KPL/2016-17/BSE
25/08/2016

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 Second 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 Second Annual General Meeting of the members of the Company on Friday, 23rd September, 2016 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 2015-16.

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

NOTICE :

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Kothari Products Limited will be held on Friday, the 23rd September, 2016 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 consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors' and Auditors' thereon.
2. To confirm the Interim Dividend of Rs.3/- per Equity Share of Rs 10/-each (30%) declared & paid during the aforesaid financial year as the Dividend for the said financial year.
3. To appoint a Director in place of Smt. Poonam Acharya (DIN: 07238992), who retires by rotation and being eligible, offers herself for re-appointment.
4. To re-appoint M/s. Mehrotra & Mehrotra, Chartered Accountants, retiring Auditors, as Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS :

5. **To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-**

"RESOLVED THAT pursuant to the provision of sections 196, 197 & 203 read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the said Act, including any statutory modification(s) or re-enactment(s) thereof for the time being inforce; Sri Deepak Kothari, be and is hereby re-appointed as Chairman & Managing Director (KMP) of the Company for a period of five years w.e.f. 12th October, 2016, who shall not be liable to retire by rotation, on following terms & conditions :-

A. SALARY :

Rs. 2,00,000/- P.M.

B. PERQUISITES:

Sri Deepak Kothari will be entitled to perquisites like furnished accommodation or House Rent Allowance in lieu thereof together with reimbursement of expenses for utilization of gas, electricity, water, provision of car(s) with driver(s), reimbursement of ordinary medical expenses and leave travel concession for self and his family, club fees, premium towards personal accident insurance and Mediclaim Policy and all other payments in the nature of Perquisites/allowances as may be agreed by the Board of Directors from time to time subject to the aggregate monetary value of the perquisites in a year not exceeding the Annual Salary.

C. COMMISSION:

In addition to the above salary and perquisites, commission @ 4% of Net profits of the Company in a particular financial year, will be payable annually.

(a) OTHER CONDITIONS

For all other terms and conditions not specifically spelt out above, the Rules and Orders of the Company shall apply.

"RESOLVED FURTHER THAT where during the currency of tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate in any financial year, the Chairman & Managing Director shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified above subject to Schedule V, as minimum remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorized to do and sign all such acts, deeds and documents as may be considered necessary, usual or expedient to give effect to above resolution."

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

6. **To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-**

"RESOLVED THAT pursuant to the provision of sections 196 & 197 read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the said Act, including any statutory modification(s) or re-enactment thereof for the time being in force, Sri Mitesh Kothari be and is hereby re-appointed as Executive Director of the Company, for a period of five years w.e.f. 1st October, 2016, who shall be liable to retire by rotation, on terms & conditions as mentioned below :-

A. SALARY:

Rs.1, 50,000/- P.M.

B. PERQUISITES:

Sri Mitesh Kothari will be entitled to perquisites like furnished accommodation or House Rent Allowance in lieu thereof together with reimbursement of expenses for utilization of gas, electricity, water, provision of car(s) with driver(s), reimbursement of ordinary medical expenses and leave travel concession for self and his family, club fees, premium towards personal accident insurance and Mediclaim Policy and all other payments in the nature of perquisites/allowances as may be agreed by the Board of Directors from time to time subject to the aggregate monetary value of the perquisites in a year not exceeding the Annual Salary.

C. COMMISSION:

In addition to the above salary and perquisites, commission @ 4% of Net profits of the Company in a particular financial year, will be payable annually.

(a) OTHER CONDITIONS

For all other terms and conditions not specifically spelt out above, the Rules and Orders of the Company shall apply.

RESOLVED FURTHER THAT where during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate in any financial year, the Executive Director shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified above subject to schedule V, as minimum remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorized to do and sign all such acts, deeds and documents as may be considered necessary, usual or expedient to give effect to above resolution."

7. **To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-**

"RESOLVED THAT in supersession of the Special Resolution passed through Postal Ballot on 26th December, 2015 the consent of the Company be and is hereby accorded under section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (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.3000 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 borrowings 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."

8. **To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-**

"RESOLVED THAT pursuant to Regulation 31A(7) and other relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Regulations 2015"] and applicable provisions, if any, of The Companies Act, 2013, the approval of the Company be and is hereby accorded for reclassification of Smt. Sadhna Kothari from the "Promoters & Promoters Group" to the "Public" Category in the shareholding patterns and other filings to be made by the Company with the Stock Exchange(s), SEBI and/or other statutory authorities under any statutory provision or otherwise .

RESOLVED FURTHER THAT pursuant to the aforesaid approval Smt. Sadhna Kothari will cease to be the Promoter of the Company."

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

DATE : 20th May, 2016

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 INSTEAD OF HIMSELF/HERSELF AND 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 should 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 explanatory statement pursuant to section 102 of the Companies Act, 2013, which sets out material facts relating to the special businesses to be transacted at the meeting, is annexed hereto.
4. The Register of Members of the Company shall remain closed from Friday, 16th September, 2016 to Friday, 23rd September, 2016 (both days inclusive).
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., CORPORATE OFFICE, "ALANKIT HEIGHTS", 1E/13 JHANDEWALAN EXTENSION, NEW DELHI – 110 055,PHONE NOS. (011) 23541234 & 42541234 & 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 2008-09 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. Pursuant to the Provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, 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. Members are hereby also informed that Dividends which remain unclaimed/unencashed for a period of 7 years, from the date of transfer to the unpaid Dividend Accounts, have to be transferred by the Company u/s 205A to the Investors Education & Protection Fund (IEPF) constituted by the Central Government u/s 205C of the Companies Act, 1956.

   The unpaid Dividend amount relating to the Financial Years 1995-96, 1996-97, 1997-98, 1998-2000 (Interim), 1998-2000 (Final), 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-07 & 2007-08 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 2008-09 WILL BE TRANSFERRED TO THE INVESTOR EDUCATION & PROTECTION FUND, AS PER THE PROVISIONS OF SEC.205A (5) OF THE COMPANIES ACT, 1956 IN OCTOBER, 2016. 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.

12. 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 alongwith Regulation 44 of the SEBI (LODR) Regulations 2015, the members have been provided with the facility to cast their votes electronically through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The e-voting period commences on Tuesday, 20th September, 2016 (9:00 A.M. IST) to Thursday, 22nd September, 2016 (5:00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on Friday 16th September, 2016 (being the cut-off date fixed by the Company for e-voting), may cast their votes electronically. The 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 e-voting or through the Physical Ballot form. If a member has opted for 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 e-voting then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid. The instructions for E-voting and other details thereof are mentioned in the physical ballot form and 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.

13. 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.

14. 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 info@kothariproducts.in. 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.

15. The Company has appointed Sri AdeshTandon, 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 Second Annual General Meeting of the Company on Friday, 23rd September, 2016 and communicated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Limited, where the shares of the Company are listed.

16. 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.

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

18. The Securities & Exchange Board of India has notified that the shareholders/transferee 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 transfer, transmission or any other Corporate Action. Accordingly, all the Physical shareholders/transferee 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 transfer, transmission or any other Corporate Action.
19. All documents referred to in the accompanying notice and the explanatory statements 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.
20. Annual Report and AGM Notice is available at the website of the Company at www.kothariproducts.in in the Investor Relation Section.

EXPLANATORY STATEMENT PURSUANT TO SEC 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

ITEM NO.5

The re-appointment of Sri Deepak Kothari as Chairman & Managing Director of the Company was previously approved by the members in its 29th Annual General Meeting held on 13th September, 2013 for a period of 3 years w.e.f. 12th October, 2013. His tenure will therefore come to an end on 11th October, 2016. In view of his vast expertise and rich experience in the field of International Trade, Real Estate business etc., your Board of Directors in its meeting held on 20th May, 2016 has by unanimous consent reappointed him as Chairman & Managing Director pursuant to Section 203 of the Companies Act,2013, as he is already the Chairman & Managing Director in Pan Parag India Ltd., one of its group Company, for a further period of 5 years w.e.f. 12th October, 2016 on the terms & conditions as mentioned in the Special Resolution at item No.5 of the Notice. The aforesaid appointment & remuneration have been approved by the Remuneration Committee.

As the above stated reappointment requires approval of the members by way of Special Resolution, hence the Special Resolution at item No.5 of the Notice.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives except Sri Deepak Kothari himself and Sri Mitesh Kothari, being his son and Executive Director of the Company, are concerned or interested, financial or otherwise, in the aforesaid resolution.

ITEM NO.6

The re-appointment of Sri Mitesh Kothari as Executive Director of the Company was previously approved by the members in its 29th Annual General Meeting held on 13th September, 2013 for a period of 3 years w.e.f. 1st October, 2013. His tenure will therefore come to an end on 30th September, 2016.

Sri Mitesh Kothari, having done MBA from Buckingham University, has been associated with the Company since 1998 and accordingly he has been devoting his full time and attention to the business of the Company and has got good exposure of almost all the business activities of the Company. Your Board of Directors has therefore reappointed him as Executive Director for a further period of 5 years w.e.f. 1st October, 2016 on the terms and conditions as mentioned in the Special Resolution at item No.6 of the Notice. The aforesaid appointment and remuneration have been approved by the Remuneration Committee.

As the above stated reappointment requires approval of the members by way of Special Resolution, hence the Special Resolution at item No.6 of the Notice.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives except Sri Mitesh Kothari himself and Sri Deepak Kothari, being his father and Chairman & Managing Director of the Company, are concerned or interested, financial or otherwise, in the aforesaid resolution.

ITEM NO. 7

The members had authorized the Board of Directors through Postal Ballot on 26th December, 2015 to create charges/mortgages in respect of the borrowings made by the Company subject to a maximum Rs.2500 Crores by way of Special Resolution pursuant to the provision of Section 180(1)(a) of the Companies Act, 2013.

In view of the expansion plans of the Company as mentioned above there is need to avail additional financial assistance over and above the present financial assistances from Banks, Financial Institutions, Bodies Corporates, Other Entities, Person or Persons, due to which it may be required to further mortgage/charge its properties and / or extend the properties already charged to secure other financial assistances including securing the present facilities sanctioned and being availed. The Board therefore proposes to increase the aforesaid limit of Rs.2500 Crores to Rs.3000 Crores. Since the increase in the limits for creation of charge/mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass Special Resolution under Section 180(1)(a) of the Companies Act, 2013. Hence, the Special Resolution as set out at item No.7 of the notice.

The Board of Directors accordingly recommends the Special resolution set out at item No.7 of the accompanying notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

ITEM NO. 8

Smt. Sadhna Kothari, one of the original Promoters of the Company, had long back divested her stake in the Company to its existing promoters except very minor and insignificant shareholding (presently of 4500 Shares of Rs. 10/- each) constituting 0.01% of the total capital of the Company. She is neither having any role/designation in the Company nor has any control in it. However since she was one of the original Promoters hence she is being shown in the list of Promoters & Promoters Group in all the statutory filings done with the Stock exchanges/SEBI due to statutory requirements. Your Board of Directors is of the opinion that continuing her name in the promoters list as aforesaid gives misleading information to the public and statutory authorities hence it has decided to reclassify her from Promoters Group to Public category to give to public and government true and correct picture.

For aforesaid reclassification the approval of the Stock Exchanges/SEBI is required and they require approval of the members by way of Special resolution for this purpose. Hence the Special Resolution at Item No. 8 of this Notice.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

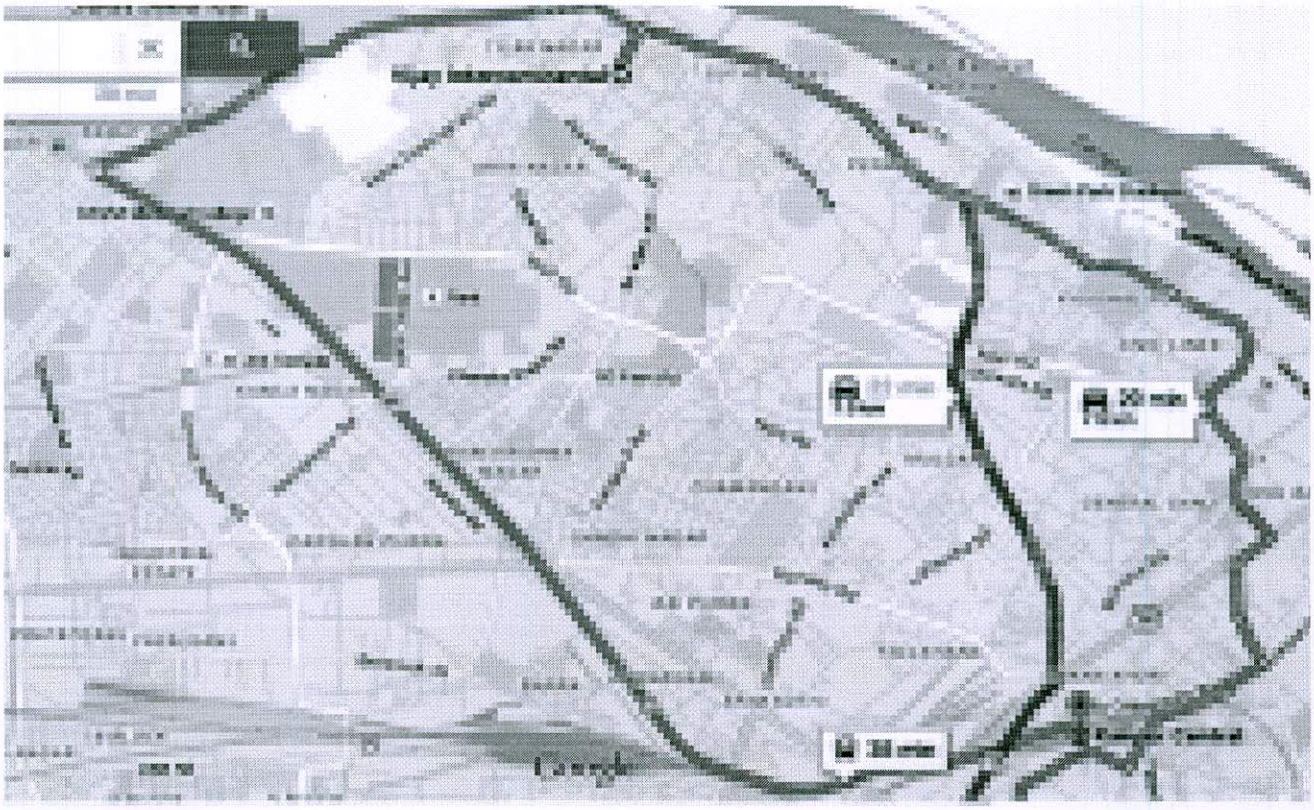
Regd. Off :
'PAN PARAG HOUSE'
24/19, THE MALL
KANPUR – 208 001

DATE : 20th May, 2016

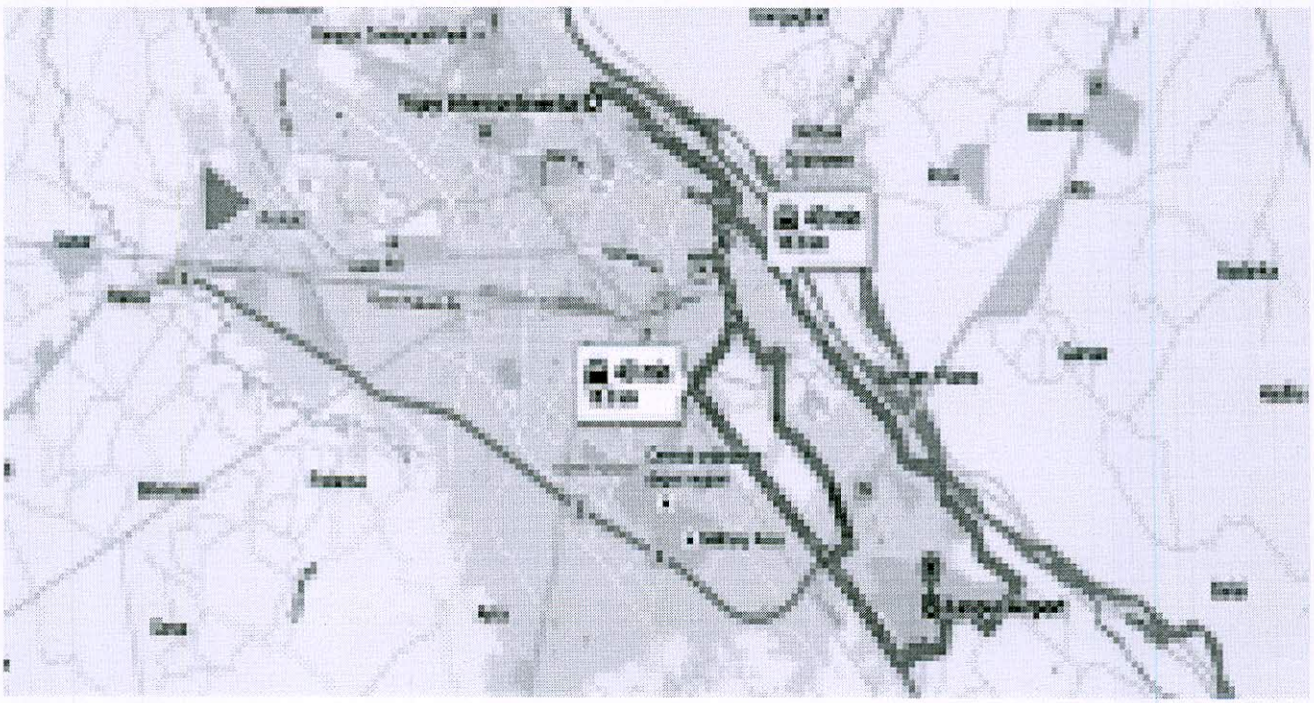
By Order of the Board
for **KOTHARI PRODUCTS LTD.**

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

Route Map No. 1 To the Venue of 32nd Annual General Meeting



Route Map No. 2 to the Venue of 32nd Annual General Meeting



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 Second Annual General Meeting of the Company being held on **Friday, the 23rd day of September, 2016 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 ..... shares of the above named Company, hereby appoint :

1.	Name :	
	Address :	
	E-mail Id :	

or failing him

2.	Name :	
	Address :	
	E-mail Id :	

or failing him

3.	Name :	
	Address :	
	E-mail Id :	

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 32nd Annual General Meeting of the Company, to be held on **Friday, 23rd day of September, 2016 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 consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors' and Auditors' thereon.		
2.	To confirm the Interim Dividend of Rs.3/- per Equity Share of Rs 10/-each (30%) declared & paid during the aforesaid financial year as the Dividend for the said financial year.		
3.	To appoint a Director in place of Smt Poonam Acharya (DIN :07238992), who retires by rotation and being eligible, offers herself for re-appointment.		
4.	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.		
Special Business			
5.	To re-appoint Sri Deepak Kothari as the Chairman & Managing Director (KMP) of the Company.		
6.	To re-appoint Sri Mitesh Kothari as an Executive Director of the Company.		
7.	To increase the limits of creation of Mortgages & Charges		
8.	To reclassify the Promoters & Promoters Group		

Signed this .....day of ..... 2016 _____ 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, explanatory statement and notes please refer to the Notice of the 32nd Annual General Meeting.

CERTIFIED TRUE COPY

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER