

**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. 25/09/2015.

**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) Rules, 2014**

To

The Chairman

31<sup>st</sup> Annual General Meeting of the members of Kothari Products Limited held on the 24<sup>th</sup> day of September, 2015 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

(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 , and

(ii) The Chairman of the Annual General Meeting (AGM) for the purpose of poll under the provisions of section 109 of the Companies Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 31<sup>st</sup> Annual General Meeting (AGM) of the members of the Company, held on 24<sup>th</sup> day of September, 2015 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 31<sup>st</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.



# 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: 25/09/2015

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.

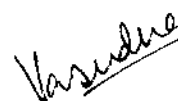
4. The E-Voting period remained open from 09.00 A.M. (IST) on 21<sup>st</sup> September, 2015 up to 05.00 P.M. (IST) on 23<sup>rd</sup> September, 2015.

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 17<sup>th</sup> day of September, 2015.

6. The votes casted electronically were unblocked on 24<sup>th</sup> September, 2015, around 01:00 P.M after the Remote E-Voting finished, in the presence of two witnesses, Mr. Prabhanshu Gupta 76/105 Badshainaka, Kanpur-208001 and Ms.Vasudha Mehrotra 8/74, Arya Nagar, Kanpur-208002 who are not in the employment of the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.



**Prabhanshu Gupta**



**Vasudha Mehrotra**

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 31<sup>st</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**

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: 25/09/2015

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 Standalone & Consolidated Balance Sheets of the Company as at 31<sup>st</sup> March, 2015 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
12	9157909	32	5758972	14916881	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
1	9	2	180	189	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. 23/09/2015

**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	1	1	1

**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 declare dividend for the financial Year 2014-2015.**

**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
12	9157853	32	5759019	14916872	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
1	65	2	180	245	0.002%



**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: 25/09/2015

**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	1	1	1

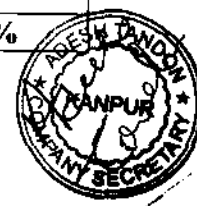
**Result**

*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 Shri Mitesh Kothari (DIN: 00089076), who retires by rotation at this Annual General Meeting 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
11	9157553	33	5759184	14916737	99.997%



**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: 25/09/2015

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	365	1	15	380	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	1	1	1

**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 to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.**



**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. 25/09/2015

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
10	9157579	33	5759184	14916763	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
3	339	1	15	354	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	1	1	1



**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. 25/09/2015...

**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: Ordinary Resolution for the Appointment of Smt. Poonam Acharya (DIN: 07238992) as a 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
8	9157214	33	5759184	14916398	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	404	1	15	419	0.002%





**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. 25/09/2015

**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	1	1	1

**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.5 Hence the ordinary resolution was passed with requisite majority.*

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,  
For Adesh Tandon & Associates  
Company Secretaries

Date: 25.09.2015  
Place: Kanpur

**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARY**

  
Adesh Tandon **Proprietor**  
Membership No.2253 **C.P. No.:-1121**  
C.P.No. 1121