KPL/2011-12/I-1
Date : 18.10.2011

BY COURIER

KOTHARI
PRODUCTS LIMITED

The General Manager
The U.P.Stock Exchange Association Ltd.
Padam Towers
Civil Lines
KANPUR - 208 001

Dear sir,

Pursuant to clause 31(d) of the Listing Agreement please find enclosed herewith Certified True Copy of the minutes of 27th Annual General Meeting of the Company held on 23rd September, 2011.

Kindly take the aforesaid information on your records.

Thanking you,

Yours faithfully
for **KOTHARI PRODUCTS LTD.**

RAJ KUMAR GUPTA
COMPANY SECRETARY

Encl : as above

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
MUMBAI - 400 001

National Stock Exchange Of India Ltd.
Exchange Plaza 5th Floor
Plot No.C/1 G Block
Bandra Kurla Complex
Bandra (E)
MUMBAI - 400 051

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

MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF KOTHARI PRODUCTS LTD. HELD ON FRIDAY, THE 23rd DAY OF SEPTEMBER, 2011 AT 11:30 A.M. AT "ROYAL CLIFF",113/72, SWAROOP NAGAR,OPPOSITE MOTIJHEEL GATE NO.1,KANPUR

PRESENT

1. Shri Deepak Kothari	-	Chairman & Managing Director
2. Shri Mitesh Kothari	-	Executive Director
3. Shri Vikas Chaturvedi	-	Director
4. Shri Pramod Kumar Tandon	-	Director & Chairman of Audit Committee
5. Shri Ramji Mehrotra	-	Auditor

MEMBERS

31 members were present in person as per the Shareholders' Attendance Register produced before the meeting.

PROXIES

6 members were present through valid proxies as per Proxy Register produced before the meeting.

IN ATTENDANCE

Shri Raj Kumar Gupta	-	Company Secretary

SPECIAL INVITEES

1. Shri Rajeev Mehrotra	-	Chartered Accountant
2. Shri Adesh Tandon	-	Practicing Company Secretary

CHAIRMAN

Shri Deepak Kothari, Chairman & Managing Director took the Chair.

QUORUM

The necessary quorum being present, the Chairman declared the meeting as properly constituted. He then formally extended a very warm welcome to the Shareholders at the 27th Annual General Meeting and introduced his colleagues on the dais to the Shareholders. The Chairman then addressed the Members in brief.

REGISTER OF DIRECTORS' SHAREHOLDING

The Chairman declared before the meeting that the Register of Directors' Shareholding is available at the meeting and is open for inspection by any member of the Company, during the continuance of the meeting.

NOTICE OF THE MEETING

With the permission of the members the notice of the meeting was taken as read.

AUDITORS' REPORT

The Auditors' Report on the Audited Accounts of the Company was read out at the meeting by the Secretary of the Company.

ADOPTION OF ANNUAL ACCOUNTS

The Chairman stated before the Meeting that the Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors' and the Auditors' thereon have already been circulated to you and have been with you for quite some time.

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LIMITED

(RAJ KUMAR GUPTA)
COMPANY SECRETARY

He thereafter informed the meeting that there have been some printing mistakes in the aforesaid financial statements and also placed before the meeting a Corrigendum containing the details of the aforesaid printing mistakes and then the corrigendum was readout at the meeting. He further informed that the aforesaid Corrigendum has also been circulated and published in the newspapers and also put on the Company's website. He, thereafter requested the Members that the aforesaid financial statements be taken as read and the Members agreed to the request and took note of the Corrigendum.

Thereafter he invited the members to raise any query relating to the accounts etc., but there was no query raised by any member.

Thereafter Mrs. Vaidehi Devi Gupta proposed the following Resolution as an Ordinary Resolution :

"RESOLVED THAT the Audited, Standalone and Consolidated Balance Sheets of the Company as at 31st March, 2011 , the Profit & Loss Accounts, the corrigendum relating thereto, as placed before the meeting and Cash Flow Statements for the year ended on that date together with the Directors' and the Auditors' Reports thereon, be and are hereby adopted."

Thereafter the above Resolution was seconded by Mr.Hemendra Kumar M Chawra.

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

DECLARATION OF DIVIDEND

Thereafter the Chairman took-up item No.2 of the Notice.

Mr.Nilesh Btalati proposed and Mr. Surendra Kumar Gupta seconded the following resolution as an Ordinary Resolution:

"RESOLVED THAT a Dividend @220% on the paid up Equity Share Capital of Rs.66319700/- of the Company, as recommended by the Board of Directors, be and is hereby declared."

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

REAPPOINTMENT OF DR. AVINASH GUPTA AS A DIRECTOR

Thereafter the Chairman took-up item No.3 of the Notice.

Mrs. Vijay Laxmi Gupta proposed and Mr. Anuj Gupta seconded the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Avinash Gupta, a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

REAPPOINTMENT OF RETIRING AUDITORS

Thereafter the Chairman took-up item No.4 of the Notice.

Mrs. Nirmala Gupta proposed and Mr. Nilesh Btalati seconded the following Resolution as an Ordinary Resolution:

CERTIFIED TRUE COPY
For KOTHARI PRODUCTS LIMITED

(RAJ KUMAR GUPTA)
COMPANY SECRETARY

"RESOLVED THAT the Auditors of the Company, M/s.Mehrotra & Mehrotra, Chartered Accountants,Kanpur who retire at this meeting, being eligible and willing to act as Auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors."

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

INCREASE OF LIMIT OF MORTGAGE/CHARGES

Thereafter the Chairman took-up item No.5 of the Notice.

Mr. Sumit Juneja proposed and Mrs. Vijay Laxmi Gupta seconded the following Resolution as an Ordinary Resolution :

"RESOLVED THAT in supersession of the Ordinary Resolution passed in 26th AGM of the Company held on 21ST September, 2010 the consent of the Company be and is hereby accorded under section 293(1)(a) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), to the Board of Directors (hereinafter referred to as "the Board") to mortgage and/or charge, in addition to the mortgage(s)/charge(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, subject to maximum amount of Rs.1250 Crores of charges outstanding at any time, on all or any of the movable and/or immovable property(ies) of the company, both present and future of every nature & kind whatsoever together with the powers to take over the management of the business and concern of the Company, in certain events of defaults, in favour of lenders for securing the borrowing availed/to be availed by the Company by way of loans and securities issued by the Company together with interest at the respective agreed rates, additional interest, all other costs, charges and expenses and all other monies payable by the Company in respect of said loans/borrowings/debentures/other securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between Board of Directors and the Lender(s)/Agent(s) and Trustee(s)".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

ALTERATION OF MEMORANUM OF ASSOCIATION

Thereafter, the Chairman took the 6th item of the Notice.

Mr. Surendra Kumar Gupta proposed and Mr. R.N Gupta seconded the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the Memorandum of Association of the Company be altered in the following manner:

In Clause III (B) sub-clause 4 of the Memorandum of Association the word "decrease" in the 3rd line be substituted by the word "decrees".

CERTIFIED TRUE COPY
For KOTHARI PRODUCTS LIMITED

(RAJ KUMAR GUPTA)
COMPANY SECRETARY

In Clause III (B) sub-clause 9 of the Memorandum of Association the heading for the said clause "Guarantee and Surety" be substituted by the word "Guarantee and Surety for securities".

In Clause III (B) sub-clause 10 of the Memorandum of Association the heading for the said clause "Guarantee and Surety" be substituted by the word "Guarantee and Surety for payment of money".

In Clause III (B) sub-clause 12 of the Memorandum of Association the word "previous" in the 1st line be substituted by the word "provisions".

In Clause III (B) sub-clause 15 of the Memorandum of Association the word "purpose" in the 3rd line be substituted by the word "propose".

In Clause III (B) sub-clause 23 of the Memorandum of Association the word "ot" in the 3rd line be substituted by the word "to".

In Clause III (B) sub-clause 31 of the Memorandum of Association the word "o" in the 6th line be substituted by the word "or".

In Clause III (C) sub-clause 7 of the Memorandum of Association the word "on involing" in the 7th line be substituted by the word "or involving".

In Clause III (C) sub-clause 9 of the Memorandum of Association the word "decription" in the 2nd line be substituted by the word "description".

In Clause III (C) sub-clause 12 of the Memorandum of Association the word "problem clke" in the 2nd line be substituted by the word "coke".

In Clause III (C) sub-clause 15(a) of the Memorandum of Association the word "assessories" in the 2nd line be substituted by the word "accessories".

In Clause III (C) sub-clause 18 of the Memorandum of Association the word "bureauts" in the 4th line be substituted by the word "bureau".

In Clause III (C) sub-clause 19 of the Memorandum of Association the word "threatrical" in the 8th line be substituted by the word "theatrical".

In Clause III (C) sub-clause 21 (a) of the Memorandum of Association the word "personnal" in the 2nd line be substituted by the word "personal".

In Clause III (C) sub-clause 23 of the Memorandum of Association the word "serticulture" in the 1st line be substituted by the word "sericulture".

In Clause III (C) sub-clause 25 of the Memorandum of Association the word "incident" in the 5th line be substituted by the word "incidental".

In Clause III (C) sub-clause 29 of the Memorandum of Association the word "die" in the 2nd and 3rd line be substituted by the word "dye".

In Clause III (C) sub-clause 32 of the Memorandum of Association the word "productor" in the 3rd line be substituted by the word "products or".

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LIMITED

(RAJ KUMAR GUPTA)
COMPANY SECRETARY

ALTERATION OF ARTICLES OF ASSOCIATION

Thereafter, the Chairman took the 7th item of the Notice.

Mr. Sumit Juneja proposed and Mr. Ram Chandra Jaiswal seconded the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 31 and other applicable provisions if any, of the Companies Act,1956 ,the Articles of Association of the Company be altered in the following manner :

In Article 5 of the Articles of Association the sub article 5 (i) be re-numbered as "5 (1) (i)."

In Article 5 (i) (c) of the Articles of Association the word "deline" in the 5th line be substituted by the word "decline".

In Article 7 of the Articles of Association the word "sock" in the 3rd line be substituted by the word " stock".

In Article 11 of the Articles of Association the word "it" in the 3rd line be substituted by the word " if ".

In Article 22 of the Articles of Association the word "then" in the 1st line be substituted by the word "than".

In Article 29 of the Articles of Association the word "is" in the 1st line be substituted by the word "in".

In Article 33 of the Articles of Association the word "issued" in the 3rd line be substituted by the word "issue".

In Article 34 (1) of the Articles of Association the word "on" after the word "by" in the 7th line be removed.

In Article 37 of the Articles of Association the word "from" in the 3rd line be substituted by the word "Form".

In Article 39 of the Articles of Association the word "on" after the word "refused" be removed and the words "what so any " in the 3rd line be substituted by the word "whatsoever."

In Article 58 of the Articles of Association the word "capipalisation " in the 8th line be substituted by the word "capitalization."

In Article 67 of the Articles of Association the word "at" in the 2nd line be added after the word "transacted".

In Article 87 of the Articles of Association the heading be changed from "Alternative Directors' to "Alternate Director" and the word "thelater's" in the 2nd line be substituted by the words "the latter's"

In Article 91 of the Articles of Association the word "othorised" in the 5th line be substituted by the word "authorised".

In Article 98 of the Articles of Association the words "no with standing" in the 2nd line be substituted by the word "notwithstanding".

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LIMITED

(RAJ KUMAR GUPTA)
COMPANY SECRETARY

In Article 99 of the Articles of Association the word "thereby" in the 3rd line be substituted by the words "thereof by."

In Article 103 of the Articles of Association the word "weather" in the 5th line be substituted by the word "whether."

In Article 104 of the Articles of Association the word "generally" in the 3rd line be substituted by the word "generality" and the word "appointment" in the 3rd line be substituted by the word "appoint".

In Article 108 of the Articles of Association the heading be changed from "To what provisions shall be subjected" to "To what provisions Managing Director shall be subjected" and the word "retiremen" in the 3rd line be substituted by the word "retirement" and the word "ot" in the 4th line be substituted by the word "to".

In Article 110 of the Articles of Association the word "very" in the 9th line be substituted by the word "vary".

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

VOTE OF THANKS:

As there was no other business to be transacted, the meeting came to an end with a vote of thanks to the Chair.

Date : 3rd October, 2011

Sd/-

Place : Kanpur

(CHAIRMAN)

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LIMITED

(RAJ KUMAR GUPTA)
COMPANY SECRETARY