

Adesh Tandon FCS
Company Secretaries

0512-2332397(O+F)
0512-2535135 (R)
9839100709 (M)

KAN CHAMBERS, OFFICE NO.-811, 8th FLOOR,
14/113, CIVIL LINES, KANPUR - 208001 (U.P.)

Ref. No.....

Date :.....

REPORT OF THE SCRUTINIZER

Confidential

To,
The Chairman
Kothari Products Limited
Kanpur

Respected Sir,

1. The Board of Directors of the Company at its meeting held on 11th January, 2012 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process.
2. I submit my report as under:
 - 2.1. The Company has completed on 2nd February, 2012 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 27th January, 2012.
 - 2.2. Particulars of all Postal Ballot Forms received from the Shareholders have been entered in a register separately 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 Ballot Boxes were opened on 05th March, 2012 in my presence.
 - 2.5. The Postal Ballot Forms were duly opened in my presence and scrutinized and shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on 27th January, 2012.
 - 2.6. All Postal Ballot Forms received upto the close of working hours on 3rd March, 2012, the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
 - 2.7. Envelopes received after the close of working hours on 3rd March 2012, have not been considered.



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2.8. No Notices/Postal Ballot Forms were returned undelivered.

2.9. I did not find any defaced or mutilated Ballot Paper.

3. A summary of the Postal Ballot Forms received is given below:

Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital
(a) Total Postal Ballot Forms received	192	5094613	76.82
(b) Less: Invalid Postal Ballot Forms (as per Register)	5	104203	1.57
(c) Net valid Postal Ballot Forms (as per Register)	187	4990410	75.25
(d) Postal Ballot Forms with assent for the Resolution	169	4988612	75.22
(e) Postal Ballot Forms with dissent for the Resolution	18	1798	.027

4. I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the Postal Ballot process.

5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Place: Kanpur
Date: 07.03.2012

For ADESH TANDON & ASSOCIATES
(Adesh Tandon)
Name & Signature of Proprietor
PROPRIETOR
U.P. NO. 1/11