



# KOTHARI PRODUCTS LIMITED

Regd. Off. : "Pan Parag House", 24/19, The Mall, Kanpur (U.P.)-208 001  
Phone : +91 512 2312171-72-73-74 • Fax : +91 512 2312058  
E-Mail : rkgupta@kothariproducs.in

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. \_\_\_\_\_

- Name(s) of Shareholder(s)/Beneficial owner(s) (including joint holders, if any) (In block letters) : \_\_\_\_\_
- Registered Address of the sole/first named Shareholder : \_\_\_\_\_
- Registered Folio No./ DP ID No./Client ID No.\* : \_\_\_\_\_  
(\* Applicable to investors holding shares in dematerialized form)
- Number of Shares held : \_\_\_\_\_
- I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses stated in the notice of the company dated 10<sup>th</sup> November, 2015 by conveying my/our assent or dissent to the said resolutions by placing (✓) at the appropriate box below

Sl. No.	Item	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution pursuant to Article 58 & u/s. 63 of the Companies Act, 2013 to approve issue of Bonus Shares in the Ratio of 1 (One) Equity Share for every 2 (Two) Equity Shares held.			
2.	Special Resolution u/s. 61, 13 & 14 of the Companies Act, 2013 to approve increase of Authorised Share Capital of the Company from Rs.21 Crores to Rs.31 Crores and consequent alteration of the Capital Clauses of the Memorandum and Articles of Association of the Company.			
3.	Special Resolution to approve increase in the limits for making investments, giving guarantees/Securities/Loans under section 186 of the Companies Act, 2013.			
4.	Special Resolution to approve increase in the limits for creation of mortgage and/or charge under section 180(1)(a) of the Companies Act, 2013.			
5.	Special Resolution to borrow monies in excess of the limits prescribed u/s. 180 (1)(c) of the Companies Act, 2013.			

Note: Please read carefully the instructions printed overleaf before exercising the vote.

Place \_\_\_\_\_ (Signature of the Shareholder)

Date \_\_\_\_\_

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number) \_\_\_\_\_ USER ID \_\_\_\_\_ PASSWORD \_\_\_\_\_

P.T.O.



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## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

### TO THE MEMBERS OF

### KOTHARI PRODUCTS LIMITED

Notice is hereby given that following resolutions are proposed to be passed by Postal ballot / E-Voting in accordance with provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws.

The proposed resolutions and explanatory statement are appended below for consideration by the members of the Company. The Postal ballot form is annexed to this notice for the purpose of exercising the votes in respect of the said resolutions.

The Board of Directors of the Company has appointed Mr. Adesh Tandon, a Practising Company Secretary, as scrutiner for conducting the postal ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the accompanying Postal Ballot form before casting your vote and return the same duly completed in the enclosed, self addressed, postage pre-paid envelope so as to reach the scrutiner on or before 26<sup>th</sup> December, 2015. Any Ballot Form received by the Company after the aforesaid date shall be treated as if reply from the member has not been received. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Ballot form.

The scrutiner shall submit his report to the Chairman of the Company. The results of Postal Ballot will be declared on Monday, 28<sup>th</sup> December, 2015 at 5:00 P.M. at the Registered Office of the Company by placing it on the website of the Company [www.kothariproducs.in](http://www.kothariproducs.in). The results will also be submitted to the National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd. for uploading on their websites.

### 1. To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the recommendation of the Board of Directors and Article 58 of the Articles of Association of the Company, Section 63 of the Companies Act, 2013, SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009 and such other applicable provisions, if any, a sum of Rs.9,94,79,550 (Rupees Nine Crores Ninety Four lacs Seventy Nine Thousand Five Hundred and Fifty ) standing to the credit of the Company's General Reserves be capitalized and such amount be applied in paying up in full 99,47,955 (Ninety Nine Lacs Forty Seven Thousand Nine Hundred and Fifty Five) Bonus Equity Shares of Rs. 10/- each in the capital of the Company, to be allotted and distributed as fully paid-up Equity Shares to the members of the Company registered on such date as may hereafter be determined by the Board of Directors in the ratio of 1 (one) Equity Share for every 2 (Two) existing Equity Shares held in the Company.

FURTHER RESOLVED THAT the Equity Shares to be issued in pursuance of the aforesaid shall, in all respect, rank pari passu to the existing Equity Shares of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do, sign and execute all such acts, deeds and documents as may be necessary to give effect to the aforesaid."

### 2. To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section 61, 13 & 14 of the Companies Act, 2013 and all other applicable provisions, if any, of The Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the Company be and is hereby granted for increase in the Authorised Share Capital of the Company from Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crores Ten Lacs) Equity shares of Rs. 10/- (Rupees Ten) each to Rs. 31,00,00,000/- (Rupees Thirty One Crores) divided into 3,10,00,000 (Three Crores Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

FURTHER RESOLVED THAT the existing clause V. of the Memorandum of Association of the Company be replaced with the following new Clause :-

"V. The Authorised Share Capital of the Company is Rs. 31,00,00,000/- (Rupees Thirty One Crores) divided into 3,10,00,000 (Three Crores Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

FURTHER RESOLVED THAT consequent to the aforesaid increase of the Authorised Share Capital of the Company, Article 3 of the Articles of Association of the Company be altered by substituting in its place the following new Article :-

"3. The Authorised Share Capital of the Company is Rs.31,00,00,000/- (Rupees Thirty One Crores) divided into 3,10,00,000 (Three Crores Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do, sign and execute all such acts, deeds and documents as may be necessary to give effect to the aforesaid."

### 3. To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT in supersession of the Special Resolution passed through Postal Ballot on 24<sup>th</sup> March, 2014 and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board) for making investments of the surplus funds of the Company in the Shares of Companies specified in BSE 500 Index, Units of Mutual Funds registered with SEBI and also Mutual Funds of Nationalised/Scheduled Banks/Foreign Banks and/or UTI or any other Corporate Bodies formed under the Act of Parliament, making Loan, giving any guarantee, or providing security, in connection with a loan made by any other person to, or to any other person by, any body corporate from time to time, in excess of 60% of the paid-up share capital, free reserves and Securities Premium Account of the company or 100% of the free reserves and Securities Premium Account of the Company whichever is more, subject to maximum of Rs.4000 Crores outstanding at any one point of time.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take from time to time, all decisions and steps in respect of the aforesaid Loans/Investments/Guarantees/Securities including its timings, amount and such other terms and conditions as applicable, and to vary/modify any such terms and conditions including availing of the same in one or more tranches, as and when they deem fit and proper, in the interest of the company and to do and perform all such acts, deeds, matters and things, as well as to sign and execute such papers, documents, deeds and instruments as may be deemed necessary for the purpose of the aforesaid and to exercise all rights and powers which would vest in the company in this regard."

### 4. To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT in supersession of the Special Resolution passed through Postal Ballot on 24<sup>th</sup> March, 2014 the consent of the Company be and is hereby accorded under section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), to the Board of Directors (hereinafter referred to as "the Board") to mortgage and/or charge, in addition to the mortgage(s)/charge(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, subject to maximum amount of Rs.2500 Crores of charges outstanding at any time, on all or any of the movable and/or immovable property(ies) of the company, both present and future of every nature & kind whatsoever together with the powers to take over the management of the business and concern of the Company, in certain events of defaults, in favour of lenders for securing the borrowings availed/to be availed by the Company by way of loans and securities issued by the Company together with interest at the respective agreed rates, additional interest, all other costs, charges and expenses and all other monies payable by the Company in respect of said loans/borrowings/debentures/other securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between Board of Directors and the Lender(s)/Agent(s) and Trustee(s)".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

### 5. To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized, pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any of the aforesaid Act (including any statutory modifications thereto or re-enactments thereof), to borrow money, from time to time, at its discretion either from the Company's banks or any other bank, financial institution or any other leading institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in the aggregate Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores), notwithstanding that the money to be borrowed together with moneys already borrowed by the Company (including temporary loans obtained from the Company's bankers in the ordinary course of



business), will exceed the aggregate of the paid up capital of the Company and its free reserves."

By Order Of the Board  
for KOTHARI PRODUCTS LTD.

Regd. Office :  
"Pan Parag House"  
24/19, The Mall, Kanpur 208 001  
Date :10<sup>th</sup> November, 2015

(RAJ KUMAR GUPTA)  
CS & Compliance Officer

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, stating all material fact and the reasons for the proposal is annexed herewith.
2. Notice is being sent to all the members, whose names appear in the Register of Members/Record of the Depositories as on 20<sup>th</sup> November, 2015 and they are only entitled to vote on the Postal Ballot Form being sent herewith. The postal ballot form along with self-addressed business reply envelope is enclosed for use of members.
3. All material documents referred to in the Notice and Explanatory Statement, if any, are open for inspection at the Registered office of the Company during the office hours on all working days except holidays between 10:00 A.M. to 05:00 P.M. upto the last date of receipt of postal ballots.

**EXPLANATORY STATEMENT ATTACHED TO THE POSTAL BALLOT NOTICE DATED 10<sup>TH</sup> NOVEMBER, 2015 SENT TO THE SHAREHOLDERS OF THE COMPANY U/S 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

With a view to capitalize the reserves of the Company, your Board of Directors has at, its meeting held on 10<sup>th</sup> November, 2015, proposed to issue Bonus Shares to all its shareholders in the ratio of One Equity Share for every Two existing Equity Shares held on such date as may hereafter be determined by the Board of Directors. As per Article 58 of the Articles of Association of the Company, for issue of Bonus Shares, approval of the members is required. Hence the proposed resolution at item No. 1 of the notice.

The Board of Directors recommends you to pass the aforesaid resolution.

Sri Deepak Kothari, Chairman & Managing Director and Sri Mitesh Kothari, Executive Director and their relatives may be deemed to be interested or concerned in the aforesaid Resolution as they along with their relatives and associate Company hold 14920404 Equity Shares of the Company (constituting 74.99% of the paid-up share capital of the Company). Further, Dr. Avinash Gupta, a Director of the Company may also be deemed to be interested to the extent of his shareholding of 1500 Equity Shares held in the Company (constituting 0.01% of the paid-up share capital of the Company).

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid Resolution.

**ITEM NO. 2**

The present Authorised Share Capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crores Ten Lacs) Equity shares of Rs.10/- (Rupees Ten) each.

As the Company has proposed to capitalize its profits and issue Bonus Equity Shares and since post issue of the aforesaid Bonus Shares the paid-up share capital of the Company would increase to Rs.29, 84, 38,650/- (Rupees Twenty Nine Crores Eighty Four Lacs Thirty Eight Thousand Six Hundred and Fifty) which is beyond the existing authorized capital of Rs.21 Crores. Hence it is proposed to increase the authorized share capital of the Company to Rs. 31 Crores to give effect to the aforesaid issue of Bonus shares.

In terms of the provisions of Sections 13, 14 & 61 of the Companies Act, 2013, any increase in the Authorized Share Capital and consequential amendments in the Capital Clauses of the Memorandum & Articles of Association of the Company require approval of the members and accordingly the approval of the Members for alteration of the Authorised Share Capital of the Company at item No.2 of the Notice is being sought for to give effect to the above.

The Board of Directors of the Company recommends you to pass the aforesaid Resolution.

Sri Deepak Kothari, Chairman & Managing Director and Sri Mitesh Kothari, Executive Director and their relatives may be deemed to be interested or concerned in the aforesaid Resolution as they along with their relatives and associate Company hold 14920404 Equity Shares of the Company (constituting 74.99% of the paid-up share capital of the Company). Further, Dr. Avinash Gupta, a Director of the Company may also be deemed to be interested to the extent of his shareholding of 1500 Equity Shares held in the Company (constituting 0.01% of the paid-up share capital of the Company).

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid Resolution.

**ITEM NO. 3**

The members had authorized the Board of Directors through Postal Ballot on 24<sup>th</sup> March, 2014 to make investments in the shares, securities, Mutual Funds and such other Funds etc. of such Companies, Institutions etc. and give Guarantees/Securities as mentioned in the Special Resolution, passed on the aforesaid date, in this regard upto maximum amount of Rs. 2500 Crores. Over the years the Company has expanded its businesses into real estate and international trading businesses and is expected to do more expansion of its existing businesses, and in the coming times, the Company may be required to invest, advance loan, give guarantee or provide security in excess of the aforesaid limits.

In view of the aforesaid and Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors proposes to increase the aforesaid limit from Rs.2500 Crores to Rs.4000 Crores outstanding at any one point of time. Section 186 of the Companies Act, 2013 requires passing of special resolution for increasing the aforesaid limits. Hence, approval of the members is being sought by Postal Ballot through Special Resolution at item No.3

The sources of funding of the aforesaid investments etc. would be from the net owned funds/ internal accruals as may be available from time to time for the purpose of deploying the surplus funds available in a profitable way for time being and / or in furtherance to expand the business of the company.

The Board of Directors recommends the resolution set out in the Notice for the approval of the members.

All the Directors of the Company except Sri Vikas Chaturvedi and their relatives may be deemed to be concerned or interested in the aforesaid resolution to the extent of Directorships held by them in various Subsidiaries/Associates/Joint Ventures/group Companies to which loans/guarantees/securities may be made/provided. Further, Sri Deepak Kothari, Chairman & Managing Director and Sri Mitesh Kothari, Executive Director may be specially deemed to be concerned or interested in the aforesaid resolution as the shareholdings of the aforesaid Directors and their relatives in the aforesaid companies may be 2% or more of the paid up capital of those companies.

None of the other Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid Resolution.

**ITEM NO. 4**

The members had authorized the Board of Directors through Postal Ballot on 24<sup>th</sup> March, 2014 to create charges/mortgages in respect of the borrowings made by the Company subject to a maximum Rs.2000 Crores by way of Special Resolution pursuant to the provision of Section 180 of the Companies Act, 2013.

In view of the expansion plans of the Company as mentioned above there is need to avail additional financial assistance, over and above the present financial assistances from Banks, Financial Institutions, Bodies Corporates, Other Entities, Person or Persons, due to which it may be required to further mortgage/charge its properties and / or extend the properties already charged to secure other financial assistances including securing the present facilities sanctioned and being availed. The Board therefore proposes to increase the aforesaid limit of Rs.2000 Crores to Rs.2500 Crores. Since the increase in the limits for creation of charge/mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass Special Resolution under Section 180 (1)(a) of the Companies Act, 2013. Hence, the Special Resolution as set out at item No.4 of the notice.

The Board of Directors accordingly recommend the Special resolution set out at item no.4 of the accompanying notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid resolution, except to the extent of their respective shareholding, if any, in the Company.

**ITEM NO. 5**

In view of the expansion of the company's businesses into International Trading and Real Estate segments, the Company may be required to borrow more monies or avail additional credit facilities from banks and other persons which together with the monies already borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the company. Since Section 180(1)(c) of the Companies Act, 2013 requires members approval for the aforesaid borrowings hence Board of Directors of the Company have proposed to obtain members approval for the aforesaid borrowings subject to a maximum limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores) outstanding at any point of time (including the temporary loans obtained/to be obtained from the company's bankers in the ordinary course of business). Hence the Special Resolution as set out at item no. 5 of the notice.

The Board of Directors of the company recommends you to pass the aforesaid resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid resolution, except to the extent of their respective shareholding, if any, in the Company.

By Order Of the Board  
for KOTHARI PRODUCTS LTD.

Regd. Office :  
"Pan Parag House"  
24/19, The Mall, Kanpur 208 001  
Date :10<sup>th</sup> November, 2015

(RAJ KUMAR GUPTA)  
CS & Compliance Officer

**INSTRUCTIONS**

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballots deposited in person or sent by courier at the expenses of the member will also be accepted. No other form or photocopy of the postal ballot will be permitted.
2. The self addressed envelope bears the address of the Scrutinizer appointed by the company.
3. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited, in respect of the shares held in physical or dematerialized form respectively). In case shares are jointly held, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Unsigned Postal Ballot Forms will be rejected. The exercise of vote by Postal Ballot is not permitted through proxy.
4. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
5. Complete Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on 26<sup>th</sup> December, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received and shall not be counted for the purposes of passing of resolution.
6. The Voting rights shall be reckoned in proportion to a member's share of the paid up equity share capital of the company as on 20<sup>th</sup> November, 2015.
7. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified copy of the Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a shareholder of the company must be accompanied by the requisite certified true copy of Power of Attorney. If the same is already registered with the company, please quote the Registration No. beneath the signature.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
9. A tick mark (✓) should be placed in the relevant box signifying assent/dissent, for the resolution as the case may be before mailing the postal ballot form. Incomplete, unsigned, improperly, incorrectly tick (✓) marked postal ballot forms will be rejected. Postal ballot form bearing tick marks in both the columns will render the postal ballot form invalid.
10. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Member(s).
11. Members can also download the notice and Postal Ballot Form from the link [www.evoting.nsdcl.com](http://www.evoting.nsdcl.com) or [www.kothariproducts.in](http://www.kothariproducts.in) or request for a duplicate postal ballot form, from the Company's Registrar, Alankit Assignments Ltd., "Alankit Heights", 1E/13 Jhandewalan Extension, New Delhi 110 055, if so required. However, the dully filled in the duplicate postal ballot form should reach the scrutinizer not later than the date specified at item no. 5 above.

**12. Option of E-Voting Facility:**

In compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the members holding shares in demat form and physical form, to vote on the postal ballot by way of electronic voting/e-voting to enable members to cast their vote electronically.

The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. The voting period starts on Friday, 27<sup>th</sup> November, 2015 at 9:00 A.M. and ends on Saturday, 26<sup>th</sup> December, 2015 at 5:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is casted by member, the member shall not be allowed to change it subsequently.

You are requested to carefully read the e-voting instructions as below, before casting your vote on e-voting site: <https://www.evoting.nsdcl.com>

I The Instructions for e-voting are as under :-

- (A) In case of members' receiving e-mail from NSDL;
  - (i) Open e-mail and PDF file viz. "KPL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the URL : <https://www.evoting.nsdcl.com>
  - (iii) Click on Shareholder Login
  - (iv) Put user id and password as initial password in step (i) above, Click Login.
  - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-voting : Active Voting Cycles.
  - (vii) Select "EVEN" of Kothari Products Ltd.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc. are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail [adesh.tandon11@gmail.com](mailto:adesh.tandon11@gmail.com) or [rkgupta@kothariproducts.in](mailto:rkgupta@kothariproducts.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(B) In case of members receiving physical copy of the Postal Ballot Notice and desiring to cast e-vote:-

- (i) Initial password is provided on the front of this form in the "Password / PIN" Column.
- (ii) Please follow all steps from SL. No. (ii) to (xii) above, to cast vote.

II. If you are already registered with NSDL for e-voting then you can use your existing user id and password for casting your vote.

III. The e-voting period commences on 27<sup>th</sup> November, 2015 (9:00 A.M.) and ends on 26<sup>th</sup> December, 2015 (5:00 P.M.). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> November, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

IV. The voting rights of shareholders shall be as per the number of equity shares held by members as on the cut-off (record date) of 20<sup>th</sup> November, 2015. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as through Physical Postal Ballot Form.

V. Mr. Adesh Tandon, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The scrutinizer shall within a period not exceeding 5 (Five) days from 26<sup>th</sup> December, 2015 unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the company.

VII. The Results shall be declared on 28<sup>th</sup> December, 2015. The Results declared alongwith the scrutinizer's Report shall be placed on the company's website [www.kothariproducts.in](http://www.kothariproducts.in) and on the website of NSDL immediately after the result is declared by the CS & Compliance Officer of the company. Members may also note that the Postal Ballot Notice and Form will also be available on the company's website.

NOTE: In case of queries/grievances with regard to e-voting, contact Mr. Rajiv Ranjan, NSDL < 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email:- [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in), Tel.: 022-24994600 / 022-249944738