

Adesh Tandon

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Office : 611 8th Floor, KAN CHAMBERS
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Date. 22/03/2014

SCRUTINIZER'S REPORT

CONFIDENTIAL

To

The Chairman of Kothari Products Limited,
Pan Parag House, 24/19 The Mall, Kanpur (208001)

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 11th February 2014 has appointed me a scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 The Company has completed on 19th February 2014 the dispatch of postal ballot forms and PIN MAILERS along with postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 14th February 2014.
 - 2.2 Particulars of all the postal ballot forms received from the members have been entered in a register maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The postal boxes were opened in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on 14th February 2014.
 - 2.6 All the postal ballot forms received upto the close of working hours on 21st March 2014, the last date fixed by the company for receipt of the forms, were considered for my scrutiny.



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2.7 Envelopes containing postal ballot forms received after 21st March 2014 were not considered for my scrutiny. Such envelopes aggregating to 16 vide serial number 269 to 284. These envelopes were not opened and they are separately Kept.

2.8 I did not find any defaced or mutilated ballot paper.

3.A summary of the postal ballot forms received is given below:

Resolution No. 1

Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Total Paid Up Equity Capital/ Net Valid Postal Ballot Forms
Total Postal Ballot Forms Received	276	54,03,216	81.47%
Less: Invalid postal ballot forms(as per register)	16	3,76,187	6.96%
Net Valid postal ballot forms (as per register)	260	50,27,029	74.51%
Postal ballot forms with assent for the resolution out of Net valid postal ballot forms received	260	50,27,029	100%
Postal ballot forms with dissent for the Resolution out of Net valid postal ballot forms received	0	0	0

Thus Resolution No. 1 was passed unanimously as a special resolution.



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Resolution No. 2

Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Total Paid Up Equity Capital/Net Valid Postal Ballot Forms
Total Postal Ballot Forms Received	276	54,03,201	81.47%
Less: Invalid postal ballot forms(as per register)	22	3,76,912	6.97%
Net Valid postal ballot forms (as per register)	254	50,26,289	74.5%
Postal ballot forms with assent for the resolution out of Net valid postal ballot forms received	253	50,26,239	99.99%
Postal ballot forms with dissent for the Resolution out of Net valid postal ballot forms received	01	50	0.01%

Thus Resolution No. 2 was passed by requisite majority as a special resolution.

Resolution No. 3

Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Total Paid Up Equity Capital/Net Valid Postal Ballot Forms
Total Postal Ballot Forms Received	276	54,03,206	81.47%
Less: Invalid postal ballot forms(as per register)	25	3,77,074	6.97%
Net Valid postal ballot forms (as per register)	251	50,26,132	74.50%
Postal ballot forms with assent for the resolution out of Net valid postal ballot forms received	236	50,24,606	99.97%
Postal ballot forms with dissent for the resolution out of Net valid postal ballot forms received	15	1,526	0.030%

Thus Resolution No. 3 was passed by requisite majority as a special resolution.

Adesh Tandon
COMPANY SECRETARY

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Resolution No. 4

Date.....

Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Total Paid Up Equity Capital/ Net Valid Postal Ballot Forms
Total Postal Ballot Forms Received	276	54,03,206	81.47%
Less: Invalid postal ballot forms(as per register)	23	376924	6.97%
Net Valid postal ballot forms (as per register)	253	5026282	74.50%
Postal ballot forms with assent for the resolution out of Net valid postal ballot forms received	232	5024411	99.96%
Postal ballot forms with dissent for the Resolution out of Net valid postal ballot forms received	21	1871	0.04%

Thus Resolution No. 4 was passed by requisite majority as a special resolution.

4.I shall hand over the postal ballot form and other related papers/registers and records for safe custody to the Company Secretary/Director authorized by the Board to supervise the postal ballot process.

5.You may accordingly declare the result of the voting by postal ballot.

Place: Kanpur
Date: 22nd March, 2014

Thanking You,

ADESH TANDON & ASSOCIATES
Company Secretaries

(ADESH TANDON) Sr.
C.P. No. 1121