

**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LLB, B.com, AAIMA

811, 8th Floor, Kan Chambers,  
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)  
Tel. : 0512-2332397 • Mobile : 09839100709  
E-mail : adesh.tandon11@gmail.com

Date. 2-9/09/2014

**Scrutinizer's Report – Combined**

**(Pursuant to the section 108 and 109 of the companies Act and Rule 20& 21(2)  
of Companies (Management & Administration) Rules, 2014**

To

The Chairman

30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kothari Products Limited, held on 19th day of September, 2014 At 11:30 A.M. At Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur .

Dear Sir,

1. I, Adesh Tandon a Company Secretary in practice, have been appointed as a scrutinizer by:

(i) The Board of Directors of Kothari products Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

(ii) The Chairman of the Annual General Meeting (AGM) for the purpose of poll under the provisions of section 109 of Companies Act, 2013 (Act) read with Rule 21 of Rules, on the resolutions contained in the notice to the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kothari Products Limited, held on 19th day of September, 2014 at 11:30 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and



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Date 20/09/2014

poll on the resolutions contained in the Notice to the 30<sup>th</sup> Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutiner for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

3. I have issued separate Scrutinizer's Report dated 17<sup>th</sup> September, 2014 & 19<sup>th</sup> September, 2014 on the e-voting and on the poll on the resolutions contained in the notice to the AGM, As requested by management. Now I submit herewith my combined report on the results of e-voting together with that of Poll as under:

**A) Resolution No.1: Ordinary resolution to consider and adopt the Audited Standalone & Consolidated Balance Sheets of the Company as at 31st March, 2014 and the Profit & Loss Accounts for the financial year ended on that date and the Reports of the Directors' and Auditors' thereon.**

**Voted in favour of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution-poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	35	57,58,592	1,49,15,029	100%



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**Voted against the Resolution**

Date: 20/09/2014

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

**Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613

**Result:**

**There being no votes cast against the resolution as set out in Notice as item No. 1. Hence the resolution was passed unanimously.**



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**B) Resolution No.2: Ordinary Resolution to declare dividend for the aforesaid financial year.** Date: 20/09/2014

**Voted in favour of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	36	57,58,597	1,49,15,034	100%

**Voted against the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

**Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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**Result**

Date. 20/09/2014

There being no votes cast against the resolution as set out in Notice as item No. 2. Hence the resolution was passed unanimously.

**C) Resolution No. 3: Ordinary Resolution to appoint a Director in place of Sri Mitesh Kothari (DIN: 00089076), who retires by rotation and being eligible, offers himself for re-appointment.**

**Voted in favour of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	35	57,58,592	1,49,15,004	99.9998%

**Voted against the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	1	5	30	0.0002%



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Date: 20/09/2014

**Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613

**Result**

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 3 Hence the ordinary resolution was passed with requisite majority.

**D) Resolution No. 4: Ordinary Resolution to re-appoint M/s. Mehrotra&Mehrotra, Chartered Accountants, retiring Auditors, as Auditors of the Company and to authorize the Board of Directors of the Company to fix their remuneration.**

**Voted in favour of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	36	57,58,597	1,49,15,009	99.9998%



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**Voted against the Resolution**

Date: 20/09/2014

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	0	0	25	0.0002%

**Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613

**Result**

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 4 Hence the ordinary resolution was passed with requisit majority

**E) Resolution No. 5: Ordinary Resolution For the appointment of Smt. ArtiKothari(DIN: 00089139) as a Women Director.**



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## Voted in favour of Resolution

Date... 20/09/2014

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	35	57,58,594	1,49,15,031	99.99998%

## Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	1	3	3	0.00002%

## Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613





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### Result

Date: 20/09/2014

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 5 Hence the ordinary resolution was passed with requisit majority.

**F) Resolution No.6: Ordinary Resolution for the Appointment of Sri Pramod Kumar Tandon(DIN: 00089344) as an independent Director.**

### **Voted in favour of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	35	57,58,594	1,49,15,031	99.99998%

### **Voted against the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	1	3	3	0.00002%

### **Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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**Result:**

Date 20/09/2014

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 6 Hence the ordinary resolution was passed with requisit majority

**G) Resolution No. 7: Ordinary Resolution for the Appointment of Shri Dr. Avinash Gupta (DIN: 00089371) as an independent Director.**

**Voted in favour of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	34	57,58,504	1,49,14,916	99.99937%

**Voted against the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	2	93	93	0.00063%

**Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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**Result:**

Date 20/09/2014

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 7. Hence the ordinary resolution was passed with requisit majority .

**H) Resolution No. 8: Ordinary Resolution for the Appointment of Shri Vikas Chaturvedi (DIN: 00089394) as an independent Director.**

**Voted in favour of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
9	91,56,437	34	57,58,504	1,49,14,916	99.99937%

**Voted against the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	2	93	93	0.00063%

**Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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Date: 20/09/2014

**Result:**

As the votes cast in favor of the resolution is more than votes cast against the resolution as set out in Notice as item No. 8 Hence the ordinary resolution was passed with requisit majority.

**D) Resolution No. 9: Special Resolution to amend the Articles of Association of the Company.**

**Voted in favour of Resolution**

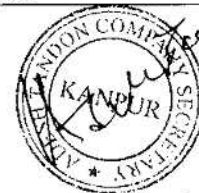
Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
8	91,56,412	31	57,58,257	1,49,14,669	99.99772%

**Voted against the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	3	315	340	.00228%

**Invalid Votes**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	6	613	613



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Date: 20/09/2014

**Result:**

**As the votes cast in favor of the resolution is three times than votes cast against the resolution as set out in Notice as item No. 9 Hence the special resolution was passed with requisite majority**

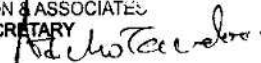
4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Date :20/09/2014  
Place : Kanpur

For Adesh Tandon & Associates  
Company Secretaries

ADESH TANDON & ASSOCIATES  
COMPANY SECRETARY



Proprietor  
C.P. No.:-1121

Adesh Tandon  
Membership No.2253  
C.P.No. 1121