

**KOTHARI INDUSTRIAL CORPORATION LIMITED**

**CIN No. L74110TN1970PLC005865**

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

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

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the 02/2024-2025 an Extra-Ordinary General Meeting ("EGM") of the Shareholders (Shareholders or Members) of the Company will be held on Saturday 15<sup>th</sup> February, 2025 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means to transact the following special business:

**1. ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY**

To consider and, if thought fit, to give assent/dissent to the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded the existing Clause III (A) containing the Main Objects be and is hereby stands altered with deletion of existing sub clause no 2,3,4, 5(a) 8, 5(a) 12, , 5(a) 15 and further sub-clauses be renumbered accordingly;

**RESOLVED FURTHER THAT** the existing Clause III B containing the Matters which are necessary for furtherance of the objects specified in clause III (A) be and is hereby stands altered with deletion of existing sub clause no 29 and 36 and further sub-clauses be renumbered accordingly;

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## **2. ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended to add Article No. 97 titled Same individual may be Executive Chairperson and Managing Director (after Article 96) and further articles be renumbered accordingly;

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **3. APPOINTMENT OF MR.VELAYUTHAM ANBURAJ (DIN: 10836969), 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.VELAYUTHAM ANBURAJ (DIN: 10836969), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 24<sup>th</sup> January 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 24<sup>th</sup> January 2025 till 23<sup>rd</sup> January 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.”

**Date: 24.01.2025**

**Place: Chennai**

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

**Anil Kumar Padhiali  
Company Secretary and Compliance officer  
Membership No- A53635**

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 and No.09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and pursuant to Securities and Exchange Board of India ('SEBI') Circular have permitted the holding of EGM by companies through VC/OAVM up to September 30, 2025, 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
7. 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.
8. 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.
9. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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.
11. 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.
12. 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.
13. 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.

14. 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.
15. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on **08<sup>TH</sup> February 2025**, may cast their vote by remote e-voting. The remote e-voting period commences on **12<sup>th</sup> February 2025 at 09:00 A.M.** (IST) and ends on **14<sup>th</sup> February 2025, 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.
16. 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)
17. 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.15<sup>th</sup> February 2025. 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:**

18. 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).
19. 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:

20. 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 she has communicated her willingness to be appointed.
21. 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 **12<sup>th</sup> February 2025 at 09:00 A.M.** (IST) and ends on **14<sup>th</sup> February 2025 at 05:00 P.M.** 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 **08<sup>th</sup> February 2025** 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.**

(iv) 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:

<b>Type of members</b>	<b>Login Method</b>
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 Myeasi 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, 2 and 3 of the accompanying Notice dated 24<sup>th</sup> January 2025.

### **ITEM NO 1: ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY**

The Board of Directors of the Company (“Board”) in their meeting held on 24<sup>th</sup> January 2025 subject to shareholders approval, have approved the alternation of Memorandum Of Association (MOA) of the Company.

The Board of Directors have noticed that the company is not engaged in the business of Agriculture/Plantation since long time and as per FDI(Foreign Direct Investment) guidelines, An NRI or an OCI including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs or OCIs, cannot invest in equity instruments or units of a Nidhi company or a company engaged in agricultural/ plantation activities or real estate business or construction of farm houses or dealing in Transfer of Development Rights.

The agriculture and plantation business are available in our MOA. As per the above FDI Guidelines, Board of Directors have decided to delete the existing clauses such as sub clause no 2,3,4, 5(a) 8, 5(a) 12, , 5(a) 15 specified in Clause III (A) containing the Main Objects and existing sub clause no 29 and 36 specified in the existing Clause III B containing the Matters which are necessary for furtherance of the objects specified in clause III (A). The deleted sub clauses belong to Agriculture and Plantation business activities.

Current MOA is available in our website of the company such as [www.kotharis.in](http://www.kotharis.in) under investor information tab. A copy of the proposed set of altered Memorandum of Association of the company would be available for inspection at the corporate office of the company during the business hours on any working day.

By virtue of section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014: approval of members by way of special resolution is a prerequisite to amend the existing Memorandum of Association and thus your approval is sought for the same.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

## **Item No 2: ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY**

The Board of Directors of the Company (“Board”) in their meeting held on 24<sup>th</sup> January 2025 subject to shareholders approval, have approved the alternation of **Articles of Association (AOA)** of the Company.

The current chairman of the company is Mr. Pradip D Kothari and Mr. Rafiq Ahmed is the Managing Director of the Company. Mr. Pradip D Kothari is attained the age of 78 years. Due to his age concern, he proposed to resign from the post of chairman as well as from the Board.

As per section 203 of the Companies Act 2013, Articles of Association (AOA) of the company should authorize to appoint one person as Executive Chairman and Managing director so after shareholders’ approval for alternation of AOA, Board of Directors shall redesignate Mr. Rafiq Ahmed as Executive Chairman and Managing director.

Board of Directors have approved to add Article No. 97 titled Same individual may be Executive Chairperson and Managing Director in the Articles of Association (AOA) of the Company subject to shareholders approval.

After necessary approval from shareholders to alter the AOA and after approval from Board of Directors and Nomination and Remuneration committee, Mr. Rafiq Ahmed, (Managing Director) will be redesignated as Executive Chairman and Managing Director.

Once Mr. Pradip Kothari will resign from the Board, he will be the Chairman Emeritus (Non-Board member) of the company.

Current AOA is available in our website of the company such as [www.kotharis.in](http://www.kotharis.in) under investor information tab. A copy of the proposed set of altered AOA of the company would be available for inspection at the corporate office of the company during the business hours on any working day.

Pursuant to section 14 of the Companies Act, 2013, special resolution is required to be passed for alteration of Articles of Association of the Company.

Except Mr.Rafiq Ahmed, Managing Director and Mr.Pradip D Kothari, None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

**Item No: 3 APPOINTMENT OF MR.VELAYUTHAM ANBURAJ (DIN: 10836969), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Mr. Velayutham Anburaj, holding Director Identification No. 10836969, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from January 24, 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. Velayutham Anburaj 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. Mr. Velayutham Anburaj is mentioned hereunder:**

Mr. Velayutham Anburaj, is a seasoned banking professional with expertise of more than 37 years in Banking, Financial Services and Insurance (BFSI) sector with strong understanding of banking regulations, operations and strategic planning in banking. He completed his post-graduation in the year 1984 as Master of Commerce from Bharathidasan University and also completed MBA (Banking and Finance) from Alagappa University in 2011. He started his career with Karur Vysya Bank in the year 1986 as clerk. His visionary thinking, leadership skills and understanding the business supported him to rise up to the level of the General Manager of the Bank. In Karur Vysya Bank he was engaged with various roles in branch banking and headed the strategic branches like Mumbai Fort, Chennai Anna Nagar, Karur , and Chennai T Nagar till 2017. He then promoted as Divisional Manager of the bank in the rank of DGM in 2017 to head the Chennai Division of the Bank. As DM he has managed the business development, Collections and recovery, third party product selling, branch opening, and strategic planning by managing 50 branches in the Division. In the year 2020 he was promoted as General Manager of the bank for heading the Commercial Banking group of the bank and Agri banking and Transactional banking group. As pan India head, the role is to prepare the business budget, allocation of budget to different business units, mentoring and follow up for the target achievement of the credit business. Also responsible for collection

and recovery, creating strategic partnerships with various Fintech companies and NBFCs to expand the business sourcing opportunities. He has retired from the bank on 31 May 2023.

Mr. Velayutham Anburaj is interested in resolution set out at Item No. 3 of the Notice with regard to his appointment. Mr. Velayutham Anburaj 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.

**Date: 24.01.2025**

**Place: Chennai**

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

**Anil Kumar Padhiali  
Company Secretary and Compliance officer  
Membership No- A53635**



## **ANNEXURE TO THE NOTICE**

### **BREIF 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. Velayutham Anburaj  Designation: Independent Director  DIN: 10836969
Date of Birth	28.05.1962
Age	63
Date of Appointment	24.01.2025
Qualification	He has completed his post-graduation in the year 1984 as Master of Commerce from Bharathidasan University and also completed MBA (Banking and Finance) from Alagappa University in 2011.
Expertise	Mr. Velayutham Anburaj, is a seasoned banking professional with expertise of more than 37 years in Banking, Financial Services and Insurance (BFSI) sector with strong understanding of banking regulations, operations and strategic planning in banking. His visionary thinking, leadership skills and understanding the business supported him to rise up to the level of the General Manager of the Bank. In Karur Vysya Bank he was engaged with various roles in branch banking and headed the strategic branches like Mumbai Fort, Chennai Anna Nagar, Karur , and Chennai T Nagar till 2017. He then promoted as Divisional Manager of the bank in the rank of DGM in 2017 to head the Chennai Division of the Bank. As DM he has managed the business development, Collections and recovery, third party product selling, branch opening, and strategic planning by managing 50 branches in the Division. In the year 2020 he was promoted as General Manager of the bank for heading the Commercial Banking group of the bank and Agri

	banking and Transactional banking group. As pan India head, the role is to prepare the business budget, allocation of budget to different business units, mentoring and follow up for the target achievement of the credit business. Also responsible for collection and recovery, creating strategic partnerships with various Fintech companies and NBFCs to expand the business sourcing opportunities.
Directorships in other companies	1)LGT BUSINESS CONNEXTIONS LIMITED  2) DUGAR FINANCE AND INVESTMENTS LIMITED
listed entities from which the person has resigned in the past three years	Nil
Memberships/ Chairmanships of Committees across companies	Company name: LGT BUSINESS CONNEXTIONS LIMITED  Chairman of the Audit and Nomination and Remuneration Committee
Committee Membership	Nil
Shareholding in Kothari Industrial Corporation Limited	Nil
Remuneration last drawn (FY 2023-2024)	NA
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 attended during the year	NA