

**KOTHARI INDUSTRIAL CORPORATION LIMITED****CIN No. L81100TN1970PLC005865****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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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the 02/2025-2026 an Extra-Ordinary General Meeting ("EGM") of the Shareholders (Shareholders or Members) of the Company will be held on Tuesday, 27<sup>th</sup> January 2026 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means to transact the following special business:

**1. APPOINTMENT OF MR.RAVIKUMAR PERUMAL (DIN: 09683689), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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 Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. **RAVIKUMAR PERUMAL (DIN: 09683689)**, who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 29<sup>th</sup> October 2025 , and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from 29th October 2025 till 28th October 2030 and not liable to retire by rotation;

**"RESOLVED FURTHER THAT** any Director or CFO or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

**2. TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER THE KICL EMPLOYEE STOCK OPTION SCHEME 2025 (“KICL ESOP 2025”) TO THE ELIGIBLE EMPLOYEES OF THE COMPANY'S SUBSIDIARY COMPANIES OR ASSOCIATE COMPANIES**

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 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read alongwith Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder and the Securities and Exchange Board of India ('SEBI') (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the articles of association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders be and is hereby accorded to the Board to grant, vest and allot **46,86,000 Options** from time to time, and in one or more tranches, options under the KICL Employee Stock Option Scheme 2025 ("KICL ESOP 2025") to or to the benefit of such person(s) who are permanent employees, whether working in India or outside India, and / or to the directors of the Company's Subsidiary Companies, or Associate Companies (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are in employment of the Company in terms of KICL ESOP 2025), present and future, in India or outside India, including any director, whether a whole time director or not, including a non-executive director (other than employees/ directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), subject to their eligibility conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give

effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof."

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

**Date: 05.01.2026**

**Place: Chennai**

**By Order of the Board  
For Kothari Industrial Corporation Ltd**

**Sd/-**

**Mr. Rafiq Ahmed**

**Executive Chairman and Managing Director**

**NOTES:**

1. In accordance with the MCA Circulars and the SEBI Listing Regulations, Company is permitted to hold EGM through VC/OAVM without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM, without the physical presence of the members at a common venue.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business of the Notice is annexed hereto. The Board of Directors have considered and decided to include the said items as Special Business as it is in the interest of the Company
3. Accordingly, in compliance with the provisions of the Act read with the Circulars, the EGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
4. Since this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

5. In line with the Circulars, the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at [www.kotharis.in](http://www.kotharis.in) , websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)
6. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, M/s. Integrated Registry Management Services Private Limited.
7. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
8. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of M/s Central Depository Services(India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the EGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the EGM.
10. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
11. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
12. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
13. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: [companysecretary@kotharis.in](mailto:companysecretary@kotharis.in) with a copy marked to [santoshsenapati1989@gmail.com](mailto:santoshsenapati1989@gmail.com)

14. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on **20<sup>TH</sup> January 2026**, may cast their vote by remote e-voting. The remote e-voting period commences on **24<sup>th</sup> January 2026, Saturday, at 09:00 A.M.** (IST) and ends on **26<sup>th</sup> January 2026, Monday, at 05:00 P.M.** (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
15. The members can join the EGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on **Central Depository Services (India) Limited**('CDSL ') e-voting website at [www.evotingindia.com](http://www.evotingindia.com)
16. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e.27<sup>th</sup> January 2026. Members seeking inspection of the aforementioned documents can send an email to [companysecretary@kotharis.in](mailto:companysecretary@kotharis.in) .

**ELECTRONIC DESPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL IDs FOR OBTAINING COPY OF NOTICE OF EGM:**

17. In compliance with the aforesaid MCA and SEBI Circulars, the Notice is being sent to the Members, and all other persons so entitled in electronic mode only, whose email IDs are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website [www.kotharis.in](http://www.kotharis.in) , websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
18. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA, for receiving the Notice. Requests can be emailed to [companysecretary@kotharis.in](mailto:companysecretary@kotharis.in) or [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) . We urge members to support this Green Initiative effort of the Company and get their email IDs registered.

## DECLARATION OF RESULT:

19. The Company has appointed M/S. Santosh Senapati & Co, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and he has communicated his willingness to be appointed.
20. The Scrutinizer, after scrutinizing the votes cast during the EGM and through remote e-voting, will not later than 2 working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.kotharis.in](http://www.kotharis.in) and CDSL website. The results shall simultaneously be communicated to BSE.

### Instruction for E-voting.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **24<sup>th</sup> January 2026, Saturday, at 09:00 A.M.** (IST) and ends on **26<sup>th</sup> January 2026, Monday, at 05:00 P.M.** (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on **20<sup>th</sup> January 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

**Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) In terms of **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 Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Login method for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System MyeasiTab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ol>

<p>Individual Members holding securities in demat mode with NSDL</p>	<p>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 website of CDSL for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 held 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</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>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’s website for casting your vote</p>

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

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@dslindia.com">helpdesk.evoting@dslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with NSDL	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

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

Login method for e-Voting for Physical Shareholders and shareholders other than individual holding Securities in Demat form

a) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

b) Click on “Shareholders / Members”.

c) Now Enter your applicable User ID/ Login Id, as under:-

(i) For CDSL: 16 digits beneficiary ID,

(ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(iii) For members holding shares in Physical Form: “Folio Number” registered with the Company.

d) Thereafter enter the Image Verification code as displayed and Click on “Login” tab.

e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

f) If you are a first time user, then fill up the following details in the appropriate boxes:

For physical shareholders and other than individual shareholders holding shares in Demat Form	
<b>PAN*</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
<b>Dividend Bank Details or Date of Birth*</b>	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
*If both the details are not recorded with the depository or Company, please enter user id / folio number in the Dividend Bank details field as mentioned in instruction (c).	

g) After entering these details appropriately, click on “SUBMIT” tab.

h) Members holding shares in physical form will then reach directly to the Company selection screen. However, members 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.

i) For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

j) Now select the relevant Electronic Voting Sequence Number (EVSN) of “Kothari Industrial Corporation Limited”.

k) 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.

l) Click on the “Resolutions File Link” if you wish to view the entire Resolutions details.

m) 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.

n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

p) If a demat account holder has forgotten the changed 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.

**q) ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS**

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 as “Corporate”. Corporates and custodians already registered with CDSL should use their existing login details.

- After registering online, A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving these details, create a compliance user using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- 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.
- 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.
- 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 and to the Company at their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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)
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM& E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@kotharis.in](mailto:companysecretary@kotharis.in) . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@kotharis.in](mailto:companysecretary@kotharis.in) ---. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice dated 05<sup>th</sup> January 2026.

### **ITEM NO: 1 APPOINTMENT OF MR.RAVIKUMAR PERUMAL (DIN: 09683689), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Mr. Ravikumar Perumal, holding Director Identification No. 09683689, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 29<sup>th</sup> October 2025, pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

Further, Mr. Ravikumar Perumal has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and he has given his consent to act as a Director of the Company

#### **A brief profile of Mr. Ravikumar Perumal is mentioned hereunder:**

A highly accomplished and results-oriented executive with over 34 years of experience in strategic leadership, business development, and operations across diverse industries. As Chief Strategy Officer at Phantom FX, spearheaded innovative visual effects strategies, contributing to the company's growth and recognition as the second NSE-listed visual effects entity. Played a key role in global expansion, establishing a presence in the USA, Canada, and China. A TPN certified partner, Phantom FX adheres to the highest data security and industry compliance standards.

Serves as an Independent Director and Chairman of committees for several organizations, including Freshara Agro Exports Ltd, Supreme Power Equipment Limited, and NSEW Properties, driving strategic decision-making, implementing sustainable practices, and enhancing corporate governance. Expertise encompasses film distribution, digital rights management, and marketing, demonstrated through roles as Independent Marketing Director at PhantomFX Studios Private Limited and Director & Chief Marketing Officer in leadership positions at Pallavi Group Of Schools\_Franchise and EcoBharat.

Honed business acumen and leadership skills through progressive roles at Pope Professional Acoustics Limited, New York Life Insurance Company, ING Vysya Life Insurance, and Raptakos, Brett & Co. Ltd., gaining a strong foundation in sales, marketing, distribution, and team management.

A certified Independent Director from the Indian Institute of Corporate Affairs (IICA) and holds a Chartered Financial Field Leader (CFFL) designation from Kinder Brothers International.

Passionate about fostering a culture of creativity, inclusivity, and continuous improvement to drive organizational success and create sustainable value.

Mr. Ravikumar Perumal is interested in resolution set out at Item No. 1 of the Notice with regard to his appointment. Mr. Ravikumar Perumal is not related to any Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 1 of the notice.

**Item No: 2: APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER THE KICL EMPLOYEE STOCK OPTION SCHEME 2025 (“KICL ESOP 2025”) TO THE ELIGIBLE EMPLOYEES OF THE COMPANY'S SUBSIDIARY COMPANIES OR ASSOCIATE COMPANIES :**

The Company is proposing to issue employee stock option under the KICL Employee Stock Option Scheme 2025 (“KICL ESOP 2025”) to motivate employees, who are consistently performing well, associated with the Company for the longer period, to provide the ownership in the Company and to give them opportunity to participate and gain from the Company's performance, thereby, acting as a retention tool as well as to align the efforts of such talent towards long term value creation in the organization and to attract new talent.

The Members of the Company had approved the **Employee Stock Option Scheme (“ESOP Scheme”)** of the Company pursuant to a special resolution passed at the General Meeting held in **13.06.2025**. Subsequently, the Company has also received approval from the Stock Exchange(s) vide letter dated **September 09, 2025** for implementation of the said ESOP Scheme.

As per **Regulation 2(1)(i)** and **Regulation 6(1)** of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), employees of a holding company, subsidiary company or associate company are eligible to participate in an ESOP scheme, provided that **separate approval of shareholders by way of a special resolution** is obtained for extending such benefits.

In order to attract, retain and incentivise talent across the group structure and to align the interests of employees of the Company, its Subsidiary Company(ies) and/or Associate Company(ies) with the long-term objectives of the Company, the Board of Directors, based on the recommendation of the Nomination

and Remuneration Committee / Compensation Committee, at its meeting held on 05<sup>th</sup> January 2026, has approved the proposal to **extend the benefits of the ESOP Scheme to the eligible employees of the Subsidiary Company(ies) and/or Associate Company(ies)**, subject to the approval of the shareholders.

The extension of ESOP benefits will help foster a sense of ownership, enhance employee engagement and motivation, and ensure continuity of leadership and skilled workforce across the group.

Directors / Key Managerial Personnel of the Company, who may be granted stock options under KICL ESOP 2025 may be deemed to be concerned or interested in the special resolution set out in Item No. 2 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice.

**Date: 05.01.2026**

**Place: Chennai**

**By Order of the Board  
For Kothari Industrial Corporation Ltd**

**Sd/-  
Rafiq Ahmed  
Executive Chairman and Managing Director**

**ANNEXURE TO THE NOTICE**
**BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT EXTRA ORDINARY GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, and REG. 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

Name of the Director, Designation and DIN NUMBER	Mr. RAVIKUMAR PERUMAL  Designation: Independent Director  (DIN: 09683689)
Date of Birth	17.02.1970
Age	55
Date of Appointment	29.10.2025
Qualification	BSC Chemistry , PPM (Professional Patterns of Management)
Expertise in specific functional areas	<p>A highly accomplished and results-oriented executive with over 34 years of experience in strategic leadership, business development, and operations across diverse industries. As Chief Strategy Officer at Phantom FX, spearheaded innovative visual effects strategies, contributing to the company's growth and recognition as the second NSE-listed visual effects entity. Played a key role in global expansion, establishing a presence in the USA, Canada, and China. A TPN certified partner, Phantom FX adheres to the highest data security and industry compliance standards.</p> <p>Serves as an Independent Director and Chairman of committees for several organizations, including Freshara Agro Exports Ltd, Supreme Power Equipment Limited, and NSEW Properties, driving strategic decision-making, implementing sustainable practices, and enhancing corporate governance. Expertise</p>

	<p>encompasses film distribution, digital rights management, and marketing, demonstrated through roles as Independent Marketing Director at PhantomFX Studios Private Limited and Director &amp; Chief Marketing Officer in leadership positions at Pallavi Group Of Schools_Franchise and EcoBharat. Honed business acumen and leadership skills through progressive roles at Pope Professional Acoustics Limited, New York Life Insurance Company, ING Vysya Life Insurance, and Raptakos, Brett &amp; Co. Ltd., gaining a strong foundation in sales, marketing, distribution, and team management.</p>
<p>Directorships in other companies</p>	<p>1) FRESHARA AGRO EXPORTS LIMITED 2) SUPREME POWER EQUIPMENT LIMITED</p>
<p>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</p>	<p>The proposed Independent Director has over 34 years of experience in strategic leadership, business development, and corporate governance across diverse industries. His experience in global operations, compliance-driven environments, and Board-level oversight equips him to provide independent judgment and strategic guidance, thereby strengthening the Company's governance and decision-making processes.</p>
<p>listed entities from which the person has resigned in the past three years</p>	<p>Nil</p>
<p>Chairmanships of Committees across companies other than Kothari industrial Corporation Limited</p>	<p>Company name: <b>FRESHARA AGRO EXPORTS LIMITED</b></p> <p>Chairman of Stakeholders Relationship Committee.</p> <p><b>SUPREME POWER EQUIPMENT LIMITED:</b></p>

	Chairman of Nomination and Remuneration Committee.
Committee Membership other than Kothari industrial Corporation Limited	<b>FRESHARA AGRO EXPORTS LIMITED</b> Member of the Audit committee , Nomination and Remuneration Committee, Risk Management and CSR committee.  <b>SUPREME POWER EQUIPMENT LIMITED</b> Member of the Audit committee , Risk Management, CSR committee and Stakeholders Relationship Committee
Shareholding in Kothari Industrial Corporation Limited	Nil
Remuneration last drawn	Only sitting fees are paid for attending the Board and Committee meetings. No Remuneration has been paid.
Terms and Conditions of appointment / re appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Relationship with Other Directors, Manager and others Key Managerial Personnel of the Company.	Nil
Number of Meetings of the Board attended during FY 2025-26 (From the date of appointment as additional Director till the date of Notice of EGM)	3