



Regd. Office : "Pan Parag House", 24/19, The Mall, Kanpur (U.P.) 208 001
Ph.No. : (0512) 2312171 – 74
E-MAIL – : rk Gupta@kothariproducts.in, Website : <http://www.kothariproducts.in>
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),

We are enclosing the Postal Ballot Notice (**'Notice'**) for seeking approval of the Members of the Company by way of Special Resolution for:

- a) The appointment of 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, 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.

The said Notice is also available on the website of the Company www.kothariproducts.in the relevant section of the website of BSE Limited ("BSE"): www.bseindia.com and National Stock Exchange of India Limited ("NSE"): www.nseindia.com on which the the Equity Shares of the Company are listed and on the website of National Securities Depository Limited ("NSDL"): www.evoting.nsdl.com

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.

The proposed Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Companies Act read with the rules and the MCA Circulars are appended below for seeking consent of the Members of the Company through NSDL e-Voting.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-Voting on the resolution placed by the Company on e-Voting system.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	Sunday, 19th March, 2023 from 9:00 A.M. (IST)
End of e-Voting	Monday, 17th April, 2023 at 5:00 P.M. (IST)

Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than **5:00 P.M. (IST) on Monday, 17th April, 2023**. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-off date, i.e. **10th March, 2023**, shall cast their vote electronically. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the Cut-off date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are detailed in the Notes forming part of the attached Notice.

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 at **022 – 4886 7000** and **022 – 2499 7000** or send a request at evoting@nsdl.co.in

Assuring you of our best services.

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

Sd/-

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

**Date: 10th March, 2023
Place: Kanpur**