

12.12.2024

To,  
**BSE Limited**  
P.J. Towers, Dalal Street, Fort  
Mumbai-400001  
**Scrip Code: 509732 (BSE)**

**Sub: Notice of Postal Ballot**

Dear Sir/Madam,

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith Notice of Postal Ballot dated December 11, 2024, seeking approval of Members for **Increase the Authorized Share Capital of The Company And Consequent Alteration Of Clause V Of Memorandum Of Association and to approve the issuance of 3,52,00,000 equity shares to Promoter and Non-promoters on a preferential basis.**

Date of events relevant to Postal Ballot are as below:

S.No	Event	Date
1	Voting rights reckoning date/ Cut-off date	06.12.2024
2	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on 06.12.2024	12.12.2024
3	Voting period start date	9:00 a.m. (IST) on Friday, December 13, 2024
4	Voting period end date	5:00 p.m. (IST) on Saturday, January 11, 2025
5	Date of announcement of results of postal ballot	on or before 14th January, 2025

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at [www.kotharis.in](http://www.kotharis.in) and on the website CDSL at [www.evotingindia.com](http://www.evotingindia.com).

The above is for your information and record.

Yours Faithfully  
**For KOTHARI INDUSTRIAL CORPORATION LIMITED**

**Anil Kumar Padhiali**  
**Company Secretary and Compliance Officer**



**KOTHARI INDUSTRIAL CORPORATION LIMITED**

**CIN No. L74110TN1970PLC005865**

**Regd. Office : “Kothari Buildings”, 114, Mahathma Gandhi Salai, Nungambakkam, Chennai  
600 034**

**Email: enquiries@kotharis.in | Website: www.kotharis.in | Tel.No.+91 044-28334565**

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**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India)**

**Dear Shareholders,**

NOTICE is hereby given to the shareholders (‘Members’) of Kothari Industrial Corporation Limited (the “company”), pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Companies Act’), read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the ‘MCA Circulars’), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (‘SEBI’) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), read with relevant SEBI circulars thereof, Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, and any other applicable laws, rules, guidelines, notifications, circulars and regulations, if any, the following special business is proposed to be passed by the Members of the company through Postal Ballot via remote Electronic Voting (‘e-Voting’) only.

The proposed Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Companies Act read with the rules and the MCA Circulars are appended below for seeking consent of the Members of the Bank through e-Voting.

In compliance with Regulation 44 of the SEBI Listing Regulations, and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the e-Voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Company has appointed Central Depository Services (India) Limited (“CDSL”) for facilitating e-Voting system to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-Voting system only. The instructions for e-Voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company has appointed N Ganesan, Practicing Chartered Accountant [Membership No. : 023700 as the Scrutinizer for conducting the Postal Ballot e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act and the rules made thereunder. You are requested to carefully read the instructions in this Postal Ballot Notice and record

your vote through the e-Voting process not later than 5:00 p.m. Indian Standard Time ('IST') of Saturday, January 11, 2025.

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairperson of the company, or a person authorized by the Chairperson. The results of Postal Ballot shall be declared on or before Tuesday, January 14, 2025, along with the Scrutinizer's report, be displayed at the Registered Office of the company, communicated to BSE Limited and will also be uploaded on the company's website at [www.kotharis.in](http://www.kotharis.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

The proposed Resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., Saturday, January 11, 2025.

## **SPECIAL BUSINESS:**

### **1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **"ORDINARY RESOLUTION"**:

**"RESOLVED THAT**, pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the rules framed thereunder (including any statutory modification(s) or enactment(s) thereof for the time being in force), and as recommended by the Board, the consent of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing **Rs.25,00,00,000 Consisting of 5,00,00,000 Shares at a face value of Rs.5 each** to **Rs.75,00,00,000 consisting of 15,00,00,000 shares at a face value of Rs.5 each** by the creation of an additional 10,00,00,000 Equity Shares of Rs 5/- each which shall rank *pari passu* in all respects with the existing Equity Shares of the company;

**RESOLVED FURTHER THAT** consequent to the above-said alteration in the authorized share capital of the company, Clause V of the Memorandum of Associations of the company be and is hereby altered by substituting the following new clause subsequent to which Clause V of the Memorandum of Associations of the company be altered and the same be read as under:

*V. "The Authorized Share Capital of the Company is Rs 75,00,00,000/- (Rupees Seventy-Crores only) divided into 15,00,00,000 Equity Shares of Rs 5/- (Rupees Five only) each, with powers to increase or reduce the same in accordance with the provisions of the Companies Act, 2013".*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors and Company Secretary of the Company be and are hereby severally or jointly authorized to do all such acts, deeds, things and matters as may be required or considered necessary or incidental thereto including filing e-forms, to be signed digitally or manually, file online or offline and such necessary documents, forms and papers and accept and give effect to any modifications or alterations in respect of the increase in the authorized share capital of the company and to do all other acts, deeds and things in connection with giving effect to the aforesaid resolutions."

**2. To approve the issuance of 3,52,00,000 equity shares to Promoter and Non-promoters on a preferential basis**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a “**Special Resolution**”:

“**RESOLVED THAT** pursuant to the provisions of Section 23 and Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), and other competent authorities including relevant Stock Exchanges and Reserve Bank of India (RBI) and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, by creation, offer, allot and issue, in one or more tranches, upto a maximum of **3,52,00,000 Equity Shares** of face value of Rs. 5/- each at an issue price of Rs. **25/-** per equity share (including a premium of Rs. **20/-** per equity share) aggregating upto Rs. **88,00,00,000/-** (Rupees Eighty-Eight crores only), for cash consideration to the following Promoter and Non-promoters (hereinafter referred to as the “Proposed Allottees”):-

Sr.	Name of Proposed Allottees	Category	Equity shares to be allotted	Consideration Amount (in ₹)
1	Rajkumar P Narang	Non-Promoter	710,000	17,750,000
2	Ajith Bohara	Non-Promoter	365,000	9,125,000
3	Vinoth Kumar P	Non-Promoter	300,000	7,500,000
4	Vani Vijay	Non-Promoter	250,000	6,250,000
5	Vishal Goyal	Non-Promoter	250,000	6,250,000
6	Sujatha Yarnagula	Non-Promoter	170,000	4,250,000
7	R Prakash Kochar	Non-Promoter	125,000	3,125,000
8	R Mala	Non-Promoter	110,000	2,750,000
9	Mary Rodrigues	Non-Promoter	75,000	1,875,000
10	B Buvaaneswari	Non-Promoter	55,000	1,375,000
11	Kala Bhandari	Non-Promoter	50,000	1,250,000
12	Jolly Banerji	Non-Promoter	30,000	750,000
13	Ramesh Lachmandas Asrani	Non-Promoter	30,000	750,000
14	Alagappan Muthuraman	Non-Promoter	25,000	625,000
15	Pillariseti Venkatesha Giridhar	Non-Promoter	15,000	375,000
16	Mahi Aditi Ramesh	Non-Promoter	250,000	6,250,000
17	Shamsuddeen	Non-Promoter	700,000	17,500,000
18	Parthasarathy Pillai Madhavan	Non-Promoter	1,320,000	33,000,000

Sr.	Name of Proposed Allottees	Category	Equity shares to be allotted	Consideration Amount (in ₹)
19	V Dinesh Kumar	Non-Promoter	1,000,000	25,000,000
20	Thanjavur sankaranarayanan Bhaaskar	Non-Promoter	500,000	12,500,000
21	A Rajabrabhu	Non-Promoter	2,700,000	67,500,000
22	Saravanan Sreenivasan	Non-Promoter	500,000	12,500,000
23	R Murthy	Non-Promoter	50,000	1,250,000
24	Dinesh Kumar	Non-Promoter	350,000	8,750,000
25	Mohamed Jaleel	Non-Promoter	250,000	6,250,000
26	Narayanan Balajee	Non-Promoter	55,000	1,375,000
27	Richa Khatri	Non-Promoter	50,000	1,250,000
28	V Seshadri	Non-Promoter	50,000	1,250,000
29	Krishnamachari Lakshmi	Non-Promoter	45,000	1,125,000
30	Bidlur Adinarayana Shivaprakash	Non-Promoter	1,000,000	25,000,000
31	Shahul hameed Amjath Ali	Non-Promoter	100,000	2,500,000
32	Amjath Ali Bhanu	Non-Promoter	100,000	2,500,000
33	Thaika Seyed Muhaideen Sadaq Jalal	Non-Promoter	400,000	10,000,000
34	Khoobsurat Limited	Non-Promoter	500,000	12,500,000
35	P Rajiv	Non-Promoter	825,000	20,625,000
36	T Srinivasulu Reddy	Non-Promoter	225,000	5,625,000
37	Ajay Reddy Chirla	Non-Promoter	75,000	1,875,000
38	Abhay Shankar M	Non-Promoter	750,000	18,750,000
39	Dhanush Chakrapani	Non-Promoter	100,000	2,500,000
40	Mary Celin Jose	Non-Promoter	225,000	5,625,000
41	S Abhinandhan	Non-Promoter	150,000	3,750,000
42	Ten Apparels & Industries Pvt Limited	Non-Promoter	100,000	2,500,000
43	Saranga Investments & Consultancy Pvt Limited	Non-Promoter	600,000	15,000,000
44	M K Vaithisubramanian	Non-Promoter	125,000	3,125,000
45	Amita Joy	Non-Promoter	50,000	1,250,000
46	Radha Venkatachalam	Non-Promoter	700,000	17,500,000
47	Renuka Kumar	Non-Promoter	250,000	6,250,000
48	Sunil V Bhaskaran	Non-Promoter	100,000	2,500,000
49	F J Global Trading And Investment	Non-Promoter	7,056,000	176,400,000
50	Rafiq Ahmed	Promoter	11,389,000	284,725,000
<b>TOTAL</b>			<b>35,200,000</b>	<b>880,000,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is December 12, 2024, being the date 30 days prior to the date of the General Meeting (“Relevant Date”).

**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on BSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**For & On Behalf of the Board of Directors  
Kothari Industrial Corporation Limited**

**Sd/-**

**Anil Kumar Padhiali  
Company Secretary and Compliance Officer**

**Date: 11.12.2024**

**Place: Chennai**

### **Important Notes:-**

- (1) Pursuant to Section 102 of the Companies Act, an Explanatory Statement setting out material facts and reasons for the proposed Special Businesses are appended to the Notice.
- (2) The Notice is being sent electronically to all members of the Company, whose name appears on the Register of members, /List of Beneficial Owners as received from the National Security Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all persons who are members of the Company as on Friday, 06<sup>th</sup> December 2024 (including those members who may not have received this Notice due to non-registration of their email addresses with the Company or the Depositories) shall be entitled to vote in relation to the Resolution specified in this Notice.
- (3) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agents/Depository Participant(s) for sending future Friday, 06<sup>th</sup> December 2024 communication(s) in electronic form.
- (4) Members whose names are recorded in the Register of Members of the Company as on Friday, 06<sup>th</sup> December 2024 will be entitled to cast their votes. A person who is not a member as on Friday, 06<sup>th</sup> December 2024 should treat this Notice for information purpose only.
- (5) In light of the COVID-19 pandemic and in accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the members may vote through remote e-voting only.
- (6) In accordance with the provisions of Regulation 44 of the Listing Regulations and Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars, the Company has extended remote e-voting facility for its members to enable them to cast their votes electronically on the Resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the remote e-voting facility. The Company has engaged the services of the Central Depository Services (India) Limited ("CDSL") as the agency to provide the remote e-voting facility.
- (7) Dispatch of the Notice shall be deemed to be completed on the day on which communication for the postal ballot process by e-mail is delivered to the members of the Company.
- (8) The Resolution, if approved by requisite majority, will be deemed to be passed on Saturday, January 11, 2025.

- (9) The Notice is being uploaded on the website of the Company i.e., at [www.kotharis.in](http://www.kotharis.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the BSE Limited ("BSE") where the Company's equity shares are listed and be made available on its website viz. [www.bseindia.com](http://www.bseindia.com)
- (10) The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Tuesday, 14<sup>th</sup> January 2025.. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot/E-Voting shall also be displayed on the Company's website at [www.kotharis.in](http://www.kotharis.in) and on the website of CDSL.

**1. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- (i) **For Physical shareholders** - please provide necessary details such as Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id viz: [companysecretary@kotharis.in](mailto:companysecretary@kotharis.in)/[yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in)

(ii) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

- (ii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

**2. The instructions of shareholders for remote e-voting are as under:**

- (i) The remote e-voting period begins **on Friday, 13<sup>th</sup> December 2024 at 09.00 a.m. and ends on Saturday, 11<sup>th</sup> January 2025 at 05.00 p.m.** During this period the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, 06<sup>th</sup> December 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders,



by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, login method for e-voting for individual shareholders holding securities in demat mode in CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach eVoting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e.CDSL. Click on CDSL to cast your vote.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) **Login method for e-voting for Physical shareholders and shareholders other than individual, holding in demat mode.**

- (1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (2) Click on “Shareholders” module.
- (3) Now enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (7 ) After entering these details appropriately, click on “SUBMIT” tab.
- (8 ) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (10) Click on the EVSN for the relevant <KOTHARI INDUSTRIAL CORPORATION LIMITED> on which you choose to vote.
- (11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (17) There is an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**3. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- (1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- (2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (4) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (5) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (6) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz;nganesanassociates@yahoo.co.in, with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:**

**ITEM NO. 1**

The Authorized Capital of your Company as on date is Rs. 25,00,00,000 Consisting of 5,00,00,000 Shares at a face value of Rs.5 each.

The Company aims to expand its operations and diversify its offerings for which it needs additional capital to finance its plans and strategies. Therefore, the Board proposed to increase the Authorized Share Capital of your Company from existing **Rs.25,00,00,000 Consisting of 5,00,00,000 Shares at a face value of Rs.5 each** to **Rs.75,00,00,000 consisting of 15,00,00,000 shares at a face value of Rs.5 each** by the creation of an additional 10,00,00,000 Equity Shares of Rs 5/- each and for that purpose, the Memorandum of Association of your Company is to be suitably amended by increasing the Authorized Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for an increase in the Authorized Share Capital and for amending the Capital clause of the Memorandum of Association of the Company.

A draft copy of the altered Memorandum of Association can be inspected by the members during business hours (from 10 a.m. to 5 p.m.) except Sundays and Public holidays, up to the date of this meeting at the registered office of the company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice. The Board recommends the members to pass this resolution as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel or Senior Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution, financially or otherwise, except to the extent of their shareholding in the Company, if any.

## **ITEM NO. 2**

The Board has resolved to raise fund upto Rs. 88 Crores by way of offer, allot, and issue upto **3,52,00,000 Equity Shares** of face value of Rs. 5/- each at an issue price of Rs. 25 per equity share (including a premium of Rs. 20 per equity share) aggregating to Rs. 88,00,00,000 on preferential basis, to Promoter and Non-promoters in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended (“**Preferential Allotment**”)

**The information pertaining to the proposed allotment of equity share is stated below:**

a. **Objects of the Issue:** The purpose of raising these funds is as follows:

<b>Sr</b>	<b>Particular</b>	<b>Amount (Rs. In crs)</b>
1.	Meeting working capital requirements including funding ongoing and future projects and to settle part of the liabilities.	Rs. 48
2.	Invest/acquire into various business opportunities for the growth of the company.	Rs. 23
3.	General corporate purposes	Rs. 17

**Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue up to **3,52,00,000 Equity shares** to be allotted on preferential basis.

b. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** Except Mr. J. Rafiq Ahmed(Promoter), none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the aforesaid Preferential Allotment.

c. **Pricing of the Issue:**

The Equity Shares of the Company are listed at the BSE Limited (“BSE”). The equity shares are infrequently traded on BSE. Please note, where the equity shares are infrequently traded, the price determined by the Issuer shall take into account valuation parameters as prescribed under Regulation 165 of the SEBI ICDR Regulations, 2018.

Also, Regulation 166A (1) of SEBI ICDR Regulation, inter alia, states “*Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price*”

Being infrequently traded shares and proposed allotment is more than 5% of the post issue capital fully diluted share capital, the company has obtained Valuation report dated December 11, 2024 from Mukesh Kumar Jain (SFA) registered with IBBI having Registration Number-IBBI/RV/03/2019/12285, Independent Registered valuer.

As per the said report, the floor price is Rs. 21.58/- Hence, based on the above, the Board of Directors of the Company has decided the issue price of equity shares preferential basis shall be at Rs. 25/- each. The said valuation report is available at the Company website link such as [www.kicl.in](http://www.kicl.in).

- d. Relevant Date:** The ‘Relevant Date’ for the purpose of determining the issue price is December 12, 2024, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
- e. Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
- f. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares :-

Sr.	Name of Proposed Allottees	Ultimate beneficial owners
1	Rajkumar P Narang	NA
2	Ajith Bohara	NA
3	Vinoth Kumar P	NA
4	Vani Vijay	NA
5	Vishal Goyal	NA
6	Sujatha Yarnagula	NA
7	R Prakash Kochar	NA
8	R Mala	NA
9	Mary Rodrigues	NA
10	B Buvaaneswari	NA
11	Kala Bhandari	NA
12	Jolly Banerji	NA
13	Ramesh Lachmandas Asrani	NA
14	Alagappan Muthuraman	NA
15	Pillarisetti Venkatesha Giridhar	NA
16	Mahi Aditi Ramesh	NA
17	Shamsuddeen	NA
18	Parthasarathy Pillai Madhavan	NA
19	V Dinesh Kumar	NA
20	Thanjavur sankaranarayanan Bhaaskar	NA
21	A Rajabrabhu	NA
22	Saravanan Sreenivasan	NA
23	R Murthy	NA
24	Dinesh Kumar	NA
25	Mohamed Jaleel	NA
26	Narayanan Balajee	NA
27	Richa Khatri	NA
28	V Seshadri	NA
29	Krishnamachari Lakshmi	NA
30	Bidlur Adinarayana Shivaprakash	NA
31	Shahul hameed Amjath Ali	NA

<b>Sr.</b>	<b>Name of Proposed Allottees</b>	<b>Ultimate beneficial owners</b>
32	Amjath Ali Bhanu	NA
33	Thaika Seyed Muhaideen Sadaq Jalal	NA
34	Khoobsurat Limited	Alok Kumar Das
35	P Rajiv	NA
36	T Srinivasulu Reddy	NA
37	Ajay Reddy Chirla	NA
38	Abhay Shankar M	NA
39	Dhanush Chakrapani	NA
40	Mary Celin Jose	NA
41	S Abhinandhan	NA
42	Ten Apparels & Industries Pvt Limited	Mr. Srish jayender balakrishna and Ms. Sangeeta krisna
43	Saranga Investments & Consultancy Private Limited	S Natarajan, Prasana, Rajalakshmi Natarjan
44	M K Vaithisubramanian	NA
45	Amita Joy	NA
46	Radha Venkatachalam	NA
47	Renuka Kumar	NA
48	Sunil V Bhaskaran	NA
49	F J Global Trading And Investment	FALAH JASSIM J.M.AL-THANI
50	Rafiq Ahmed	NA



**g. Percentage of Post issue Preferential Issue Capital and the current & proposed status of the allottee(s) post the preferential issues:**

Sr.	Name of Proposed Allottees	Category / Current Status	Category / Proposed Status	No of shares	Pre holding	pre %age	Post holding	post %age
1	Rajkumar P Narang	Non-Promoter	Non-Promoter	710,000	0	0.00	710,000	0.91
2	Ajith Bohara	Non-Promoter	Non-Promoter	365,000	0	0.00	365,000	0.47
3	Vinoth Kumar P	Non-Promoter	Non-Promoter	300,000	0	0.00	300,000	0.39
4	Vani Vijay	Non-Promoter	Non-Promoter	250,000	0	0.00	250,000	0.32
5	Vishal Goyal	Non-Promoter	Non-Promoter	250,000	0	0.00	250,000	0.32
6	Sujatha Yarnagula	Non-Promoter	Non-Promoter	170,000	0	0.00	170,000	0.22
7	R Prakash Kochar	Non-Promoter	Non-Promoter	125,000	0	0.00	125,000	0.16
8	R Mala	Non-Promoter	Non-Promoter	110,000	0	0.00	110,000	0.14
9	Mary Rodrigues	Non-Promoter	Non-Promoter	75,000	0	0.00	75,000	0.10
10	B Buvaaneswari	Non-Promoter	Non-Promoter	55,000	0	0.00	55,000	0.07
11	Kala Bhandari	Non-Promoter	Non-Promoter	50,000	0	0.00	50,000	0.06
12	Jolly Banerji	Non-Promoter	Non-Promoter	30,000	0	0.00	30,000	0.04
13	Ramesh Lachmandas Asrani	Non-Promoter	Non-Promoter	30,000	0	0.00	30,000	0.04
14	Alagappan Muthuraman	Non-Promoter	Non-Promoter	25,000	0	0.00	25,000	0.03
15	Pillariseti Venkatesha Giridhar	Non-Promoter	Non-Promoter	15,000	0	0.00	15,000	0.02
16	Mahi Aditi Ramesh	Non-Promoter	Non-Promoter	250,000	0	0.00	250,000	0.32
17	Shamsuddeen	Non-Promoter	Non-Promoter	700,000	50000	0.12	750,000	0.97
18	Parthasarathy Pillai Madhavan	Non-Promoter	Non-Promoter	1,320,000	1680000	3.95	3,000,000	3.86
19	V Dinesh Kumar	Non-Promoter	Non-Promoter	1,000,000	0	0.00	1,000,000	1.29
20	Thanjavur sankaranarayanan Bhaaskar	Non-Promoter	Non-Promoter	500,000	80000	0.19	580,000	0.75
21	A Rajabrabhu	Non-Promoter	Non-Promoter	2,700,000	300000	0.71	3,000,000	3.86
22	Saravanan Sreenivasan	Non-Promoter	Non-Promoter	500,000	0	0.00	500,000	0.64
23	R Murthy	Non-Promoter	Non-Promoter	50,000	0	0.00	50,000	0.06
24	Dinesh Kumar	Non-Promoter	Non-Promoter	350,000	150000	0.35	500,000	0.64
25	Mohamed Jaleel	Non-Promoter	Non-Promoter	250,000	0	0.00	250,000	0.32
26	Narayanan Balajee	Non-Promoter	Non-Promoter	55,000	0	0.00	55,000	0.07

Sr.	Name of Proposed Allottees	Category / Current Status	Category / Proposed Status	No of shares	Pre holding	pre %age	Post holding	post %age
27	Richa Khatri	Non-Promoter	Non-Promoter	50,000	0	0.00	50,000	0.06
28	V Seshadri	Non-Promoter	Non-Promoter	50,000	0	0.00	50,000	0.06
29	Krishnamachari Lakshmi	Non-Promoter	Non-Promoter	45,000	0	0.00	45,000	0.06
30	Bidlur Adinarayana Shivaprakash	Non-Promoter	Non-Promoter	1,000,000	0	0.00	1,000,000	1.29
31	Shahul hameed Amjath Ali	Non-Promoter	Non-Promoter	100,000	0	0.00	100,000	0.13
32	Amjath Ali Bhanu	Non-Promoter	Non-Promoter	100,000	0	0.00	100,000	0.13
33	Thaika Seyed Muhaideen Sadaq Jalal	Non-Promoter	Non-Promoter	400,000	0	0.00	400,000	0.51
34	Khoobsurat Limited	Non-Promoter	Non-Promoter	500,000	0	0.00	500,000	0.64
35	P Rajiv	Non-Promoter	Non-Promoter	825,000	0	0.00	825,000	1.06
36	T Srinivasulu Reddy	Non-Promoter	Non-Promoter	225,000	0	0.00	225,000	0.29
37	Ajay Reddy Chirla	Non-Promoter	Non-Promoter	75,000	0	0.00	75,000	0.10
38	Abhay Shankar M	Non-Promoter	Non-Promoter	750,000	1450000	3.41	2,200,000	2.83
39	Dhanush Chakrapani	Non-Promoter	Non-Promoter	100,000	0	0.00	100,000	0.13
40	Mary Celin Jose	Non-Promoter	Non-Promoter	225,000	0	0.00	225,000	0.29
41	S Abhinandhan	Non-Promoter	Non-Promoter	150,000	0	0.00	150,000	0.19
42	Ten Apparels & Industries Pvt Limited	Non-Promoter	Non-Promoter	100,000	0	0.00	100,000	0.13
43	Saranga Investments & Consultancy Private Limited	Non-Promoter	Non-Promoter	600,000	0	0.00	600,000	0.77
44	M K Vaithisubramanian	Non-Promoter	Non-Promoter	125,000	0	0.00	125,000	0.16
45	Amita Joy	Non-Promoter	Non-Promoter	50,000	0	0.00	50,000	0.06
46	Radha Venkatachalam	Non-Promoter	Non-Promoter	700,000	950000	2.24	1,650,000	2.12
47	Renuka Kumar	Non-Promoter	Non-Promoter	250,000	0	0.00	250,000	0.32
48	Sunil V Bhaskaran	Non-Promoter	Non-Promoter	100,000	0	0.00	100,000	0.13
49	F J Global Trading And Investment	Non-Promoter	Non-Promoter	7,056,000	0	0.00	7,056,000	9.08
50	Rafiq Ahmed	Promoter	Promoter	11,389,000	20000000	47.08	31,389,000	40.41
<b>TOTAL</b>				<b>35,200,000</b>				

- h. Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.
- i. Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.
- j. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:**

During the Year (*i.e., on August 31, 2024*), the Company has made the allotment of 3,00,00,000 equity shares to the below allottees at issue price of Rs. 14.33/- each

Sr. No	Name of the Allottee	No of shares
1	Ms. M Deepika	1,00,000
2	Ms.R Lakshmi Priya	1,00,000
3	Ms. Shameen	2,50,000
4	Mrs. Arifa	2,00,000
5	Mr. A.Rajabrabhu	3,00,000
6	Mrs. Rajakumari	1,00,000
7	Ms. Akhila	50,000
8	Mr. Mohammed Zouban Shalin	50,000
9	Mr. Mohammed Shamil	50,000
10	Ms. Aysha Ziya	50,000
11	Ms. Zeba Shamsudheen	50,000
12	Mr. Natarajan Prasanna	900,000
13	Mrs. Radha Venkatachalam	9,50,000
14	Mr. Abhay Shankar Meganthan	14,50,000
15	Mr. P Madhavan	16,80,000
16	Mr. Paul Aravind pandiyan	2,00,000
17	Mr. G Ramesh	1,00,000
18	Mr. V Sengutuvan	5,00,000
19	Mr. Ramamurty Venkata Bhaskara Yadavalli	1,50,000
20	Mrs. Usha Lakshmi Yadavalli	50,000
21	Mr. K. Jayanth Murali	3,20,000

22	Mr.Thanjavur Sankaranarayanan Bhaaskar	80,000
23	Mrs. Jayanthi M	1,00,000
24	Ms. Anussha Murali	50,000
25	Mr. K. V. Babu	3,00,000
26	Ms. Anisha Murali	50,000
27	Mr.Krishnaswamy Venkatachalam holding shares jointly with Mrs. Sharadha Krishna Swamy	14,50,000
28	Mr. S Vikhram	2,00,000
29	Mr.Dinesh Kumar	150,000
30	Mr. Vishaal Raja	20,000
31	Mr. J. Rafiq Ahmed	2,00,00,000

**k. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** NA

**l. Lock in restrictions:** The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

**m. Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed on the website of the Company and will be available for inspection at the registered office of the company on all working days, except, Sundays and Public Holidays. This certificate is also placed on the website of the Company at the following link [www.kotharis.in](http://www.kotharis.in) .

**n. Undertaking to re-compute the price:** Since the Company's equity shares have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, there is no need for the Bank to re-compute the price of equity shares to be issued and therefore, the Bank is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

**o. Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

**p. Report of Registered Valuer:**

The Company has obtain valuation report dated December 11, 2024 from the registered valuer i.e Mukesh Kumar Jain, Registered valuer, (SFA) registered with IBBI having registration number - IBBI/RV/03/2019/12285 having office at C-203, Edge Commercial Opp. Maruthi Suzuki Arena, Vidhansabha Road, Mova, Raipur, Chhatisgarh-492007.

**q. Undertaking:** In accordance with SEBI ICDR Regulations 2018;

- i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ii. No person belonging to the aforesaid promoter and promoter group have sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
- iii. No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;

**r. Disclosure pertaining to wilful defaulters or a fraudulent Borrower:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at item no. 2 for the approval of the members.

Mr. Rafiq Ahmed forming part of the Promoter of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoter. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**For & On Behalf of the Board of Directors  
Kothari Industrial Corporation Limited  
Sd/-**

**Anil Kumar Padhiali  
Company Secretary and Compliance Officer**

**Date: 11.12.2024**

**Place: Chennai**

**Annexure 1 - Pre and Post shareholding pattern**

Sl. No.	Category	Pre issue Shareholding		Post issue Shareholding	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoter Holding</b>				
1	Indian				
	Individual/ HUF	<b>21,903,566</b>	51.56	<b>33,292,566</b>	42.86
	Bodies Corporates				
	Any Other Specify	107526	0.25	107526	0.14
	<b>Sub-Total (A1)</b>	<b>22,011,092</b>	<b>51.81</b>	<b>33,400,092</b>	<b>42.99</b>
2	Foreign Promoters	306946	0.72	306946	0.40
	Any Other Specify	360000	0.85	360000	0.46
	<b>Sub-Total (A2)</b>	<b>666946</b>	<b>1.57</b>	<b>666946</b>	<b>0.86</b>
	<b>Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)</b>	<b>22,678,038</b>	<b>53.38</b>	<b>34,067,038</b>	<b>43.85</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
1	Insurance Companies	2542909	5.99	2542909	3.27
	Banks	1270	0.00	1270	0.00
	NBFCs registered with RBI	20	0.00	20	0.00
	<b>Total (B1)</b>	<b>2544199</b>	<b>5.99</b>	<b>2544199</b>	<b>3.28</b>
2	Institutions (Domestic) (B2)	50	0.00	50	0.00
	NBFCs registered with RBI				
3	Foreign Investor	0	0.00	7,056,000	9.08
4	Central Government/ State Government(s)/ President of India	0	0.00	0	0.00
5	Non-Institutions				
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	5,186,836	12.21	5,686,836	7.32
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	11,597,963	27.30	26,552,963	34.18
	NRI	24,877	0.06	1,24,877	0.16
	Bodies Corporate	400,989	0.94	1,600,989	2.06
	Any Other	50,933	0.12	50,933	0.07
	<b>Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)</b>	<b>19,805,847</b>	<b>46.62</b>	<b>43,616,847</b>	<b>56.15</b>
	<b>Total (A+B)</b>	<b>42,483,885</b>	<b>100</b>	<b>77,683,885</b>	<b>100</b>