KPL/2018-19/BSE
01/09/2018

KOTHARI
PRODUCTS LIMITED

Bombay Stock Exchange Ltd. **1st floor New Trading Ring** **Rotunda Building** **P.J.Towers** **Dalal Street, Fort** **MUMBAI – 400 001** **Scrip Code : 530299**	**National Stock Exchange of India Ltd.** **Exchange Plaza, 5th floor** **Plot No., C/1 G Block** **Bandra Kurla Complex** **Bandra (E)** **MUMBAI – 400 051** **Scrip Code : KOTHARIPRO**

Dear Sir,

Sub : **Notice of Thirty Fourth Annual General Meeting and Intimation of remote E-voting facility**

Pursuant to Regulation 30 read with Paragraph A of Part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice calling the Thirty fourth Annual General Meeting of the members of the Company on Tuesday, 25th September, 2018 at 11.30 A.M., containing the business to be transacted thereat, is attached herewith alongwith the Attendance slip and Proxy Form forming part of the Annual Report 2017-18. The aforesaid documents have been sent to the members of the Company.

Further, as per section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility of "remote e-voting" to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are mentioned in the said Notice. This is for your record and doing the needful.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
for **KOTHARI PRODUCTS LTD.**

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER
FCS – 3281
Address :
"Pan Parag House
24/19, The Mall,
Kanpur

Encl : As above

Regd. Off. : " Pan Parag House", 24/19, The Mall, Kanpur - 208 001 (INDIA)
Phone : +91 512 2312171-72-73-74 • Fax: +91 512 2312058
E-mail: kothari@panparag.com • Website : www.kothariproducts.in
CIN No. - L 16008 UP 1983 PLC 006254

KOTHARI
PRODUCTS LIMITED

NOTICE:

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of Kothari Products Limited will be held on Tuesday, the 25th September, 2018 at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave-3, Kanpur at 11:30 A.M., to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Auditors thereon.
3. To declare Dividend for the aforesaid financial year.
4. To appoint a Director in place of Smt. Poonam Acharya (DIN: 07238992), who retires by rotation and being eligible, offers herself for re-appointment.

Regd. Off :
'PAN PARAG HOUSE'
24/19, THE MALL
KANPUR – 208 001

DATE : 26th May, 2018

By Order of the Board
for **KOTHARI PRODUCTS LTD.**

Sd/-
(RAJ KUMAR GUPTA)
CS & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY BUT ONE PERSON CAN REPRESENT AS PROXY FOR NOT MORE THAN 50 MEMBERS AND FOR MEMBERS HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Proxies, in order to be effective must be completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxy form and attendance slip are enclosed in the Annual Report.
3. The Register of Members of the Company shall remain closed from Tuesday, 18th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive) in connection with the Annual General Meeting and for the purpose of Payment of Dividend, if declared, at the aforesaid meeting.
4. The Dividend for the year ended 31st March, 2018 as recommended by the Board, if approved by the members, will be paid to the physical members whose names appear in the Company's Register of Members on Monday, 17th September, 2018 after giving effect to all the valid transfers as received by the Company or its Registrar & Share Transfer Agent on or before 17th September, 2018. In respect of the Shares held in electronic form, the dividend will be payable on the basis of their beneficial ownership as at the end of aforesaid date as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.
5. THE MEMBERS HOLDING PHYSICAL SHARES ARE, IN THEIR OWN INTEREST, ADVISED TO SEND IMMEDIATELY REQUESTS FOR CHANGE OF ADDRESS AND BANK PARTICULARS, IF ANY, TO OUR REGISTRAR I.E. ALANKIT ASSIGNMENTS LTD., (UNIT: KOTHARI PRODUCTS LTD.) "ALANKIT HEIGHTS", 1E/13 JHANDEWALAN EXTENSION, NEW DELHI – 110 055, PHONE NOS. (011) 23541234 & 42541234

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

& FAX NO. (011) 41543474. HOWEVER, THE MEMBERS HOLDING DEMAT SHARES ARE ADVISED TO IMMEDIATELY INTIMATE THE CHANGE OF ADDRESS AND BANK DETAILS TO THEIR CONCERNED DEPOSITORY PARTICIPANTS.

6. Those Members who have not encashed/received their Dividend warrants for the financial years 2010-11 onwards may approach immediately the Secretarial Department at the Registered Office of the Company for revalidation of Dividend Warrants or for obtaining duplicate Dividend Warrants in lieu of the lost warrants. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (**www.kothariproducts.in**).

7. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

   Pursuant to Sections 124 and 125 of The Companies Act, 2013 and Rules made thereunder and erstwhile sections 205A and 205C of the Companies Act, 1956, all Unclaimed/Unpaid dividend for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Accordingly, all unclaimed/unpaid dividend, have to be transferred to the Investors Education & Protection Fund(IEPF) established by the Central Government.

   Further, as per Section 124(6) of the Act read with IEPF Rules as amended, all shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are also required to be transferred to the Demat Account of the IEPF Authority.

   The Company has sent notices to all the members whose Dividends are lying unpaid/unclaimed for seven consecutive years or more. Concerned Members are requested to claim the same immediately. In case the dividends are not claimed, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice.

   The unpaid Dividend amount relating to the Financial Years, 1997-98, 1998-2000 (Interim), 1998-2000 (Final), 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-07, 2007-08, 2008-2009 & 2009-2010 have been transferred to the aforesaid Investor Education & Protection Fund.

   MEMBERS ARE AGAIN ADVISED TO NOTE THAT THE UNPAID DIVIDEND AMOUNT RELATING TO FINANCIAL YEAR 2010-11 WILL BE TRANSFERRED TO THE INVESTOR EDUCATION & PROTECTION FUND, AS PER THE PROVISIONS OF SEC.124(5) OF THE COMPANIES ACT, 2013 IN OCTOBER, 2018. THE DIVIDEND FOR THE AFORESAID YEAR SHALL BE PAID ONLY ON RECEIPT OF REQUEST AND SATISFACTORY COMPLIANCE OF THE REQUISITE PROCEDURE

8. Members desirous of getting any information at the meeting about the accounts and operations of the company are requested to send their query at the Registered office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.

9. Section 72 of the Companies Act, 2013 has extended nomination facility to individuals holding shares in Companies. Shareowners, in particular, those holding shares as sole holder are advised to avail of the above facility in their own interest, by furnishing to the Company the particulars of their nominations. The prescribed application form may be obtained by the shareowners from the Company's Secretarial Department at its Registered Office.

10. Members are requested to bring their copies of Annual Report at the meeting. Please note that no gifts will be distributed at the meeting.

11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notices/documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with our Registrar, Alankit Assignments Ltd., "Alankit Heights", 1E/13 Jhandewalan Extension, New Delhi – 110 055.

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

12. Even after registering for e-communication, the members are entitled to receive such communication/documents in physical form, upon making a request for the same, by post, free of cost.

13. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Mangement and Administration) Rules, 2014, as amended, alongwith Regulation 44 of the SEBI (LODR) Regulations, 2015, the members have been provided with the facility to cast their votes electronically through the "remote e-voting" services provided by NSDL, on all the resolutions set forth in this Notice. The "remote e-voting" period commences on Saturday, 22nd September, 2018 (9:00 A.M. IST) and ends on Monday, 24th September, 2018 (5:00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on Tuesday 18th September, 2018 (being the cut-off date fixed by the Company for "remote e-voting"), may cast their votes electronically. The "remote e-voting" module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. A Physical Ballot form is also being sent to the members alongwith the Annual Report. Members have option to vote either through "remote e-voting" or through the Physical Ballot form. If a member has opted for "remote e-voting" then he/she should not vote by Physical Ballot and also vice versa. However, in case members cast their votes both via Physical Ballot and "remote e-voting" then voting through "remote e-voting" shall prevail and voting done by physical ballot shall be treated as invalid. The instructions for "remote e-voting" and other details thereof are mentioned in the physical ballot form and "remote e-voting" form being sent to you alongwith the Annual Report and they form an integral part of this notice. The members who have cast their vote by "remote e-voting" prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through Ballot Paper.

15. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at **evoting@nsdl.co.in** or **rta@alankit.com** by mentioning their Folio No./DP ID and Client Id. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free no. 1800-222-990.

16. The Company has appointed Sri Adesh Tandon, a Practising Company Secretary of Kanpur as Scrutinizer to receive and scrutinize the completed physical ballot forms and votes cast electronically by the members. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website **www.kothariproducts.in** and on the website of NSDL **www.evoting.nsdl.com** within 3 days of passing the resolutions at the Thirty Fourth Annual General Meeting of the Company on Tuesday, 25th September, 2018 and communicated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Limited, where the shares of the Company are listed.

17. The Chairman shall, at the Annual General Meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

18. Pursuant to SEBI (LODR) Regulations, 2015, particulars of Director seeking re-appointment at this meeting are provided in the Corporate Governance Report forming part of the Annual Report.

19. The Securities & Exchange Board of India has notified that the shareholders/transferees of shares (including Joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including by transfer, transmission or any other Corporate Action. Accordingly, all the Physical shareholders/transferees of shares (including Joint holders) are requested to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including by transfer, transmission or any other Corporate Action.

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

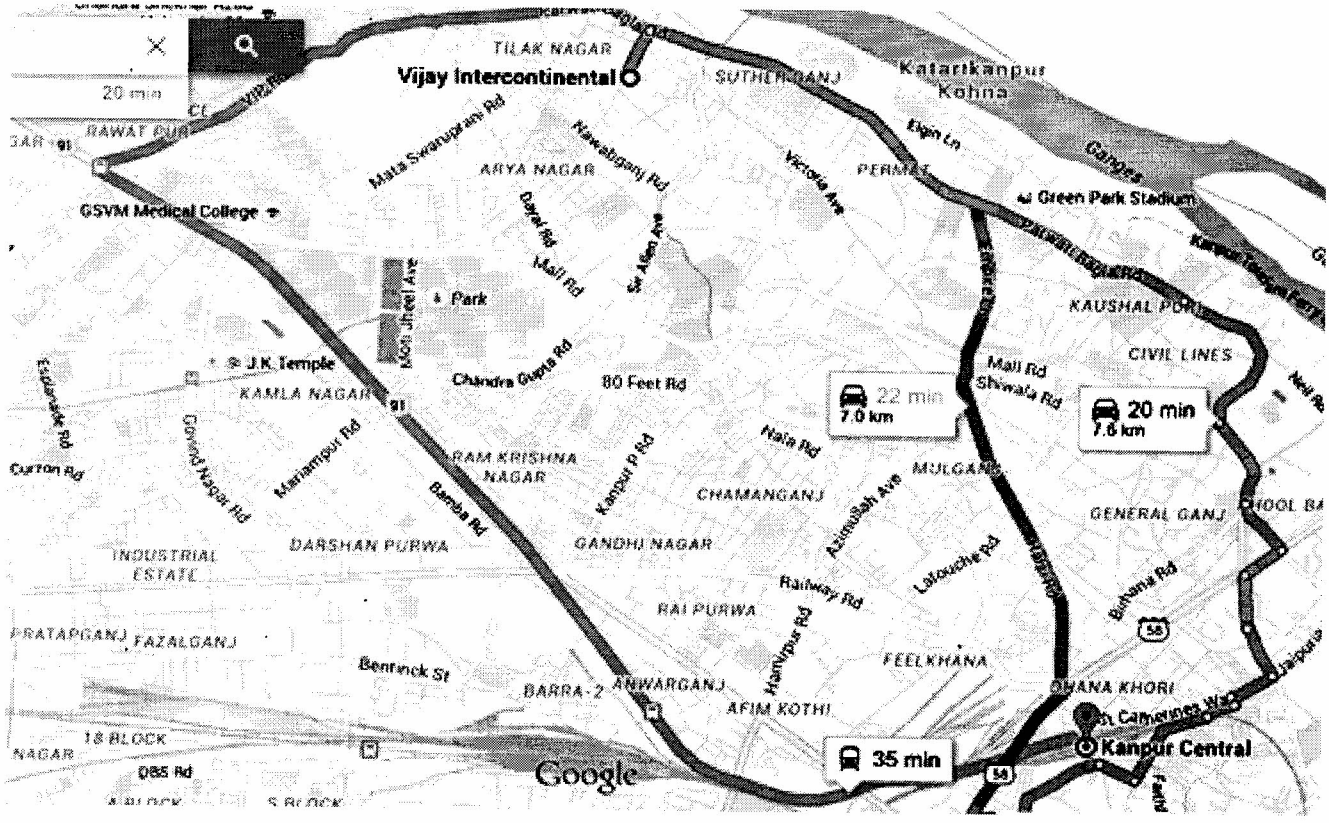
20. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. TO 6:00 P.M.) on all working days upto and including the date of the Annual General Meeting of the Company.
21. Annual Report and AGM Notice is available at the website of the Company at **www.kothariproducts.in** in the Investor's Section.
22. A Corporate member intending to send its authorised representative to attend the meeting in terms of Section 113 of the Companies Act, 2013 is requested to send the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf in the meeting.

For KOTHARI PRODUCTS LTD.

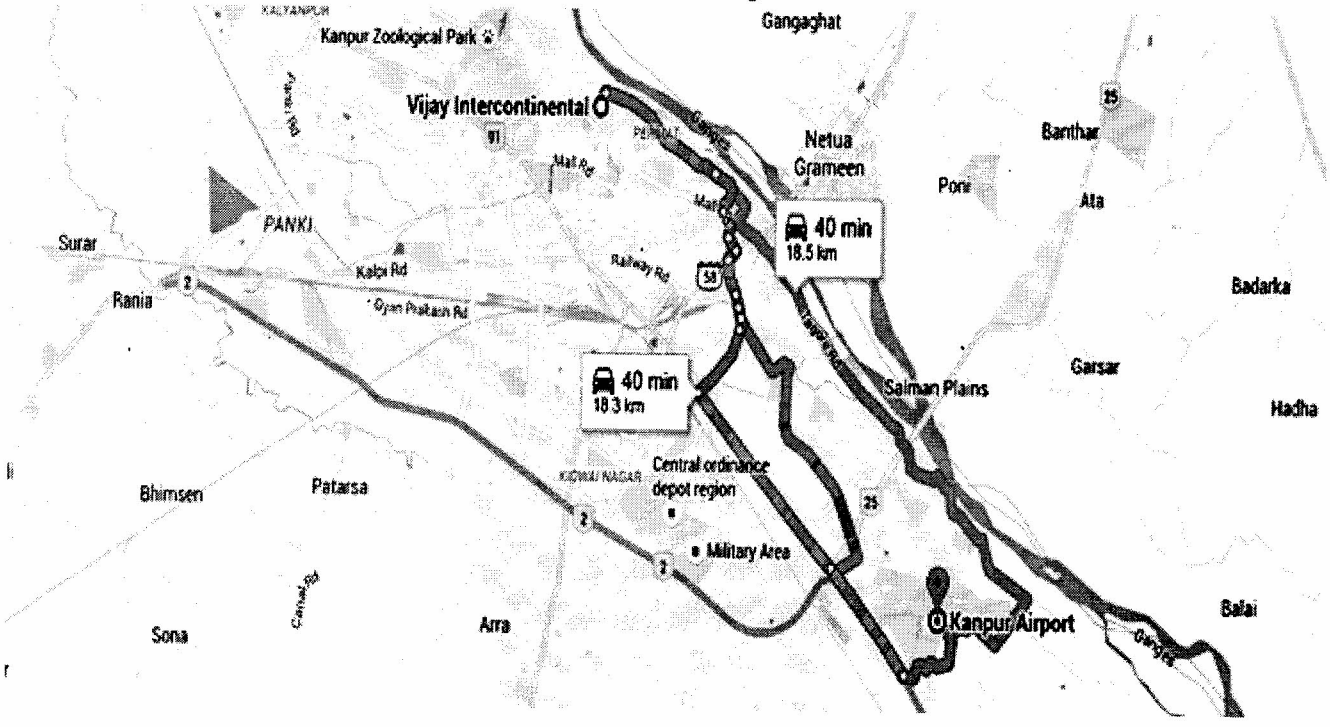
(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

KOTHARI
PRODUCTS LIMITED

Route Map No. 1 To the Venue of 34th Annual General Meeting



Route Map No. 2 to the Venue of 34th Annual General Meeting



For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

KOTHARI
PRODUCTS LIMITED

Regd. Office : "PAN PARAG HOUSE", 24/19, THE MALL, KANPUR - 208 001
CIN: L16008UP1983PLC006254

ATTENDANCE SLIP

I, hereby record my presence at the Thirty Fourth Annual General Meeting of the Company being held on **Tuesday, the 25th day of September, 2018 at 11:30 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave – 3, Kanpur.**

1. Full Name of the Shareowner/Proxy .....
   (In Block Letters)
2. Ledger Folio No ..... D.P. Id.* ..... Client Id* .....
3. No. of Equity Shares held .....
4. Signature of the Shareowner/Proxy attending .....

To be used only when First named Shareowner is not attending.

Please give full name of the Joint Holders.

1. Mr./Mrs./Miss ..... Signature .....
2. Mr./Mrs./Miss ..... Signature .....
   (in Block Letters)

NOTES:

i. Please fill in this attendance slip and hand it over at the entrance of the hall.
ii. Shareowners who come to attend the meeting are requested to bring their copies of the Annual Report with them.
iii. No gift will be distributed in the aforesaid meeting as per SEBI guidelines.
* Applicable for members holding shares in electronic form.

TEAR HERE

KOTHARI
PRODUCTS LIMITED

Regd. Office : "PAN PARAG HOUSE", 24/19, THE MALL, KANPUR - 208 001
CIN: L16008UP1983PLC006254

FORM No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member(s) of above named company, holding ..... shares, hereby appoint :

1.	Name :	
	Address :	
	E-mail Id :	
	Signature :	

or failing him

2.	Name :	
	Address :	
	E-mail Id :	
	Signature :	

or failing him

3.	Name :	
	Address :	
	E-mail Id :	
	Signature :	

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company. to be held on **Tuesday, 25th day of September, 2018 at 11:30 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Near Rave – 3, Kanpur** and at any adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above Proxy to vote in the manner as indicated in the box below :

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Board of Reports of the Board of Directors' and Auditors' thereon.		
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Auditors' thereon.		
3.	To declare Dividend for the aforesaid financial year.		
4.	To appoint a Director in place of Smt. Poonam Acharya (DIN : 07238992), who retires by rotation and being eligible, offers herself for re-appointment.		

Signed this .....day of ..... 2018 _____ Signature of Shareholder

Affix Revenue Stamp

_____ Signature of 1st Proxy holder

_____ Signature of 2nd Proxy holder

_____ Signature of 3rd Proxy holder

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy.does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
5. For the resolution and notes please refer to the Notice of the 34th Annual General Meeting.