

KOTHARI INDUSTRIAL CORPORATION LIMITED

CIN No.L24110TN1970PLC005865

"Kothari Buildings" No.114/117, Mahatma Gandhi Salai

Nuᅡgambakkam, Chennai - 600 034

Ph : +91 44 2833 4565 | Fax : +91 44 2833 4581

E-mail :enquiries@kotharis.in | www.kotharis.in



26th September 2018

Central Depository Servicers (India) Limited
Registered Office: 17th Floor
Phirozejeejeebhoy Towers, Dalal Street
Mumbai - 400 001.

Dear Sirs,

Sub: Submission of Consolidated Voting Results pf 48th Annual General Meeting held on 26th September 2018

We send you herein the details of voting results (e-voting and voting by ballot) at 48th Annual General Meeting of the company held on 26th September 2018 together with the report of the scrutinizer dated 26th September 2018.

A.Details of Attendance at 48th Annual General Meeting:

Particulars	Details
Date of 48 th AGM	26.09.2018
Total number of Equity Shareholders as on the Record Date	50959
No. of shareholders present in the meeting either in person or through proxy	74
(a)Promoter group	12
(b)Public	62
No. of shareholders attended the meeting through video conference:	0
(a)Promoter group	0
(b)Public	0
Details of Agenda:	As detailed in "B" below
Resolutions Proposed:	
Mode of voting:	
Voting results:	

B.Details of voting for all items proposed at the 48th AGM:

The mode of voting for all the Resolutions were by E-voting and physical vote by Ballot at the AGM(poll).

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Item No: 1:

Resolution required : Ordinary Resolution

Whether promoter/promoter group are
Interested in the agenda/resolution? : No.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of Board of Directors and Auditors thereon

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter & Promoter group	E-voting	9302525	2045095	21.98	2045095	0	100	0
	Poll	9302525	7099483	76.32	7099483	0	100	0
	Postal ballot	0					0	0
	Total	9302525	9144578	98.30	9144578	0	100	0
Public	E-voting	2788061	0	0	0	0	0	0
Institution(s)	Poll	2788061	0	0	0	0	0	0
	Postal ballot	0					0	0
	Total	2788061	0	0	0	0	0	0
Public Non-Institutions	E-voting	7020299	200300	2.85	200300	0	100	0
	Poll	7020299	1130521	16.10	1130521	0	100	0
	Postal ballot	0	0	0	0	0	0	0
	Total	7020299	1330821	18.95	1330821	0	0	0
Total		19110885	10475399	54.81	10475399	0	100	0



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Item No: 2:

Resolution required : Ordinary Resolution

Whether promoter/promoter group are
Interested in the agenda/resolution? : Yes

To appoint a Director in place of Mr.Pradip D Kothari (DIN 01315682), who retires by rotation and being eligible offers himself for re-appointment

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter	E-voting	9302525	678807	7.30	678807	0	100	0
& Promoter	Poll	9302525	5199483	55.89	5199483	0	100	0
group	Postal ballot	0	0	0			0	0
	Total	9302525	5878290	63.19	5878290	0	100	0
Public	E-voting	2788061	0	0	0	0	0	0
Institution(s)	Poll	2788061	0	0	0	0	0	0
	Postal ballot	0					0	0
	Total	2788061	0	0	0	0	0	0
Public Non-	E-voting	7020299	200300	2.85	200300	0	100	0
Institutions	Poll	7020299	1130521	16.10	1130521	0	100	0
	Postal ballot	0	0	0	0	0	0	0
	Total	7020299	1330821	18.95	1330821	0	0	0
Total		19110885	7209111	37.72	7209111	0	100	0

Note: Mr.Pradip D Kothari being interested as promoter did not cast his votes on this resolution.

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text 'KOTHARI INDUSTRIAL CORPORATION LIMITED' around the perimeter and some illegible text in the center.

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Item No: 3:

Resolution required : Ordinary Resolution

Whether promoter/promoter group are
Interested in the agenda/resolution? : No

To re-appoint Auditors of the company for a period of five years and to fix their remuneration

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter	E-voting	9302525	2045095	21.98	2045095	0	100	0
& Promoter	Poll	9302525	7099483	76.32	7099483	0	100	0
group	Postal ballot	0					0	0
	Total	9302525	9144578	98.30	9144578	0	100	0
Public	E-voting	2788061	0	0	0	0	0	0
Institution(s)	Poll	2788061	0	0	0	0	0	0
	Postal ballot	0					0	0
	Total	2788061	0	0	0	0	0	0
Public Non-	E-voting	7020299	200300	2.85	200300	0	100	0
Institutions	Poll	7020299	1130521	16.10	1130521	0	100	0
	Postal ballot	0	0	0	0	0	0	0
	Total	7020299	1330821	18.95	1330821	0	0	0
Total		19110885	10475399	54.81	10475399	0	100	0



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Item No: 4:



Resolution required : Ordinary Resolution

Whether promoter/promoter group are
Interested in the agenda/resolution? : No

Appointment of Mrs.Thoopjlamudu Arulpathy Rajalaxmi (DIN 08148628) as an Independent Director of the company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter	E-voting	9302525	2045095	21.98	2045095	0	100	0
& Promoter	Poll	9302525	7099483	76.32	7099483	0	100	0
group	Postal ballot	0					0	0
	Total	9302525	9144578	98.30	9144578	0	100	0
Public	E-voting	2788061	0	0	0	0	0	0
Institution(s)	Poll	2788061	0	0	0	0	0	0
	Postal ballot	0					0	0
	Total	2788061	0	0	0	0	0	0
Public Non-	E-voting	7020299	200300	2.85	200300	0	100	0
Institutions	Poll	7020299	1130521	16.10	1130521	0	100	0
	Postal ballot	0	0	0	0	0	0	0
	Total	7020299	1330821	18.95	1330821	0	0	0
Total		19110885	10475399	54.81	10475399	0	100	0



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Item No: 5:

Resolution required : Ordinary Resolution

Whether promoter/promoter group are
Interested in the agenda/resolution? : No

Approval of Material Related Party Transactions

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter	E-voting	9302525	2045095	21.98	2045095	0	100	0
& Promoter group	Poll	9302525	7099483	76.32	7099483	0	100	0
	Postal ballot	0					0	0
	Total	9302525	9144578	98.30	9144578	0	100	0
Public	E-voting	2788061	0	0	0	0	0	0
Institution(s)	Poll	2788061	0	0	0	0	0	0
	Postal ballot	0					0	0
	Total	2788061	0	0	0	0	0	0
Public Non-Institutions	E-voting	7020299	200300	2.85	200300	0	100	0
	Poll	7020299	1130521	16.10	1130521	0	100	0
	Postal ballot	0	0	0	0		0	0
	Total	7020299	1330821	18.95	1330821			
Total		19110885	10475399	54.81	10475399	0	100	0

Yours faithfully

For Kothari Industrial Corporation Limited

Pradip D Kothari
Chairman



**R.SRINIVASAN, B.Sc., B.L., A.C.S.,
PRACTISING COMPANY SECRETARY**

**A-2, Sri Vijayam - Ceebros Apts.,
9, Vijayaraghava Road, T.Nagar
Chennai - 600 017.**

Email id: momu18@gmail.com

Mobile no.9840158156

Tel.no.044-28154421

SCRUTINIZER'S REPORT

{Pursuant to Section108 of the Companies Act, 2013 and Rules of the Companies (Management and administration) Rules.2014}

To

The Chairman

Kothari Industrial Corporation Limited

**114, Mahatma Gandhi Salai, Nungambakkam High Road,
Chennai-600034**

Dear Sir,

Sub: Report of the Scrutinizer on the remote E-voting and Physical Voting by Ballot at the 48th Annual General Meeting of Kothari Industrial Corporation Limited held vide Notice dated 26th July 2018 under Sec.108 of the Companies Act, 2013 read with Regulation 44 of SEBI (LODR) Regulations, 2015

I, R.Srinivasan, Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of Kothari Industrial Corporation Limited (the Company) for the purpose of scrutinizing the remote evoting and voting through Ballot process at the AGM in terms of Sections 108 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (the Rules), as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended on the Resolutions set out in the Notice of the 48th AGM of the Members of the Company, held on Wednesday the 26th September, 2018 at 11 .00 A.M at Kathivakkam Village, Ennore, Chennai-600057.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and physical voting at the AGM on the resolutions contained in the Notice to the 48th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and for physical voting through ballot process at the AGM is restricted to making of a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited.

R.S.



Now, pursuant to the completion of the 48th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday the 26th September, 2018 at 11.00 A.M at Kathivakkam Village, Ennore, Chennai-600057, I submit my report as under;

- a. The Company has informed me that, pursuant to Section 101, 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended thereof, the notices convening the meeting including Statement under Section 102 of the Companies Act, 2013, have been dispatched to all the members of the Company through permitted mode and subsequently the said Notice was also placed on the website of the Company.
- b. The Shareholders of the Company holding shares as on the "cut-off" date i.e., 19th September 2018, were entitled to vote on the Resolutions as set out at Items No. 1 to 5 in the Notice of the 48th AGM of the Company.
- c. The e-voting period commenced on Sunday, the 23rd September 2018 at 9.00 a.m. and ended on Tuesday, the 25th September 2018 at 5.00 p.m.
- d. The details relating to Members who have cast their votes through remote e-voting, such as their names, Folio Nos IDP ID & Client ID, Number of Shares held (but not the manner in which they have cast their votes) have been downloaded from the portal of CDSL as a Scrutinizer to ensure that Members who have cast their votes through remote e-Voting do not vote again at the AGM.
- e. At the Venue of the AGM the Polling Ballot Papers were distributed to the Members and proxies present at the meeting, who have not cast their votes through remote e-voting, to exercise their right to vote on the resolutions set out in the Notice of the 48th AGM.
- f. One empty Polling Box was locked and sealed in the presence of the Members and Proxies at the meeting Venue. Members and Proxies have cast their vote through Polling/Ballot Papers by depositing the duly filled-in and signed Polling/Ballot Papers in the Polling Box.
- g. After conclusion of the Polling at the AGM of the Company held on 26th September 2018, I opened the locked Polling Box in the presence of two witnesses, who are not in the employment of the Company. The Polling Papers were scrutinized.
- h. The results of the voting through electronic means and on poll in respect of the said Resolutions are as under:

Resolution No: 1:

Nature of resolution: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of Board of Directors and Auditors thereon

28



(I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	9	2245395	100
POLL	60	8230004	100
TOTAL	69	10475399	100

(II) VOTED AGAINST RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

(III) INVALID VOTES:

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

Based upon the aforesaid results, Resolution set out in the Item No. 1 of the Notice dated 26th July, 2018 calling the 48th Annual General Meeting of the Company has been passed as an Ordinary Resolution.

Resolution No: 2:

Nature of resolution: Ordinary Resolution

To appoint a Director in place of Mr. Pradip D Kothari (DIN 01315682), who retires by rotation and being eligible offers himself for re-appointment

(I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	7	879107	100
POLL	60	6330004	100
TOTAL	67	7209111	100

(II) VOTED AGAINST RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

RS



(III) INVALID VOTES:

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

Based upon the aforesaid results, Resolution set out in the Item No. 2 of the Notice dated 26th July, 2018 calling the 48th Annual General Meeting of the Company has been passed as an Ordinary Resolution.

Resolution No: 3:

Nature of resolution: Ordinary Resolution

To re-appoint Auditors of the company for a period of five years and to fix their remuneration

(I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	9	2245395	100
POLL	60	8230004	100
TOTAL	69	10475399	100

(II) VOTED AGAINST RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

(III) INVALID VOTES:

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

Based upon the aforesaid results, Resolution set out in the Item No. 3 of the Notice dated 26th July, 2018 calling the 48th Annual General Meeting of the Company has been passed as an Ordinary Resolution.

21



Resolution No: 4:

Nature of resolution: Ordinary Resolution

Appointment of Mrs.Thoopjlamudu Arulpathy Rajalaxmi (DIN 08148628) as an Independent Director of the company

(I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	9	2245395	100
POLL	60	8230004	100
TOTAL	69	10475399	100

(II) VOTED AGAINST RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

(III) INVALID VOTES:

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

Based upon the aforesaid results, Resolution set out in the Item No. 4 of the Notice dated 26th July, 2018 calling the 48th Annual General Meeting of the Company has been passed as an Ordinary Resolution.

Resolution No: 5:

Nature of resolution: Ordinary Resolution

Approval of Material Related Party Transactions

(I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	9	2245395	100
POLL	60	8230004	100
TOTAL	69	10475399	100

RS



(II) VOTED AGAINST RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

(III) INVALID VOTES:

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	0	0	0
POLL	0	0	0
TOTAL	0	0	0

Based upon the aforesaid results, Resolution set out in the Item No. 5 of the Notice dated 26th July, 2018 calling the 48th Annual General Meeting of the Company has been passed as an Ordinary Resolution.

The register and all other papers and relevant records relating remote e-voting shall remain in my safe custody until the chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting.

Place : Chennai
Date: 26.09.2018

R. Srinivasan
R. Srinivasan

Practicing Company Secretary
ACS No. 2654
CP No. 7779



For Kothari Industrial Corporation Limited

Pradip D Kothari
Pradip D Kothari
Chairman