

KPL/2024-25/BSE  
Dated: 7<sup>th</sup> February, 2025



<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, Bandra Kurla Complex Bandra (E) MUMBAI – 400 051 Scrip Code : KOTHARIPRO
---	--

Dear Sir/Madam,

Sub : Issue of Bonus Shares and alteration in Memorandum & Articles of Association of the Company

Pursuant to Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of the Company had sought approval of the shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, on the following proposals to be passed as Special Resolutions by way of Postal Ballot :

1. Approval for Issue of Bonus Shares.
2. Approval for Increase of Authorised Share Capital of the Company and consequent alteration in Memorandum & Articles of Association of the Company.

Brief details regarding intimation of alteration in Memorandum & Articles of Association as required under Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD-Pod-2/CIR/P/0185 dated 31<sup>st</sup> December, 2024, are annexed herewith as Annexure A.

Sri Adesh Tandon, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process, has submitted his report dated 7<sup>th</sup> February, 2025. A copy of the aforesaid report is enclosed for your records.

In terms of Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the voting result is also annexed for your information and record.

Based on the outcome of the results of the Postal Ballot as above, the Chairman announced the resolutions mentioned in the Postal Ballot Notice dated 27<sup>th</sup> December, 2024, as passed with the requisite majority.

This is for your information and record.

Thanking you,

Yours faithfully,  
FOR KOTHARI PRODUCTS LIMITED

(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER

Encl : As above

**ANNEXURE A**

**Brief note on Amendments in the MOA & AOA of the Company**

**The Capital Clauses of MOA & AOA of the Company have been as follows:**

Clause No.	Earlier Clause	Amended Clause
<b>MOA V</b>	The Authorized Capital of the Company is Rs.31,50,00,000/- (Rupees Thirty one crore fifty lakh only) divided into 3,15,00,000 (Three crore fifteen lakh) Equity Shares of Rs.10/- (Rupees Ten) each.	The Authorized Capital of the Company is Rs.61,50,00,000/- (Rupees Sixty one crore fifty lakh only) divided into 6,15,00,000 (Six crore fifteen lakh) Equity Shares of Rs.10/- (Rupees Ten) each.
<b>AOA 3</b>	The Authorized Capital of the Company is Rs.31,50,00,000/- (Rupees Thirty one crore fifty lakh only) divided into 3,15,00,000 (Three crore fifteen lakh) Equity Shares of Rs.10/- (Rupees Ten) each.	The Authorized Capital of the Company is Rs.61,50,00,000/- (Rupees Sixty one crore fifty lakh only) divided into 6,15,00,000 (Six crore fifteen lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

For **KOTHARI PRODUCTS LTD.**

  
**(RAJ KUMAR GUPTA)**  
CS & COMPLIANCE OFFICER

# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

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

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)

**Mobile :** +91-9839100709

**E-mail :** adesh.tandon11@gmail.com

### SCRUTINIZER'S REPORT

[Pursuant to Section 108,110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman and Managing Director,  
**KOTHARI PRODUCTS LIMITED.**  
Pan Parag House 24/19,  
The Mall, Kanpur,  
U.P. - 208001

**Sub: Scrutinizer's Report on postal ballot through Electronic Voting process in respect of passing of the resolution set-out in the postal ballot notice dated December 27, 2024 through Postal Ballot.**

Dear Sir,

I, Adesh Tandon, Company Secretary in Practice, Proprietor of Adesh Tandon & Associates, having its office at Office No. 811, 8<sup>th</sup> Floor, KAN Chambers, 14/113, Civil Lines, Kanpur-208001 have been appointed by the Board of Directors of KOTHARI PRODUCTS LIMITED (**the "Company"**) as Scrutinizer for the purpose of scrutinizing the Postal Ballot voting conducted by way of E-Voting Process ("**e-voting**") in a fair and transparent manner on the special resolution contained in the postal ballot notice dated December 27, 2024 ("**Notice**") issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (**the "Management Rules"**), Regulation 44 of 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 and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("**MCA**") vide its circulars 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated May 5, 2020 22/2020 dated 15th June, 2020, 33/2020 dated 28th

ADESH ADESH TANDON  
2025.02.07  
TANDON 17:21:51 +05'30'

**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

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

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th

December, 2021 and 3/2022 dated 5th May, 2022 and 11/2020 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**").

The said appointment as Scrutinizer is under the provisions of Section 110 of the Act read with the Management Rules. As the Scrutinizer, I have to scrutinize the process of e-voting conducted for postal ballot, using an electronic voting system on the dates referred to in the Notice.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to voting through Postal Ballot conducted by way of e-Voting Process on the resolutions contained in the Notice of Postal Ballot.

My responsibility as a Scrutinizer for the Postal Ballot voting process conducted by way of e-Voting Process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast 'in **favor**' or '**against**' the resolution as stated in the Notice, based on the E-votes from the members and reports generated from E-Voting system provided by National Securities Depository Limited ("NSDL") the authorized agency engaged by the Company to provide remote e-voting facility to its members.

The Notice along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

The members of the Company holding shares as on the "cut-off" date i.e. **Friday, January 03, 2025** were entitled to vote on the Resolution proposed as set out in the Notice.

In this regard, I hereby submit my report as under:

**ADESH**      ADESH  
**TANDON**      TANDON  
**TANDON**      2025.02.07  
17:23:14 +05'30'

**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

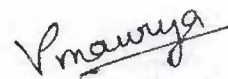
**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon1@gmail.com

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting conducted by way of e-Voting only.
2. The Company had followed the process as required under the Management Rules as amended, in respect of providing voting through postal ballot conducted by way of e-Voting only.
3. The E-Voting period remained open from **Wednesday, January 08, 2025 at 09:00 A.M. (IST)** onwards to **Thursday, February 06, 2025 at 05:00 P.M. (IST)** and the e-voting module was disabled thereafter.
4. At the end of the e-voting period, I have unblocked the electronic votes at 05:16 PM in the presence of two witnesses not in the employment of the Company and/ or National Securities Depository Limited ('NSDL'). i.e. Ms. Riya Jain, R/o 55, Juhi Basanti Nagar, Kanpur-208014 and Mr. Vijay Pratap Maurya, R/o 72-A, Gayatri Nagar Sanigawan Road, Kanpur-208021. They have signed below in confirmation of the E-Votes being unblocked in their presence.



(Riya Jain)



(Vijay Pratap Maurya)

5. The details containing list of shareholders who voted 'for' or 'against' the resolutions put to vote were downloaded from the e-voting website of NSDL.
6. The particulars of all the electronic votes casted by the members through postal ballot conducted by way of e-voting Process have been recorded in a register separately maintained for that purpose.

ADESH TANDON  
2025.02.07  
TANDON 17:25:08 +05'30'

**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

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

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512-2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

7. I have scrutinized the electronic votes casted through postal ballot for the purpose of this report and the summary of the e-voting is as under:

**(A) Resolution No. 1: Special Resolution**  
**Issue of Bonus Shares.**

(i) Voting **in favor** of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	81	24,719,316	100%
<b>Total</b>	<b>81</b>	<b>24,719,316</b>	<b>100%</b>

(ii) Voting **against** the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	3	427	00*
<b>Total</b>	<b>3</b>	<b>427</b>	<b>00*</b>

(iii) **Invalid** Votes- Nil

*Since the votes cast in favor of the resolution are more than thrice of the votes cast against the resolution, the said Special Resolution is deemed to be passed with requisite majority.*

**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

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

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

**(B) Resolution No. 2: Special Resolution**

**Increase in Authorized Share capital and consequent alteration to the Capital Clause of the Memorandum of Association and Article 3 of the Article of Association of the Company.**

**(i) Voting in favor of the Resolution**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	81	24,719,718	100%
<b>Total</b>	<b>81</b>	<b>24,719,718</b>	<b>100%</b>

**(ii) Voting against the Resolution**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	2	15	00*
<b>Total</b>	<b>2</b>	<b>15</b>	<b>00*</b>

**(iii) Invalid Votes- Nil**

*Since the votes cast in favor of the resolution are more than thrice of the votes cast against the resolution, the said Special Resolution is deemed to be passed with requisite majority.*

**ADESH TANDON**  
ADESH TANDON  
2025.02.07  
17:28:57 +05'30'

**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

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

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon1@gmail.com

*\*Note: The percentage of total number of valid votes cast against the resolution is very minuscule and hence the percentage is shown as 00.*

8. All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You,  
For ADESH TANDON & ASSOCIATES

Peer Reviewed Unit: 741/2020

UDIN: F002253F003894504

Date: 07.02.2025

Place: Kanpur

Company Secretaries

ADESH TANDON  
2025.02.07  
TANDON 17:31:03 +05'30'

**Adesh Tandon**  
Proprietor  
FCS No.2253  
C.P. No.1121