

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L74110TN1970PLC005865

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACK6632P

(ii) (a) Name of the company

KOTHARI INDUSTRIAL CORPOF

(b) Registered office address

114, KOTHARI BLDS, NUNGAMBAKKAM HIGH RD  
NUNGAMBAKKAM  
Chennai  
Chennai  
Tamil Nadu  
600024

(c) \*e-mail ID of the company

enquiries@kotharis.in

(d) \*Telephone number with STD code

04428334565

(e) Website

www.kicl.in

(iii) Date of Incorporation

01/07/1970

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange and Calcutta Stock Exchange	4

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street  
North Usman Road T Nagar

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	88.09
2	C	Manufacturing	C1	Food, beverages and tobacco products	4.65

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KOTHARI MARINE INTERNATIO	U74999TN2018PLC123706	Subsidiary	99.99

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	19,110,885	19,110,885	19,110,885
Total amount of equity shares (in Rupees)	250,000,000	95,554,425	95,554,425	95,554,425

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	50,000,000	19,110,885	19,110,885	19,110,885
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	250,000,000	95,554,425	95,554,425	95,554,425

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						

<b>At the beginning of the year</b>	12,436,719	6,674,166	19110885	95,554,425	95,554,425	
<b>Increase during the year</b>	0	2,259	2259	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		2,259	2259			
Dematerlisation of shares						
<b>Decrease during the year</b>	2,259	0	2259	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	2,259		2259			
Dematerlisation of shares						
<b>At the end of the year</b>	12,434,460	6,676,425	19110885	95,554,425	95,554,425	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE972A01020

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

94,577,307

**(ii) Net worth of the Company**

-492,669,907

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,530,566	44.64	0	
	(ii) Non-resident Indian (NRI)	306,946	1.61	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	467,526	2.45	0	
10.	Others	0	0	0	
	<b>Total</b>	9,305,038	48.7	0	0

**Total number of shareholders (promoters)**

20

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,462,423	33.82	0	
	(ii) Non-resident Indian (NRI)	69,425	0.36	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	4,367	0.02	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,612,909	13.67	0	
4.	Banks	7,561	0.04	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	153,580	0.8	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	446,324	2.34	0	
10.	Others          LLP, TRUSTS, MARGIN TRAD	49,258	0.26	0	
	<b>Total</b>	9,805,847	51.31	0	0

**Total number of shareholders (other than promoters)**

50,729

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

50,749

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	20	20
Members (other than promoters)	50,748	50,729
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	17.09
<b>B. Non-Promoter</b>	1	3	1	3	0	0
(i) Non-Independent	1	0	1	1	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	4	0	17.09

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JINNAH MOIDEEN AHM	02861341	Managing Director	0	
DILIP MACHADO MACI	06895289	Director	1	
PRADIP DAYANAND K	01315682	Director	3,266,288	
THOOPJLAMUDU ARU	08148628	Director	0	
GUNASEKARAN	07326495	Director	1	
ANIL KUMAR PADHIAL	CUPPP7369Q	Company Secretar	0	
SINGARAVEL V	BLFPS9159H	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	30/09/2021	51,049	41	17.88
EXTRA-ORDINARY GENE	07/12/2021	51,042	40	7.42

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2021	5	5	100
2	30/06/2021	5	5	100
3	13/08/2021	5	5	100
4	30/09/2021	5	5	100
5	11/10/2021	5	5	100
6	12/11/2021	5	5	100
7	10/12/2021	5	5	100
8	14/02/2022	5	4	80
9	24/02/2022	5	5	100
10	30/03/2022	5	5	100

**C. COMMITTEE MEETINGS**

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	12/05/2021	3	3	100
2	AUDIT COMM	30/06/2021	3	3	100
3	AUDIT COMM	13/08/2021	3	3	100
4	AUDIT COMM	30/09/2021	3	3	100
5	AUDIT COMM	11/10/2021	3	3	100
6	AUDIT COMM	14/02/2022	3	2	66.67
7	NOMINATION	24/02/2022	3	3	100
8	NOMINATION	30/03/2022	3	3	100
9	STAKEHOLDER	08/09/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	STAKEHOLDER	17/01/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2022
								(Y/N/NA)
1	JINNAH MOIDEEN	10	10	100	0	0	0	Yes
2	DILIP MACHANDRAN	10	10	100	11	11	100	Yes
3	PRADIP DAYAL	10	9	90	6	5	83.33	Yes
4	THOOPJLAMI	10	10	100	5	5	100	Yes
5	GUNASEKARAN	10	10	100	11	11	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	JINNAH MOIDEEN	MANAGING DIRECTOR	0	0	0	0	0
	Total		0	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SINGARAVEL V	CFO	549,193	0	0	0	549,193
2	ANIL KUMAR PADHUKAN	CS	547,532	0	0	0	547,532
	Total		1,096,725	0	0	0	1,096,725

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	D.GUNASEKARAN	Non executive D	0	0		21,224	21,224
2	DILIP MACHADO	Non executive D	0	0		21,224	21,224
3	PRADIP D KOTHARI	Non executive D	0	0		0	0
4	THOOPJLAMUDU	Non executive D	0	0		0	0
	Total		0	0	0	42,448	42,448

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

2

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)
KOTHARI INDUST	REGIONAL DIREC	20/10/2021	Section 96(1) of the	Not conducted the	300,000
PRADIP DAYANAI	REGIONAL DIREC	20/10/2021	Section 96(1) of the	Not conducted the	250,000

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SANTOSH KUMAR SENAPATI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

16782

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated  (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

PRADIP  
DAYANAND  
KOTHARI  
Digitally signed by  
PRADIP DAYANAND  
KOTHARI  
Date: 2022.12.15  
13:01:58 +05'30'

DIN of the director

01315682

**To be digitally signed by**

ANIL  
KUMAR  
PADHIALI  
Digitally signed by  
ANIL KUMAR  
PADHIALI  
Date: 2022.12.15  
13:03:54 +05'30'

Company Secretary

Company secretary in practice

Membership number

53635

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

committee meeting.pdf MGT-8.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **KOTHARI INDUSTRIAL CORPORATION LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. The company is a listed company with paid up capital of Rs.9,55,54,425 /- and the Turnover is Rs. 945.77 lakhs as on 31<sup>st</sup> March, 2022;
  2. The company has maintained registers/records & made entries therein within the time prescribed under the companies act, 2013 and the secretarial standards;
  3. There held 10 Board Meetings, 06 Audit committee meeting, 02 Nomination and Remuneration Meeting and 03 Stake holders relationship meeting during the year under review. Notice and attendance of the Board and committee are complied therewith;
  4. The company in regular in filing of forms and returns as stated in the annual return, with the Registrar of Companies , Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time wherever applicable;
  5. calling/ convening/ holding meetings of Board of Directors under section 173 of the companies Act, 2013 or its committees, if any, and the meetings of the members under section 96 and 100 of the companies Act, 2013 of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and proceedings including the circular resolutions and resolutions passed by postal ballot., if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
  6. closure of Register of Members/ security holders, as the case may be;



7. Section 185 of the companies Act, 2013 relating to advances/ loans to its directors and/or persons or firms or companies have not been made as per the information provided to us;
8. As per the information provided to us, the company has entered into various contracts and arrangements falling within the preview of section 188 of the Act, for which a proper resolution has been passed and disclosed in the financial statement of the company during the year under report;
9. During the financial year the company has neither made any allotment or buy back of securities/redemption of preference shares or debenture;
10. The Board of Directors of the company have approved a Scheme of Reduction of share capital (the Scheme), to extinguish / cancel 66,27,000 equity shares of the Company held by Promoters group of the Company, as detailed in the Scheme which is posted on the Company's website. The Scheme was approved by the shareholders through a special resolution vide postal ballot dated June 30, 2021, and was taken on record by the stock exchanges (BSE – designated stock exchange for this purpose). The Company has filed the application/scheme for reduction of capital before the NCLT, Chennai. Upon sanction of the Scheme by NCLT, the paid-up share capital of the Company stands reduced from 1,91,10,885 equity shares of ₹5/- each aggregating to ₹9,55,54,425 to 1,24,83,885 equity shares of ₹5/- each aggregating to ₹ 6,24,19,425. The transfer, transmission and re-mat of shares were approved by the Stakeholders Relationship committee where ever applicable and they are properly recorded in the registers maintained;
11. There was no transaction necessitating the company to keep in abeyance the right to dividend, right shares and bonus shares and bonus shares pending registration of transfer of shares;
12. The company has not declared any dividend including interim dividend during the financial year. Therefore no need to open and deposit dividend amount in separate bank account;
13. The company has complied with signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
14. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ resignation, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them wherever applicable have been complied;
15. As indicated in the year 2017-18 Annual Report, the Company has convened the annual General Meeting for FY 2015-16 on 28th September, 2017 and for FY 2016-17, on 30th December, 2017 for which permissions were not granted by ROC and the company made applications for compounding of offence with NCLT, Chennai and the same were pending before them and since there was no hearing for a long time, the company had withdrawn the said applications made with NCLT and has already filed fresh applications with the Regional Director, Ministry of Corporate Affairs, Shastri Bhavan, Chennai, as per the new norms prescribed under the Act and The



- Regional Director, Chennai has compounded the offences and granted necessary order.
16. The company has not invited/ accepted any deposits including unsecured loan falling within the preview of section 73 of the act during the financial year;
  17. The company has complied with the provision in relation to creation/ modification/ satisfaction of charges in that respect, wherever applicable;
  18. The company has not given any loans and investments or guarantees or providing of securities to other bodies corporate or persons falling under the provisions' of section 186 of the Act;
  19. In the Annual General Meeting held on 27.09.2022, the shareholders of the Company has approved the adoption of Memorandum and Articles of Associations as per the provisions of Companies Ac, 2013 and also approved the change in the Object clause of the Memorandum of Associations of the Company.
  20. The proceedings initiated by the collector of Nilgiris for repossession of certain plots of land in Coonoor earmarked for public use has been challenged by the company on a writ petition filed before Madras High Court and the matter is pending adjudication.
  21. During the year, the company's super phosphate factory at Ennore has been leased out to M/s Coromandel International Limited. The same has been approved by the shareholders of the company vide EGM held on 07th December 2021. The compliance of various statutes relating to the running of the factory, compliance of various labour laws, regulations, pollution control and other employee related enactments are the responsibilities of the Lessee and not of the company.
  22. The company's shares continue to be under suspension mode with BSE and steps have already been taken by the company to revoke the suspension for trading.

**For SANTOSH SENAPATI & CO.**

COMPANY SECRETARIES



**CS. SANTOSH KUMAR SENAPATI**

Company Secretary

M.No-11548

C.P.No-16782

UDIN: F011548D002690510

Place: Chennai

Date: 12-12-2022



COMMITTEE METINGS

S.No	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12.05.2021	3	3	100
2	Audit Committee	30.06.2021	3	3	100
3	Audit Committee	13.08.2021	3	3	100
4	Audit Committee	30.09.2021	3	3	100
5	Audit Committee	11.10.2021	3	3	100
6	Audit Committee	14.02.2022	3	2	66.67
7	Nomination and Remuneration Committee	24.02.2022	3	3	100
8	Nomination and Remuneration Committee	30.03.2022	3	3	100
9	Stake holder Relationship Committee	08.09.2021	3	3	100
10	Stake holder Relationship Committee	17.01.2022	3	3	100
11	Stake holder Relationship Committee	14.03.2022	3	3	100

For Kothari Industrial Corporation Limited

*Anil Kumar Padhilai*  
Anil Kumar Padhilai  
Company Secretary



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