



**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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## 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 in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025, 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 company 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 Mr. Santosh Kumar Senapati, Practicing Company Secretary (Membership No.:11548, CP No.:16782) 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 **Friday, April 24, 2026**.

The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the Postal Ballot. The results declared, along with the Scrutinizer's Report, shall be placed 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) and the same shall be communicated to the BSE limited where the equity shares of the Company are listed.

The proposed Resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., **Friday, April 24, 2026**.

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF MRS. PRIYA RAO (DIN: 00717336), AS THE WOMEN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an "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, **Mrs. PRIYA RAO (DIN: 00717336)**, who was appointed as an **Additional Director** of the Company, **under the category of Women Independent Director with effect from 16th February 2026**, and who has submitted a declaration that she 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 a **women Independent Director (under Non-Executive category)** of the Company, to hold office for a term of five consecutive years i.e., from **16th February 2026 till 15th February 2031** and not liable to retire by rotation;

**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 to do all other acts, deeds and things in connection with giving effect to the aforesaid resolutions.”

**2. APPOINTMENT OF Ms. RAFIQ AHMED SULAIHA BANU (DIN:11609138), AS THE NON EXECUTIVE DIRECTOR (NON INDEPENDENT DIRECTOR) OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto 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 , Ms. Rafiq Ahmed Sulaiha Banu, (DIN: 11609138) who was appointed as an Additional Director of the Company, under the category of Non –executive Non Independent Director with effect from 20th March 2026, be and is hereby appointed as Non-executive Non Independent director the company and she shall be liable to retire by rotation.”

**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 to do all other acts, deeds and things in connection with giving effect to the aforesaid resolutions.”

**3. APPROVAL FOR THE RECLASSIFICATION OF ‘PROMOTER / PROMOTER GROUP’ TO ‘PUBLIC’ CATEGORY:**

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

“**RESOLVED THAT** pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations,2015 (Including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws and based on

approval of the Board of Directors of the Company and pursuant to No objection received from the BSE limited, the consent of the Members of Company be and is hereby accorded to re-classify the following promoter(s)/ Promoter Group seeking reclassification, from “Promoter/ Promoter Group Category” to “Public Category” since the following promoter(s)/ Promoter Group seeking reclassification are neither involved in the management nor holding any controlling stake in the Company:

S.NO	Name of the Promoter/Promoter Group No. of shares	No of shares	% of Shareholding
1	ASHA THAYER	1,03,890	0.10
2	GOVINDDAS MOHAN DAS	450	0

**“RESOLVED FURTHER THAT** it is hereby confirmed that:

- i. the aforesaid person(s) do not hold more than 10% of the total voting rights in the Company.
- ii. the aforesaid person(s) have not and will continue to not exercise control over the affairs of the listed entity directly or indirectly;
- iii. the aforesaid person(s) have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. the aforesaid person(s) are not represented on the board of directors of the Company.
- v. the aforesaid person(s) are not acting key managerial personnel in the Company.
- vi. the aforesaid person(s) are not wilful defaulter’ as per the Reserve Bank of India Guidelines or fugitive economic offender.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

**Rafiq Ahmed  
Executive Chairman and Managing Director  
DIN: 02861341**

**Date: 19.03.2026  
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, 20<sup>th</sup> March 2026 (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 communication(s) in electronic form.
- (4) Members whose names are recorded in the Register of Members of the Company as on Friday, 20<sup>th</sup> March 2026 will be entitled to cast their votes. A person who is not a member as on Friday, 20<sup>th</sup> March 2026 should treat this Notice for information purpose only.
- (5) As per MCA and SEBI circulars 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 **Friday, April 24, 2026.**
- (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 report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the Postal Ballot. The results declared, along with the Scrutinizer's Report, shall be placed 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) and the same shall be communicated to the BSE limited where the equity shares of the Company are listed.

**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)
- (iii) **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 **Thursday, 26<sup>th</sup> March 2026 at 09.00 a.m. and ends on Friday, 24<sup>th</sup> April 2026 at 5.00 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, 20<sup>th</sup> March 2026** 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.nsdl.com">https://eservices.nsdl.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> <li>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</li> </ol>

	<p>“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>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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 website for casting your vote during the remote e-Voting period.</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 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>

- (v) **After** entering these details appropriately, click on “SUBMIT” tab.

(vi) **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.

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

(viii) Click on the EVSN for the relevant <KOTHARI INDUSTRIAL CORPORATION LIMITED> on which you choose to vote.

(ix) 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.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) 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.

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

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) 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.

(xv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvi) There is an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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.

**General:**

- a) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.
- b) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.
- c) M/s. Santosh Kumar Senapati & Co., Practicing Company Secretary (COP Number: 16782) has been appointed as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
- d) The Scrutinizer shall submit Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 2 working days from the conclusion of the Postal ballot to the Chairman. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kotharis.in](http://www.kotharis.in) and website of CDSL <http://www.evotingindia.com> and also forward the same to Bombay Stock Exchange Limited, Mumbai simultaneously, where the Company's shares are listed.
- e) The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Friday, April 24, 2026.
- f) The profile of Directors seeking appointment forms an integral part of the Notice. The Directors have furnished the requisite consent and declarations.

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

**ITEM NO. 1**

**APPOINTMENT OF MRS. PRIYA RAO (DIN: 00717336), AS THE WOMEN INDEPENDENT DIRECTOR OF THE COMPANY.**

In terms of Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the top 1000 listed entities is required to have at least one **Independent Woman Director**.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs. Priya Rao, holding Director Identification No. 00717336, was appointed as an Additional Director of the Company, under the category of Women Independent Director with effect from 16<sup>th</sup> February 2026, 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, Mrs. Priya Rao has confirmed that she is not disqualified to act as a Director in terms of Section 164 of the Act and she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as an Independent Director of the Company and she has given her consent to act as a Director of the Company

**A brief profile of Mrs. Priya Rao is mentioned hereunder:**

A highly accomplished and results-oriented executive with over 21. years of experience in process governance, property management, and clinical management across diverse industries such as manufacturing, real estate, education, and healthcare. As Vice president of portfolio Operations at NSEW Properties, she spearheads the strategic management and optimization of a diverse property portfolio, driving operational excellence and long-term value creation.

She is a certified Independent Director from the Indian Institute of Corporate Affairs (IICA) and holds a post Graduate Diploma in Business Administration and Management from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai. She is passionate about fostering a culture of creativity, inclusivity, and continuous improvement to drive organizational success and create sustainable value.

Mrs. Priya Rao is interested in resolution set out at Item No. 1 of the Notice with regard to her appointment. Mrs. Priya Rao 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 brief profile of Mrs Priya Rao, in terms of Regulation 36(3) of the SEBI Listing Regulations and other details as prescribed under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to this Postal Ballot Notice.

The Board, therefore, recommends the Special Resolution, as set forth at Item No. 1 of this Postal Ballot Notice, for the approval of the Members.

## **ITEM NO. 2**

### **APPOINTMENT OF Ms. RAFIQ AHMED SULAIHA BANU (DIN:11609138), AS THE NON EXECUTIVE DIRECTOR (NON INDEPENDENT DIRECTOR) OF THE COMPANY**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (“NRC”) subject to approval of the members of the company, appointed Ms. Rafiq Ahmed Sulaiha Banu (DIN: 11609138) as an Additional Director under category Non-Executive Non independent director, w.e.f. March 20, 2026, who shall be liable to retire by rotation.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, Ms. Rafiq Ahmed Sulaiha Banu has confirmed that she is not disqualified to act as a Director in terms of Section 164 of the Act and she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

#### **A brief profile of Ms. Rafiq Ahmed Sulaiha Banu is mentioned hereunder:**

Ms. S. Banu R is currently pursuing a Bachelor of Commerce (Corporate Secretaryship) from M.O.P. Vaishnav College for Women, Chennai. She has demonstrated a keen interest in corporate laws, governance, and business administration.

Ms. Banu has gained practical exposure through her internship with Kothari Industrial Corporation Limited in the Company Secretary Department (May 2025), where she acquired hands-on experience in corporate compliance and secretarial functions.

She has also completed certifications in Zoho Books training, stock market awareness, and entrepreneurship workshops.

Considering her academic background, exposure to corporate secretarial practices, and her enthusiasm towards corporate governance, the Board believes that her association will be beneficial to the Company and she has given her consent to act as a Director of the Company.

Ms. Rafiq Ahmed Sulaiha Banu is interested in the resolution set out at Item No. 2 of the Notice with regard to her appointment. Ms. Rafiq Ahmed Sulaiha Banu is related to Mr. Rafiq Ahmed, Promoter, Managing Director and Key Managerial Personnel of the Company, being his daughter. Mr. Rafiq Ahmed may also be deemed to interested in the said resolution. 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 brief profile of Ms. Rafiq Ahmed Sulaiha Banu, in terms of Regulation 36(3) of the SEBI Listing Regulations and other details as prescribed under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to this Postal Ballot Notice.

The Board, therefore, recommends the Ordinary Resolution, as set forth at Item No. 2 of this Postal Ballot Notice, for the approval of the Members.

### **ITEM NO. 3**

It is informed to the members that letters from “Promoters/ Promoter Group” seeking reclassification to ‘Public Category’ has been received by the Board of Directors of the Company to re-classify themselves as public Category of the Company also mentioning that they have not been associated with the Company with the role of Directorship and they were also holding shares of less than 10% of the total paid up shares of the of Company and Board of Directors have approved the same in their Board meeting held on 29<sup>th</sup> November 2025.

The Company has obtained approval for reclassification of Promoter(s)/Promoter Group(s) under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated March 4th, 2026 from Bombay stock exchange of India Limited and the No objection received from BSE limited is available in our website i.e [www.kotharis.in](http://www.kotharis.in) under Regulation 30 of SEBI LODR tab.

Mrs. Asha Thayer, together with existing promoter i.e Mr. Pradip Kothari hold more than 1% of the total voting rights in the Company, Accordingly, in terms of Regulation 31A, approval of the shareholders by way of an Ordinary Resolution is required for reclassification of Ms. Asha Thayer from Promoter/Promoter Group to Public Category.

Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the resolution as set out at Item no 3. requires approval of the shareholders, by passing Ordinary Resolution. Hence the Board recommends the same to the shareholders for their approval through postal ballot.

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

**ANNEXURE TO THE NOTICE**

**ADDITIONAL INFORMATION OF DIRECTORS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.**

(i)

Name of the Director, Designation and DIN Number	Ms.Priya Rao Women Independent Director (DIN: 00717336)
Date of Birth	17.07.1974
Age	52
Date of Appointment	16.02.2026
Qualification	Post Graduate Diploma in Business Administration and Management.
Expertise	A highly accomplished and results-oriented executive with over 21. years of experience in process governance, property management, and clinical management across diverse industries such as manufacturing, real estate, education, and healthcare. As Vice president of portfolio Operations at NSEW Properties, she spearheads the strategic management and optimization of a diverse property portfolio, driving operational excellence and long-term value creation.
Directorships in other companies	1) SRI PRIYANKA GEO COMMEX LIMITED 2) BRIHASPATHI TECHNOLOGIES LIMITED 3) AVP INFRACON LIMITED
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The proposed Independent Director has over 21 years of experience in in process governance, property management, and clinical management across diverse industries such as manufacturing, real estate, education, and healthcare. With a strong background in operational oversight and strategic management, she has developed significant expertise in ensuring regulatory compliance, strengthening governance frameworks, and improving organizational efficiency across various sectors. Her multidisciplinary exposure enables her to contribute valuable insights towards effective decision-making, risk management, and sustainable business practices.
Listed entities from which the person has resigned in the past three years	Nil
Chairmanships of Committees across companies other than Kothari industrial Corporation Limited	<b>Company name: AVP Infracon Limited</b> Chairman of Audit and Stakeholder Relationship committee <b>Company name: SRI PRIYANKA GEO COMMEX LIMITED</b>

	<p>Chairman of Stakeholder Relationship committee</p> <p><b>Company name: BRIHASPATI TECHNOLOGIES LIMITED</b></p> <p>Chairman of Audit, Stakeholder Relationship committee and CSR committee</p>
Committee Membership other than Kothari industrial Corporation Limited	<p><b>Company name: AVP Infracon Limited</b></p> <p>Member of the Nomination and Remuneration Committee, CSR committee and Risk Management committee.</p> <p><b>Company name: SRI PRIYANKA GEO COMMEX LIMITED</b></p> <p>Member of Audit and Nomination and Remuneration Committee</p> <p><b>Company name: BRIHASPATI TECHNOLOGIES LIMITED</b></p> <p>Member of the Nomination and Remuneration Committee.</p>
Shareholding in Kothari Industrial Corporation Limited	Nil
Remuneration proposed to be paid	Sitting fees in accordance with the provisions of the Companies Act, 2013.
Terms and Conditions of appointment / re appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 16 <sup>th</sup> February 2026.
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 Postal ballot Notice)	1

(ii)

Name of the Director, Designation and DIN Number	<b>Ms.Rafiq Ahmed Sulaiha Banu</b> Non Independent Director DIN: <b>11609138</b>
Date of Birth	07.09.2005
Age	21
Date of Appointment	20.03.2026
Qualification	Pursuing B.com final year
Expertise	Expertise in compliance and secretarial functions.  She has also completed certifications in Zoho Books training, stock market awareness, and entrepreneurship workshops.
Directorships in other companies	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA
Listed entities from which the person has resigned in the past three years	NIL
Chairmanships of Committees across companies other than Kothari industrial Corporation Limited	NIL
Committee Membership other than Kothari industrial Corporation Limited	NIL
Shareholding in Kothari Industrial Corporation Limited	NIL
Remuneration proposed to be paid	Sitting fees in accordance with the provisions of the Companies Act, 2013
Terms and Conditions of appointment / re appointment	Appointed as Non independent director and liable to retire by rotation.
Relationship with Other Directors, Manager and others Key Managerial Personnel of the Company.	Ms. Rafiq Ahmed Sulaiha Banu is related to Mr. Rafiq Ahmed, Promoter, Managing Director and Key Managerial Personnel of the Company. She is daughter of Mr.Rafiq Ahmed
Number of Meetings of the Board attended during FY 2025-26 (From the date of appointment as additional Director till the date of Postal ballot Notice)	NIL