KOTHARI
PRODUCTS LIMITED

KPL/2015-16/BSE
26.12.2015

Bombay Stock Exchange Ltd. **1st floor New Trading Ring** **Rotunda Building** **P.J.Towers** **Dalal Street, Fort** **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**

Re : **INTIMATION OF RECORD DATE FOR ISSUE OF BONUS SHARES**

Pursuant to Regulation 42 of the Listing (Obligations & Disclosure Requirements) Regulations, 2015, we wish to inform you that our Board of Directors has fixed Wednesday, the 6th January, 2016 as the Record Date for the purpose of determining the names of shareholders who will be entitled to the Bonus shares to be issued by the Company.

Necessary schedule IV required for this purpose is enclosed herewith.

Further, we are enclosing herewith Certified True Copies of the Special Resolutions passed through Postal Ballot regarding Issue of Bonus Shares and increase of Authorised Capital.

This is for your information please.

Thanking You,

Yours faithfully,
for **KOTHARI PRODUCTS LTD.**

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

End: 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

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Schedule IV

	Format for Electronic Upload – Corporate Actions	
	Fields	**Format**
	Symbol	KOTHARIPRO
	Series	EQ
	Book Closure / Record Date	R
	BC Start Date	N.A.
	BC End Date	N.A.
	Record Date	06.01.2016
	Purpose	ISSUE OF BONUS SHARES
	Corporate Action Type	BONUS
	Dividend Per Share	N.A.
	Dividend Type	N.A.
	Dividend for Financial Year From	N.A.
	Dividend for Financial Year To	N.A.
	Meetings (AGM) Date	N.A.
	Issue of Securities – Bonus	07.01.2016
	Issue of Securities – Rights	NA
	Issue of Securities – Rights	NA
	Issue of Securities – Rights	NA
	Interest (%)	NA
	Interest From Date	NA
	Interest To Date	NA
	Merger/Hive Off	NA
	Split/Sub Division	NA

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KOTHARI
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COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF KOTHARI PRODUCTS LTD. THROUGH POSTAL BALLOT ON SATURDAY, THE 26TH DECEMBER, 2015 AT ITS REGISTERED OFFICE "PAN PARAG HOUSE", 24/19, THE MALL KANPUR, AT 6:00 P.M.

"RESOLVED THAT pursuant to the recommendation of the Board of Directors and Article 58 of the Articles of Association of the Company, Section 63 of the Companies Act, 2013, SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009 and such other applicable provisions, if any, a sum of Rs.9,94,79,550 (Rupees Nine Crores Ninety Four lacs Seventy Nine Thousand Five Hundred and Fifty) standing to the credit of the Company's General Reserves be capitalized and such amount be applied in paying up in full 99,47,955 (Ninety Nine Lacs Forty Seven Thousand Nine Hundred and Fifty Five) Bonus Equity Shares of Rs. 10/- each in the capital of the Company, to be allotted and distributed as fully paid-up Equity Shares to the members of the Company registered on such date as may hereafter be determined by the Board of Directors in the ratio of 1 (one) Equity Share for every 2 (Two) existing Equity Shares held in the Company.

FURTHER RESOLVED THAT the Equity Shares to be issued in pursuance of the aforesaid shall, in all respect, rank pari passu to the existing Equity Shares of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do, sign and execute all such acts, deeds and documents as may be necessary to give effect to the aforesaid."

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LIMITED

(DEEPAK KOTHARI)
C.M.D.

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KOTHARI
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EXPLANTORY STATEMENT ATTACHED TO THE POSTAL BALLOT NOTICE DATED 10TH NOVEMBER, 2015 SENT TO THE SHAREHOLDERS OF THE COMPANY U/S 102(1) and 110 OF THE COMPANIES ACT, 2013

With a view to capitalize the reserves of the Company, your Board of Directors has at, its meeting held on 10th November, 2015, proposed to issue Bonus Shares to all its shareholders in the ratio of One Equity Share for every Two existing Equity Shares held on such date as may hereafter be determined by the Board of Directors. As per Article 58 of the Articles of Association of the Company, for issue of Bonus Shares, approval of the members is required. Hence the proposed resolution at item No.1 of the notice.

The Board of Directors recommends you to pass the aforesaid resolution.

Sri Deepak Kothari, Chairman & Managing Director and Sri Mitesh Kothari, Executive Director and their relatives may be deemed to be interested or concerned in the aforesaid Resolution as they along with their relatives and associate Company hold 14920404 Equity Shares of the Company (constituting 74.99% of the paid-up share capital of the Company). Further, Dr. Avinash Gupta, a Director of the Company may also be deemed to be interested to the extent of his shareholding of 1500 Equity Shares held in the Company (constituting 0.01% of the paid-up share capital of the Company).

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid Resolution.

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LIMITED

(DEEPAK KOTHARI)
C.M.D.

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COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF KOTHARI PRODUCTS LTD. THROUGH POSTAL BALLOT ON SATURDAY, THE 26TH DECEMBER, 2015 AT ITS REGISTERED OFFICE "PAN PARAG HOUSE", 24/19, THE MALL KANPUR, AT 6:00 P.M.

"RESOLVED THAT pursuant to Section 61, 13 & 14 of the Companies Act, 2013 and all other applicable provisions, if any, of The Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the Company be and is hereby granted for increase in the Authorised Share Capital of the Company from Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crores Ten Lacs) Equity shares of Rs.10/- (Rupees Ten) each to Rs. 31,00,00,000/- (Rupees Thirty One Crores) divided into 3,10,00,000 (Three Crores Ten Lacs)Equity Shares of Rs.10/- (Rupees Ten) each.

FURHER RESOLVED THAT the existing clause V. of the Memorandum of Association of the Company be replaced with the following new Clause :-

"V. The Authorised Share Capital of the Company is Rs. 31,00,00,000/- (Rupees Thirty One Crores) divided into 3,10,00,000 (Three Crores Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten) each."

FURTHER RESOLVED THAT consequent to the aforesaid increase of the Authorised Share Capital of the Company, Article 3 of the Articles of Association of the Company be altered by substituting in its place the following new Article :-

"3. The Authorised Share Capital of the Company is Rs.31,00,00,000/- (Rupees Thirty One Crores) divided into 3,10,00,000 (Three Crores Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten) each."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do, sign and execute all such acts, deeds and documents as may be necessary to give effect to the aforesaid."

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LIMITED

(DEEPAK KOTHARI)
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EXPLANTORY STATEMENT ATTACHED TO THE POSTAL BALLOT NOTICE DATED 10TH NOVEMBER, 2015 SENT TO THE SHAREHOLDERS OF THE COMPANY U/S 102(1) and 110 OF THE COMPANIES ACT, 2013

The present Authorised Share Capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crores Ten Lacs) Equity shares of Rs.10/- (Rupees Ten) each.

As the Company has proposed to capitalize its profits and issue Bonus Equity Shares and since post issue of the aforesaid Bonus Shares the paid-up share capital of the Company would increase to Rs 29, 84, 38,650/- (Rupees Twenty Nine Crores Eighty Four Lacs Thirty Eight Thousand Six Hundred and Fifty) which is beyond the existing authorized capital of Rs.21 Crores. Hence it is proposed to increase the authorized share capital of the Company to Rs. 31Crores to give effect to the aforesaid issue of Bonus shares.

In terms of the provisions of Sections 13, 14 & 61 of the Companies Act, 2013, any increase in the Authorized Share Capital and consequential amendments in the Capital Clauses of the Memorandum & Articles of Association of the Company require approval of the members and accordingly the approval of the Members for alteration of the Authorised Share Capital of the Company at item No.2 of the Notice is being sought for to give effect to the above.

The Board of Directors of the Company recommends you to pass the aforesaid Resolution.

Sri Deepak Kothari, Chairman & Managing Director and Sri Mitesh Kothari, Executive Director and their relatives may be deemed to be interested or concerned in the aforesaid Resolution as they along with their relatives and associate Company hold 14920404 Equity Shares of the Company (constituting 74.99% of the paid-up share capital of the Company). Further, Dr. Avinash Gupta, a Director of the Company may also be deemed to be interested to the extent of his shareholding of 1500 Equity Shares held in the Company (constituting 0.01% of the paid-up share capital of the Company).

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid Resolution.

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