	7453376	3108	0.05	2540	568	0
	Total	29843865	22372013	74.96	22371445	568	99.997

For KOIHARI PRODUCTS LTD.  
  
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**Resolution 6: Re-appointment of Sri Mitesh Kohari as an Executive Director of the Company- (Special Resolution)**

Whether promoter/promoter group are interested in the agenda/resolution? :		Yes							
Category	Mode of Voting	No. of shares Held	No. of votes polled	% 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 (remote e-voting)	22382405	16576596	74.06	16576596	0	100	0	0
	Poll (Physical Ballot)		5792309	25.88	5792309	0	100	0	0
	<b>Total</b>	<b>22382405</b>	<b>22368905</b>	<b>99.94</b>	<b>22368905</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public - Institutions	E- Voting (remote e-voting)	8084	0	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0	0
	<b>Total</b>	<b>8084</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institution	E- Voting (remote e-voting)	7453376	1647	0.02	854	793	51.85	48.15	0
	Poll (Physical Ballot)		1231	0.02	1231	0	100.00	0	0
	<b>Total</b>	<b>7453376</b>	<b>2878</b>	<b>0.04</b>	<b>2085</b>	<b>793</b>			
<b>Total</b>		<b>29843865</b>	<b>22371783</b>	<b>74.96</b>	<b>22370990</b>	<b>793</b>	<b>99.996</b>	<b>0.004</b>	

For KOIHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER



**Resolution 7: Increasing the limits of creation of Mortgages & Charges. (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution? :		No									
Category	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	No		
Promoter and Promoter Group	E-Voting (remote e-voting)	22382405	16576596	74.06	16576596	0	100	0			
	Poll (Physical Ballot)		5792309	25.88	5792309	0	100	0			
	<b>Total</b>	<b>22382405</b>	<b>22368905</b>	<b>99.94</b>	<b>22368905</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public - Institutions	E-Voting (remote e-voting)	8084	0	0	0	0	0	0			
	Poll (Physical Ballot)		0	0	0	0	0	0			
	<b>Total</b>	<b>8084</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
Public – Non Institution	E-Voting (remote e-voting)	7453376	1877	0.03	1029	848	54.82	45.18			
	Poll (Physical Ballot)		1031	0.01	1031	0	100.00	0			
	<b>Total</b>	<b>7453376</b>	<b>2908</b>	<b>0.04</b>	<b>2060</b>	<b>848</b>					
<b>Total</b>		<b>29843865</b>	<b>22371813</b>	<b>74.96</b>	<b>22370965</b>	<b>848</b>	<b>99.996</b>	<b>0.004</b>			

For KOTHARI PRODUCTS LTD.  
  
 (RAJ KUMAR GUPTA)  
 CS & COMPLIANCE OFFICER



**Resolution 8: Reclassification of the Promoters & Promoters Group. (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution? :	Category	Mode of Voting	No		% 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
			No. of shares Held (1)	No. of votes polled (2)					
	Promoter and Promoter Group	E-Voting (remote e-voting) Poll (Physical Ballot)	22382405	16576596	74.06	16576596	0	100	0
		Total	22382405	22368905	99.94	22368905	0	100	0
	Public - Institutions	E-Voting (remote e-voting) Poll (Physical Ballot)	8084	0	0	0	0	0	0
		Total	8084	0	0	0	0	0	0
	Public – Non Institution	E-Voting (remote e-voting) Poll (Physical Ballot)	7453376	1877	0.03	1062	815	56.58	43.42
		Total	7453376	1231	0.02	1231	0	100.00	0
		Total	29843865	22372013	74.96	22371198	815	99.996	0.004

Note: All the aforesaid resolutions were passed with the Requisite majority.

For KOTIHARI 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: 23.09.2016

**CONSOLIDATED SCRUTINIZER'S REPORT**

(Pursuant to the section 108 and 109 of the Companies Act 2013 and Rule 20 & 21(2) of  
Companies (Management & Administration) Amendment Rules, 2014

The Chairman

Of 32<sup>nd</sup> Annual General Meeting of the members of Kothari Products Limited held on the 23<sup>rd</sup> day of September, 2016 at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur-208001.

Dear Sir,

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

The Board of Directors of Kothari Products Limited ("the Company") for the purpose of scrutinizing the Remote e-voting process and voting through poll at the Annual General Meeting under the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and amendment thereon, on the resolutions contained in the notice to the 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, held on 23<sup>rd</sup> day of September, 2016 at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur- 208001.

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 poll on the resolutions contained in the Notice to the 32<sup>ND</sup> Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report (Combined) of the votes casted 'in favour' or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by





**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**

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Tel. : 0512-2332397 • Mobile : 09839100709  
E-mail : adesh.tandon11@gmail.com

Date .....

the Company to provide e-voting facilities for e-voting and also based on the Poll conducted at the Annual General Meeting.

3. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Authorized Agency to provide secured system for E-Voting process.

4. The E-Voting period remained open from 09.00 A.M. (IST) on 20<sup>th</sup> September, 2016 up to 05.00 P.M. (IST) on 22<sup>nd</sup> September, 2016.

5. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for remote E-Voting on the proposed resolutions is 16<sup>th</sup> day of September, 2016.

6. The votes casted electronically were unblocked on 23<sup>rd</sup> September, 2016, around 01:00 P.M after the Remote E-Voting finished, in the presence of two witnesses Mr. Awashesh Dixit R/o 30/6 Vishnupuri Kanpur-208002 and Ms. Neha Gajwani R/o Sanjay Tower flat no.5 Govind Nagar Kanpur-208006 who are not in the employment of the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.



**Awashesh Dixit**



**Neha Gajwani**

7. The Poll facility has been provided to all the shareholders who attended the Annual General Meeting to vote at the Resolutions as contained in the Notice to the 32<sup>nd</sup> Annual General Meeting but not to those shareholders who have opted the facility to vote through remote e-voting.



# ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

**Adesh Tandon**

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E-mail : adesh.tandon11@gmail.com

Date.....

8. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'In Favour' and 'Against' the resolutions, were generated from the E-Voting website of National Securities Depository limited and based on such reports the results of Remote E-Voting and Poll on each resolution are given hereunder:

**A) Resolution No.1: Ordinary Resolution To consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
19	16578355	23	5793540	22371895	99.999

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
2	118	0	0	118	0.001





# 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 .....

**Voted 'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557

**Result:**

*As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No.1 Hence the ordinary resolution was passed with requisite majority.*

**B) Resolution No. 2: Ordinary Resolution To confirm the Interim Dividend of Rs.3/- per Equity Share of Rs 10/-each (30%) declared & paid during the aforesaid financial year as the Dividend for the said financial year.**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
20	16578373	21	5793265	22371638	99.998



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**

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Date: .....

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	100	2	275	375	0.002

Voted 'INVALID'

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557

**Result**

*As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No.2 Hence the ordinary resolution was passed with requisite majority.*

**C) Resolution No. 3: Ordinary Resolution to appoint a Director in place of Smt Poonam Acharya (DIN: 07238992), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.**





# 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 .....

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
17	16577881	23	5793540	72371421	99.997

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
4	592	0	0	592	0.003

Voted 'INVALID'

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557



# ADESH TANDON & ASSOCIATES

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E-mail : adesh.tandon11@gmail.com

Date: .....

## Result

*As the votes cast in favor of the resolution are 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 the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
17	16578115	23	5793540	22371655	99.998

Voted 'AGAINST' the resolution

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
4	358	0	0	358	0.002





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E-mail : adesh.tandon11@gmail.com

Date.....

**Voted 'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557

**Result**

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

**E) Resolution No. 5: Special Resolution for the re-appointment of Sri Deepak Kothari as the Chairman & Managing Director of the Company.**

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

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
18	16577905	22	5793540	22371445	99.997



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E-mail : adesh.tandon11@gmail.com

Date .....

Voted 'AGAINST' the resolution

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
3	568	0	0	568	0.003

Voted 'INVALID'

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557

**Result**

*As the votes cast in favor of the resolution are more than three times the votes cast against the resolution as set out in Notice as item No.5 Hence the special resolution was passed with requisite majority.*





# ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

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Date.....

## F) Resolution No. 6: Special Resolution to re-appoint Sri Mitesh Kothari as an Executive Director of the Company.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
15	16577450	23	5793540	22370990	99.996

Voted 'AGAINST' the resolution

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
4	793	0	0	793	0.004

Voted 'INVALID'

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557



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Date .....

**Result**

*As the votes cast in favor of the resolution are more than three times the votes cast against the resolution as set out in Notice as item No.6 Hence the special resolution was passed with requisite majority.*

**G) Resolution No. 7: Special Resolution to increase the limits of creation of Mortgages & Charges.**

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

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
<b>14</b>	<b>16577625</b>	<b>22</b>	<b>5793340</b>	<b>22370965</b>	<b>99.996</b>

Voted '**AGAINST**' the resolution

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
<b>7</b>	<b>848</b>	<b>0</b>	<b>0</b>	<b>848</b>	<b>0.004</b>





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**Adesh Tandon**

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E-mail : adesh.tandon11@gmail.com

Date.....

**Voted 'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557

**Result**

*As the votes cast in favor of the resolution are more than three times the votes cast against the resolution as set out in Notice as item No.7 Hence the special resolution was passed with requisite majority.*

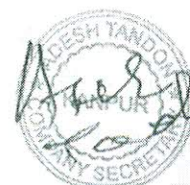
**H) Resolution No. 8: Special Resolution to reclassify the Promoters & Promoters Group**

. Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
16	16577658	23	5793540	22371198	99.997

Voted 'AGAINST' the resolution

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
5	815	0	0	815	0.003



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

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Date.....

Voted 'INVALID'

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	4	557	557

**Result**

*As the votes cast in favor of the resolution are more than three times the votes cast against the resolution as set out in Notice as item No.8 Hence the special resolution was passed with requisite majority.*

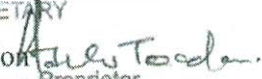
9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

10. Voting through electronic mode includes one polling form by a member of the company holding 15 shares which has been received via post and found valid.

Thanking You

For Adesh Tandon & Associates  
Company Secretaries

ADESH TANDON & ASSOCIATES  
COMPANY SECRETARY

Adesh Tandon   
Membership No. 2553  
C.P.No. 1121

Date: 23.09.2016  
Place: Kanpur