

14<sup>th</sup> March, 2025

To,

BSE LIMITED  
P. J. Towers, Dalal Street,  
Fort Mumbai - 400 001

Scrip Code: 509732 (BSE)

Dear Sir/Madam,

**Sub: Disclosure of voting results of the EGM of the Company held on 14<sup>th</sup> March, 2025 pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015.**

We submit herewith the Consolidated Voting Results (remote e-voting and e-voting during the EGM) of the company's Extra-Ordinary General Meeting held on 14<sup>th</sup> March, 2025 together with the Scrutinizer's Report dated 14.03.2025.

**Thanking You,**

**Yours Faithfully,**

**For Kothari Industrial Corporation Limited**

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

### Details of Voting Results

Particulars	Details
Date of EGM	14.03.2025
Total number of Equity Shareholders as on the Record Date	51687
No. of shareholders present in the meeting either in person or through proxy	0
(a) Promoter group	0
(b) Public	0
No. of shareholders attended the meeting through video conference:	35
(a) Promoter group	6
(b) Public	29

**Item No.1:**
**Resolution required: Ordinary Resolution**
**Whether promoter/promoter group are interested in the agenda/resolution: Yes**
**Approval of Related Party Transaction for acquisition of 30% (Thirty) stake held by Mr. Rafiq Ahmed in Phoenix Kothari Footwear Limited**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*10$
Promoter	E-voting	34268772	1031379	3.01	1031379	0	100	0
& Promoter	Poll	NA	0	0	0	0	0	0
group	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	34268772	1031379	3.01	1031379	0	0	0
Public	E-voting	2363241	0	0	0	0	0	0
Institution(s)	Poll	NA	0	0	0	0	0	0
	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	2363241	0	0	0	0	0	0
Public Non-	E-voting	41051872	5740970	13.98	5739865	1105	99.98	0.02
Institutions	Poll	NA	0	0	0	0	0	0
	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	41051872	5740970	13.98	5739865	1105	99.98	0.02
Total		7,76,83,885	67,72,349	8.72	67,71,244	1105	99.98	0.02



**Item No.2:**
**Resolution required: Ordinary Resolution**
**Whether promoter/promoter group are interested in the agenda/resolution: Yes**
**Approval of Related Party Transaction with respect to purchase/acquisition of Sole Proprietor-Parveen Roadways by way of Slump Sale**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*10$
Promoter	E-voting	34268772	1031379	3.01	1031379	0	100	0
& Promoter	Poll	NA	0	0	0	0	0	0
group	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	34268772	1031379	3.01	1031379	0	0	0
Public	E-voting	2363241	0	0	0	0	0	0
Institution(s)	Poll	NA	0	0	0	0	0	0
	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	2363241	0	0	0	0	0	0
Public Non-	E-voting	41051872	5740970	13.98	5739860	1110	99.98	0.02
Institutions	Poll	NA	0	0	0	0	0	0
	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	41051872	5740970	13.98	5739860	1110	99.98	0.02
Total		7,76,83,885	67,72,349	8.72	67,71,239	1110	99.98	0.02

**Item No.3:**
**Resolution required: Special Resolution**
**Whether promoter/promoter group are interested in the agenda/resolution: Yes**
**To approve the issuance of 1,60,49,220 equity shares to Promoter and Non-promoters on a preferential basis**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		-1	-2	$(3)=(2)/(1)*100$	-4	-5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*10$
Promoter	E-voting	34268772	1031379	3.01	1031379	0	100	0
& Promoter group	Poll	NA	0	0	0	0	0	0
	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	34268772	1031379	3.01	1031379	0	0	0
Public	E-voting	2363241	0	0	0	0	0	0
Institution(s)	Poll	NA	0	0	0	0	0	0
	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	2363241	0	0	0	0	0	0
Public Non-Institutions	E-voting	41051872	5740970	13.98	5739820	1150	99.98	0.02
	Poll	NA	0	0	0	0	0	0
	Postal ballot(if applicable)	NA	0	0	0	0	0	0
	Total	41051872	5740970	13.98	5739820	1150	99.98	0.02
Total		7,76,83,885	67,72,349	8.72	67,71,199	1150	99.98	0.02

We write this to inform you that the aforesaid resolution has been passed with requisite Majority. We enclose the Scrutinizer's Report dated 14.03.2025 for your records.

Thanking you

Yours faithfully  
 For Kothari Industrial Corporation Limited

J. Rafiq Ahmed  
 Chairman and Managing Director  
 DIN: 02861341







**M/s. SANTOSH SENAPATI & Co.,**

**COMPANY SECRETARIES**

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies Management and Administration) Rules, 2014]**

**To**  
**The Chairman**  
**Kothari Industrial Corporation Limited**  
**114, Mahatma Gandhi Salai, Nungambakkam High Road,**  
**Chennai-600034**

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Extra Ordinary General Meeting (EGM) of Kothari Industrial Corporation Limited (the Company) held at 11.00 A.M. [Indian Standard Time] (IST) on Friday, the 14<sup>TH</sup> of March, 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

**Dear Sir,**

I, Mr. Santosh Kumar Senapati, a Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of Kothari Industrial Corporation Limited (the Company), having its Registered Office at Kothari Buildings, Nungambakkam High Road, Chennai-600034, for the purpose of scrutinizing the remote e-voting and e-voting during the EGM held at 11 A.M.(IST) Friday, 14<sup>TH</sup> of March, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in respect of the resolution as set out in the Notice of the EGM, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (the Rules), as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- 1) The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting and e-voting during the EGM in respect of the resolution set out in the Notice of the EGM of the Members of the Company.
- 2) My responsibility as Scrutinizer for the remote e-voting and e-voting during the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice of EGM which is detailed below, based on the reports generated from the -voting system provided by the Central Depository Services (India)Limited (CDSL).

Now, pursuant to the completion of the EGM of the Equity Shareholders of the Company held on Friday, the 14<sup>TH</sup> of March, 2025 at 11.AM, I submit my report as under;

- a) The e-voting facility for both remote e-voting and e-voting during the EGM through VC/OAVM was provided by Central Depository Services (India)Limited (CDSL).
- b) The e-voting period remained open from 9.00 AM on Tuesday, 11<sup>th</sup> March, 2025 up to 5.00 PM on Thursday, 13<sup>th</sup> March, 2025.
- c) The Company had also provided e-voting facility at the EGM held through VC/OAVM and also to those shareholders who had not cast their vote earlier through remote e-voting.
- d) The Equity shareholders holding shares as on Friday, 07<sup>TH</sup> of March, 2025, "cutoff date" were entitled to vote on the resolution stated in notice of the EGM of the company.
- e) As per the information given by the company, the names of the shareholders who had voted by remote-voting through the facility provided by CDSL had been blocked and only those members who were present at the EGM through VC/OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.

**Chandrika Chambers, 4A, 4<sup>th</sup> Floor, 15/4, Anthony Street (Opp. Pilot Theatre), Royapettah, Chennai-600014**  
**Mob: +91-9884529844, 9042629844. F-Mail ID: santoshsenapati1989@gmail.com**



# M/s. SANTOSH SENAPATI & Co.,

## COMPANY SECRETARIES

- f) After closure of e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of CDSL (www.evotingindia.com) in the presence of two witnesses, who are not in the employment of the company. The e-voting data results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted and the results were prepared.
- g) I have collated the votes cast through remote e-voting and e-voting through VC/OAVM and the same have been furnished hereunder:

### Resolution No: 1

#### Nature of resolution: Ordinary Resolution

Approval of Related Party Transaction for acquisition of 30% (Thirty) stake held by Mr. Rafiq Ahmed in Phoenix Kothari Footwear Limited:

#### I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of votes cast by them	% Of total number of valid votes cast
Remote E-VOTING	20	6771244	99.98
E-VOTING during the EGM	0	0	0.00
<b>TOTAL</b>	<b>20</b>	<b>6771244</b>	<b>99.98</b>

#### II) VOTED AGAINST RESOLUTION

	Number of members voted	Number of votes cast by them	% Of total number of valid votes cast
Remote E-VOTING	1	1105	0.02
E-VOTING during the EGM	0	0	0.00
<b>TOTAL</b>	<b>1</b>	<b>1105</b>	<b>0.02</b>

#### III) INVALID VOTES:

	Number of members voted	Number of votes cast by them
Remote E-VOTING	0	0
E-VOTING during the EGM*	1	62851
<b>TOTAL</b>	<b>1</b>	<b>62851</b>

\*The Shareholder "voted for" of the resolution but since the shareholder did not attend the EGM and voted after the EGM ended during the e-voting facility provided for 15 minutes, therefore we consider the vote as "invalid".

### Resolution No: 2

#### Nature of resolution: Ordinary Resolution

Approval of Related Party Transaction with respect to purchase/acquisition of Sole Proprietor-Parveen Roadways by way of Slump Sale:

Chandrika Chambers, 4A, 4<sup>th</sup> Floor, 15/4, Anthony Street (Opp. Pilot Theatre), Royapettah, Chennai-600014  
Mob: +91-9884529844, 9042629844, E-Mail ID: santoshsenapati1989@gmail.com





# M/s. SANTOSH SENAPATI & Co.,

COMPANY SECRETARIES

## I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of votes cast by them	% Of total number of valid votes cast
Remote E-VOTING	19	6771239	99.98
E-VOTING during the EGM	0	0	0.00
<b>TOTAL</b>	<b>19</b>	<b>6771239</b>	<b>99.98</b>

## II) VOTED AGAINST RESOLUTION

	Number of members voted	Number of votes cast by them	% Of total number of valid votes cast
Remote E-VOTING	2	1110	0.02
E-VOTING during the EGM	0	0	0.00
<b>TOTAL</b>	<b>2</b>	<b>1110</b>	<b>0.02</b>

## III) INVALID VOTES:

	Number of members voted	Number of votes cast by them
Remote E-VOTING	0	0
E-VOTING during the EGM*	1	62851
<b>TOTAL</b>	<b>1</b>	<b>62851</b>

\*The Shareholder "voted for" of the resolution but since the shareholder did not attend the EGM and voted after the EGM ended during the e-voting facility provided for 15 minutes, therefore we consider the vote as "invalid".

Resolution No: 3

Nature of resolution: Special Resolution

To approve the issuance of 1,60,49,220 equity shares to Promoter and Non-promoters on a preferential basis:

## I) VOTED FOR THE RESOLUTION

	Number of members voted	Number of votes cast by them	% Of total number of valid votes cast
Remote E-VOTING	18	6771199	99.98
E-VOTING during the EGM	0	0	0.00
<b>TOTAL</b>	<b>18</b>	<b>6834050</b>	<b>99.98</b>

## II) VOTED AGAINST RESOLUTION

	Number of	Number of votes	% Of total
--	-----------	-----------------	------------





**M/s. SANTOSH SENAPATI & Co.,**

**COMPANY SECRETARIES**

	members voted	cast by them	number of valid votes cast
Remote E-VOTING	3	1150	0.02
E-VOTING during the EGM	0	0	0.00
<b>TOTAL</b>	<b>3</b>	<b>1150</b>	<b>0.02</b>

**III) INVALID VOTES:**

	Number of members voted	Number of votes cast by them
Remote E-VOTING	0	0
E-VOTING during the EGM*	1	62851
<b>TOTAL</b>	<b>1</b>	<b>62851</b>

\*The Shareholder "voted for" of the resolution but since the shareholder did not attend the EGM and voted after the EGM ended during the e-voting facility provided for 15 minutes, therefore we consider the vote as "invalid".

The electronic data and all other relevant records relating to remote e-voting and e-voting during the EGM will be in my safe custody until the Chairman considers, approves, and signs the minutes of EGM and thereafter the same will be handed over to the Company for safe keeping.

**For SANTOSH SENAPATI & CO.,**

*Company Secretaries in Practice*



**CS. Santosh Kumar Senapati**

Membership No. 11548

CP No-16782

UDIN: F011548F004101139

Peer review certificate No: 2789/2022

Counter signed by:

**For and on behalf of Kothari Industrial Corporation Limited**

Chairman

Place: Chennai

Date: 14.03.2025



**Chandrika Chambers, 4A, 4<sup>th</sup> Floor, 15/4, Anthony Street (Opp. Pilot Theatre), Royapettah, Chennai-600014**  
**Mob: +91-9884529844, 9042629844, E-Mail ID: santoshsenapati1989@gmail.com**