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CIN : L16008UP1983PLC006254

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given to the '**Members**' of Kothari Products Limited (the '**Company**') pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the '**Companies Act**'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), and relevant circulars including General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the '**MCA Circulars**'), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India ('**SEBI**') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, and any other applicable laws, rules, guidelines, notifications, circulars and regulations, if any, the following special business is proposed to be passed by the Members of the Company through Postal Ballot via remote Electronic Voting ('**e-Voting**') only.

SPECIAL BUSINESS:

Item No.1: To approve the appointment of Mr. Deepak Gambhirdas Gandhi (DIN: 01627471) as an Additional Director designated as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Gambhirdas Gandhi (DIN:01627471) who was appointed as an Additional Director designated as an Independent Director by the Board of Directors of the Company w.e.f. 21st January, 2023, for a period of 5 years, pursuant to the provisions of the Companies Act, 2013, and in respect of whom the Company has received a Notice in writing under the Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Additional Director designated as an Independent Director of the Company not liable to retire by rotation."

**By Order of the Board of Directors
For Kothari Products Ltd.**

Sd/-

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

**Date: 21st January, 2023
Place: Kanpur**

Notes:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.
3. The Board of Directors has appointed Mr. Adesh Tandon (FCS No.2253, C.P. No.1121) Proprietor of M/s. Adesh Tandon & Associates, Company Secretaries, Kanpur as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.
4. The remote e-voting commences **from 9:00 A.M. (IST) on Sunday, 19th March, 2023 and ends at 5:00 P.M. (IST) on Monday, 17th April, 2023.**
5. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, 10th March, 2023 the "Cut-off" date.** The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 10th March, 2023,** are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the Cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. In line with MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website www.kothariproducts.in and on websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com
7. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, **M/s. Alankit Assignments Limited (Unit : Kothari Products Limited) "Alankit House", 4E/2 Jhandewala Extension, New Delhi-110055 or by mail to rta@alankit.com.** In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
8. Resolutions passed by the shareholders Postal Ballot are deemed to have passed as if they have been passed at a General Meeting of the shareholders.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **10th March, 2023,** being the Cut-off date fixed for the purpose.
10. In compliance with Sections 108 and 110 of the Act and rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also provided the facility to the shareholders to exercise their votes electronically on the resolution through the e-voting service facility arranged by National Securities Depository Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Government information and instructions relating to e-voting" in this Postal Ballot Notice. The voting period commences on **Sunday, 19th March, 2023 at 9:00 A.M. (IST) and ends at 5:00 P.M. (IST) on Monday, 17th April, 2023** (both days inclusive). The e-voting module shall be disabled by NSDL for voting thereafter.
12. The Scrutinizer will submit its report to the Chairman after the completion of scrutiny and result of the voting by Postal Ballot through the e-voting process will be announced by the Chairman or Company Secretary & Compliance Officer of the Company duly authorized, on or before **Wednesday, 19th April, 2023** and will also be displayed on the website of the Company viz. www.kothariproducts.in besides being communicated to the Stock Exchange viz. BSE Limited, NSE Limited and Depositories. The Scrutinizer's decision on the validity of e-voting will be final.
13. Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors being appointed are annexed to this notice.
14. The resolution, if passed, by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-Voting i.e. **Monday, 17th April, 2023.** Further, resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting.
15. All the material documents referred to in the Explanatory Statement, will be available for inspection electronically until the last date for receipts of votes through the e-voting process. Members seeking to inspect such documents can send an email to the Compliance Officer at rk Gupta@kothariproducts.in
16. E-voting shall not be exercised by a proxy.
17. The General information and instructions for Shareholders for remote e-voting are as under:

NSDL e-Voting System – For Remote e-voting.

The remote e-voting period begins on 19th March, 2023 at 9:00 A.M. and ends on 17th April, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (Cut-off date) i.e. 10th March, 2023, may cast their vote electronically. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the aforesaid Cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.

	<p>jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information

	<p>provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email

ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : **022 - 4886 7000** and **022 - 2499 7000** or send a request to **Ms. Pallavi Mhatre – Senior Manager** at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rkgupta@kothariproducts.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rkgupta@kothariproducts.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Date: 21st January, 2023
Place: Kanpur

By Order of the Board of Directors
For Kothari Products Ltd.
Sd/-
(Raj Kumar Gupta)
CS & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board of Directors had appointed Mr. Deepak Gambhirdas Gandhi (DIN: 01627471) as an Additional Director designated as an Independent Director w.e.f. 21st January, 2023 for a period of 5 years, subject to approval of Shareholders through Postal Ballot. He would not be liable to retire by rotation under the provisions of the Articles of Association of the Company and Companies Act, 2013.

Brief Profile of Mr. Deepak Gambhirdas Gandhi is set out in the “Information about Directors seeking appointment/re-appointment as mandated under the SEBI (LODR) Regulation 2015” which is annexed with the notice.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in Item No.1 of the Notice, by members of the Company.

Except Mr. Deepak Gambhirdas Gandhi, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Kothari Products Ltd.**

Sd/-

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

Date: 21st January, 2023

Place: Kanpur

INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS MANDATED IN THE SEBI (LODR) REGULATIONS, 2015

Name of Director & DIN	Mr. Deepak Gambhirdas Gandhi DIN:01627471
Date of Birth & Age	15.07.1960 62 Years
Date of Appointment	21 st January, 2023
Qualifications	Under Graduate
Expertise in specific functional area and experience	Vast Experience in the field of Sales & Marketing of more than 30 years
Directorship held in Other Companies	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. Shares held	NIL
Relationship with other Directors / KMP of the Company	NIL
No. of meetings held and attended during the year (during tenure)	NIL