

KPL/2017-18/BSE  
23.09.2017

<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"
--	---

Dear Sirs,


**Sub: Disclosure of Voting Results of the 33<sup>rd</sup> Annual General Meeting of Kothari Products Limited held on September 22<sup>nd</sup>, 2017 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 33<sup>rd</sup> Annual General Meeting of Kothari Products Limited held on September 22<sup>nd</sup>, 2017 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

**KOTHARI PRODUCTS LIMITED**  
Format for Voting Results

Date of the AGM	September 22 <sup>nd</sup> , 2017
Total Number of shareholders on record date (i.e., September 15 <sup>th</sup> , 2017- cut-off date for voting purpose)	8301
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	43 5 38
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, 2017 and the Reports of the Directors' and Auditors' thereon. (Ordinary Resolution)**

Category	Mode of Voting	No. of shares Held	Whether promoter/ promoter group are interested in the agenda/resolution? :		No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of votes against on votes polled
			No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100				
A) 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 (A)</b>	22382405	22368905	99.94	22368905	0	100	0
B) Public - Institutions	E- Voting (remote e-voting)	18542	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0
	<b>Total (B)</b>	18542	0	0	0	0	0	0
C) Public – Non Institutions	E- Voting (remote e-voting)	7442918	3143	0.04	3143	0	100	0
	Poll (Physical Ballot)		116957	1.57	116957	0	100	0
	<b>Total (C)</b>	7442918	120100	1.61	120100	0	100	0
<b>Total (A+B+C)</b>		29843865	22489005	75.36	22489005	0	100	0



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

**Resolution 2: Declaration of Dividend of Rs.3/- per Equity Share of Rs 10/-each (30%) for the financial year 2016-17. (Ordinary Resolution)**

Category	Mode of Voting	No. of shares Held (1)	No. of votes polled (2)	Whether promoter/ promoter group are interested in the agenda/resolution? :		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	Yes				
A) 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 (A)</b>	22382405	22368905	99.94		22368905	0	100	0
B) Public - Institutions	E- Voting (remote e-voting)	18542	0	0		0	0	0	0
	Poll (Physical Ballot)		0	0		0	0	0	0
	<b>Total (B)</b>	18542	0	0.04		3143	0	100	0
C) Public - Non Institutions	E- Voting (remote e-voting)	7442918	3143	1.57		116957	0	100	0
	Poll (Physical Ballot)		116957	1.61		120100	0	100	0
	<b>Total (C)</b>	7442918	120100	75.36		22489005	0	100	0
<b>Total (A+B+C)</b>		29843865	22489005			22489005	0	100	0



For KOTHARI PRODUCTS LTD.

(RAJKUMAR GUPTA)  
CS & COMPANY

**Resolution 3: Re- appointment of Sri Mitesh Kothari (DIN: 00089076), a Director retiring by rotation. (Ordinary Resolution)**

Category	Mode of Voting	No. of shares Held (1)	Whether promoter/ promoter group are interested in the agenda/resolution? :		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 votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100				
A) 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 (A)</b>	22382405	22368905	99.94	22368905	0	100	0
B) Public - Institutions	E-Voting (remote e-voting)	18542	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0
	<b>Total (B)</b>	18542	0	0	0	0	0	0
C) Public - Non Institution	E-Voting (remote e-voting)	7442918	3109	0.04	3098	11	99.65	0.35
	Poll (Physical Ballot)		116957	1.57	116913	44	99.96	0.04
	<b>Total (C)</b>	7442918	120066	1.61	120011	55	99.95	0.05
<b>Total (A+B+C)</b>		29843865	22488971	75.36	22488916	55	99.99	0.0002



For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER

**Resolution 4: Appointment of M/s Rajiv Mehrotra & Associates, Chartered Accountants, Kanpur, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company subject to ratification of their appointment at every Annual General Meeting by members and to authorise the Board of Directors of the Company to fix their remuneration. (Ordinary Resolution)**

Category	Mode of Voting	No. of shares Held (1)	Whether promoter/ promoter group are interested in the agenda/resolution? :		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 votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100				
A) 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 (A)</b>	22382405	22368905	99.94	22368905	0	100	0
B) Public - Institutions	E- Voting (remote e-voting)	18542	0	0	0	0	0	0
	Poll (Physical Ballot)		0	0	0	0	0	0
	<b>Total (B)</b>	18542	0	0	0	0	0	0
C) Public - Non Institutions	E- Voting (remote e-voting)	7442918	3109	0.04	3053	56	98.20	1.80
	Poll (Physical Ballot)		116957	1.57	116863	94	99.92	0.08
	<b>Total (C)</b>	7442918	120066	1.61	119916	150	99.88	0.12
<b>Total (A+B+C)</b>		29843865	22488971	75.36	22488821	150	99.99	0.001

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.....

**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

To  
The Chairman

33<sup>rd</sup> Annual General Meeting of the members of Kothari Products Limited held on the 22<sup>nd</sup> day of September, 2017 at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur-208001.

Dear Sir,

I, I, AdeshTandon, 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 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereon, on the resolutions contained in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company, held on 22<sup>nd</sup> day of September, 2017 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 33<sup>rd</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 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 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.




**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LLB, B.Com, AAIMA

811, 8th Floor, VANI Chambers,  
14/113, Civil Lines, KANPUR - 208 005 (U.P.)  
Tel. : 0512-2332997 • Mobile 9859310739  
E-mail : adesh.tandon11@gmail.com

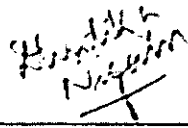
Date: \_\_\_\_\_

4. The E-Voting period remained open from 09.00 A.M. (IST) on 19<sup>th</sup> September, 2017 up to 05.00 P.M. (IST) on 21<sup>st</sup> September, 2017.
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 15<sup>th</sup> day of September, 2017.
6. The votes casted electronically were unblocked on 22<sup>nd</sup> September, 2017, around 01:00 P.M after the Remote E-Voting finished, in the presence of two witnesses, Mr. Shivam Gupta R/o 46/45, Rajgaddi, Hatia, Kanpur-208001 and Ms. Dhritika Nigam R/o 126/11/30-A, 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.



---

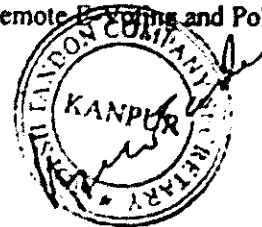
**Shivam Gupta**



---

**Dhritika Nigam**

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 33<sup>rd</sup> Annual General Meeting but not to those shareholders who have opted the facility to vote through remote e-voting.
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:



**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 .....

**A) Resolution No.1:(Ordinary Resolution) To consider and adopt the Audited Standalone & Consolidated Balance Sheets of the Company as at 31<sup>st</sup> March, 2017 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 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	16579739	17	5909266	22489005	100

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
0	0	0	0	0	0

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	8	480	480

**Result:**

*Since, there have been no votes cast against the resolution, therefore the said ordinary resolution has been passed unanimously.*





**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 .....

**B) Resolution No. 2: (Ordinary Resolution) To declare dividend for the financial Year 2016-2017.**

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	16579739	17	5909266	22489005	100

Voted 'AGAINST' the resolution:

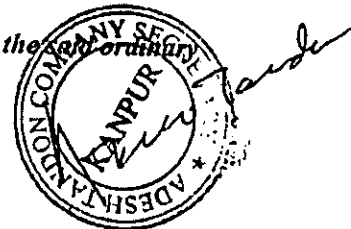
Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

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	8	480	480

**Result-**

*Since, there have been no votes cast against the resolution; therefore the resolution has been passed unanimously.*



**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.....

**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 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	16579694	15	5909222	22488916	99.99

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	11	2	44	55	0.01

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	8	480	480

**Result**

*Since, the votes cast in favor of resolution are more than the votes cast against it, therefore the ordinary resolution has been passed with requisite majority.*



**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.....

**D) Resolution No. 4: (Ordinary Resolution) To appoint M/s. Rajiv Mehrotra & Associates, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company subject to ratification of their appointment at every Annual General Meeting 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
16	16579649	14	5909172	22488821	99.99

Voted 'AGAINST' the resolution

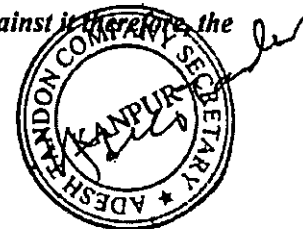
Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
3	56	3	94	150	0.01

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	8	480	480

**Result**

*Since, the votes cast in favor of the resolution are more than votes cast against it therefore, the ordinary resolution has been passed with requisite majority.*



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LLB, B.Com, AAIMA

111, 11th Floor, KAH Chambers,  
14/113, Civil Lines, KANPUR - 208 001 (U.P.)  
Tel. : 0512-2332397 • Mobile : 98039100709  
E-mail : adesh.tandon11@gmail.com

Date: \_\_\_\_\_

9. 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: 22.09.2017  
Place: Kanpur

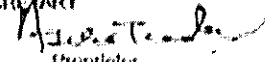
**COUNTER SIGNED BY**

For KOTHARI PRODUCTS LIMITED



(DEEPAK KOTHARI)  
C.M.D.

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