



KOTHARI INDUSTRIAL CORPORATION LTD

CIN: L74110TN1970PLC005865

REG OFFICE: 114, Kothari Blds, Nungambakkam High Road Nungambakkam, Chennai, Tamil Nadu, India, 600034

EMAIL: companysecretary@kotharis.in

WEBSITE: www.kotharsi.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2025-2026 an Extra-Ordinary General Meeting ("EGM") of the Shareholders (Shareholders or Members) of the Company will be held on Friday 13th June, 2025 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means to transact the following special business:

SPECIAL BUSINESS:

1. Approval of KICL Employee Stock Option Scheme 2025 ("KICL ESOP 2025")

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read alongwith Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder and the Securities and Exchange Board of India ('SEBI') (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the articles of association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders be and is hereby accorded to the Board to grant, vest and allot, from time to time, and in one or more tranches, options under the KICL Employee Stock Option Scheme 2025 ("KICL ESOP 2025") to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as 'Eligible Employees') but does not include an employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe **46,86,000 equity shares of the Company from time to time under the KICL ESOP 2025**, and on such terms and conditions, as may be determined by the Board / Compensation Committee, in accordance with the provisions of KICL ESOP 2025 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, (as the case may be) the Board be and is hereby authorised to do all such acts,

deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair and equitable benefits under KICL ESOP 2025 are passed on to the Eligible Employees;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the option grantees under the KICL ESOP 2025 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- per equity share, bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect KICL ESOP 2025 on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate KICL ESOP 2025, subject to compliance with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time.

RESOLVED FURTHER THAT Board be and is hereby authorised to allot equity shares of the Company as may be required for the KICL ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under KICL ESOP 2025 on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the equity shares so issued and allotted under KICL ESOP 2025 shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the Compensation Committee to appoint Advisors, Consultants or Representatives, if applicable, being incidental to the effective implementation and administration of KICL ESOP 2025 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of KICL ESOP 2025 and to take all such steps and do all acts as may be incidental or ancillary thereto.

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

2. To Grant Employee Stock Options equal to or more than 1 % of the issued capital of the Company to the identified employee, if any, under KICL Employee Stock Option Scheme 2025

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014, read along with the provisions of the SEBI Share Based Employee Benefits and Sweat Equity Regulations 2021 ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment, modification(s) or

re-enactment of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company any other rules, regulations and guidelines issued by any other regulatory or governmental authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the Members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee thereof, including the Nomination and Remuneration Committee or any other Committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this resolution), to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options ("Options") during any one year, equal to or exceeding 1% of the expanded equity capital (excluding outstanding warrants and conversions) of the Company or subsidiary (ies) if any, subject to approval of shareholders via Special resolution for such identified employees before Grant of such options. At present no identified employee in this category.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection."

3. To approve the issuance of 1,36,37,600 equity shares to Promoter and Non-promoters on a preferential basis

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

"RESOLVED THAT pursuant to the provisions of Section 23 and Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), and other competent authorities including relevant Stock Exchanges and Reserve Bank of India (RBI) and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, by creation, offer, allot and issue, in one or more tranches, upto a maximum of 1,36,37,600 (One crore thirty six lakhs thirty seven thousand and six hundred only) Equity Shares of face value of Rs. 5/- each at an issue price of Rs. 72.60/- per equity share (including a premium of Rs. 67.60/- per equity share) aggregating upto Rs. 99,00,89,760/- (Rupees Ninety-nine crores eighty-nine thousand seven hundred and sixty only), for cash consideration to the following Promoter and Non-promoters (hereinafter referred to as the "Proposed Allottees"):-

Sr. No	Name of Proposed Allottee	Category of the Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration Amount (in ₹)
1.	Shrikarthik N	Non-Promoter	16000	11,61,600
2.	Nadia Khaleel	Non-Promoter	20000	14,52,000
3.	G Ramesh	Non-Promoter	172000	1,24,87,200
4.	Vijay Hundhuja	Non-Promoter	80000	58,08,000
5.	Thanikodi R	Non-Promoter	16000	11,61,600
6.	Parimala Krishnamurthy	Non-Promoter	240000	1,74,24,000
7.	Kurios Finvest Llp	Non-Promoter	280000	2,03,28,000
8.	Sumer Kohli	Non-Promoter	120000	87,12,000
9.	Balaji Goverthan	Non-Promoter	240000	1,74,24,000
10.	Saranga Investments & Consultancy Pvt Ltd	Non-Promoter	160000	1,16,16,000
11.	Sivakumar	Non-Promoter	20000	14,52,000
12.	Lakshmi Shanmugaraj	Non-Promoter	150000	1,08,90,000
13.	Amith Kumar Khadloya	Non-Promoter	50000	36,30,000
14.	Radhika Mohta	Non-Promoter	160000	1,16,16,000
15.	P Madhavan	Non-Promoter	424000	3,07,82,400
16.	Amit Yadav	Non-Promoter	400000	2,90,40,000
17.	P Radhakrishnan	Non-Promoter	24000	17,42,400
18.	Khushboo Choudhary	Non-Promoter	400000	2,90,40,000
19.	Aad Ram Lochhab	Non-Promoter	800000	5,80,80,000
20.	A.Rajabrabhu	Non-Promoter	400000	2,90,40,000
21.	Sathappan Soundaram	Non-Promoter	80000	58,08,000
22.	Fahad B S	Non-Promoter	40000	29,04,000
23.	Gani Rahman	Non-Promoter	80000	58,08,000
24.	Nagris Mohamed Yacoob	Non-Promoter	40000	29,04,000
25.	Venda V	Non-Promoter	60000	43,56,000

Sr. No	Name of Proposed Allottee	Category of the Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration Amount (in ₹)
26.	Prashanth Raj Govind	Non-Promoter	60000	43,56,000
27.	Poovanalingam Karthikeyan	Non-Promoter	33600	24,39,360
28.	Sathappan	Non-Promoter	32000	23,23,200
29.	S Ramanathan	Non-Promoter	22000	15,97,200
30.	Ajeetha Nihar	Non-Promoter	26000	18,87,600
31.	Vinay Prakash Ahuja	Non-Promoter	720000	5,22,72,000
32.	Ashwin Prakash Ahuja	Non-Promoter	88000	63,88,800
33.	Dhrthi Vinay Ahuja	Non-Promoter	36000	26,13,600
34.	Mehaan V Ahuja	Non-Promoter	36000	26,13,600
35.	Kasthuri Devi	Non-Promoter	13600	9,87,360
36.	Shamsuddeen	Non-Promoter	80000	58,08,000
37.	Prerna V Asrani	Non-Promoter	33600	24,39,360
38.	Dharam V Sheth	Non-Promoter	33600	24,39,360
39.	B Buvaaneswari	Non-Promoter	67200	48,78,720
40.	Padma Goyal	Non-Promoter	80000	58,08,000
41.	Madhu Kandoi	Non-Promoter	240000	1,74,24,000
42.	Payal Rathi	Non-Promoter	16000	11,61,600
43.	Poorvi Jain	Non-Promoter	33600	24,39,360
44.	Ajith Bohara	Non-Promoter	184000	1,33,58,400
45.	Joseph Benett Soris	Non-Promoter	60800	44,14,080
46.	Rajkumar P Narang	Non-Promoter	160000	1,16,16,000
47.	M Vagithumar	Non-Promoter	49600	36,00,960
48.	Aditya Bhansali	Non-Promoter	240000	1,74,24,000
49.	Rafiq Ahmed	Promoter	6820000	49,51,32,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential

Allotment of Equity Shares be and is hereby fixed as Rs. 72.60/- per equity share as on **May 14, 2025**, being the date 30 days prior to the date of the Extraordinary General Meeting i.e. **June 13, 2025**.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

4. Consents and permission required for change in utilization of proceeds raised from the preferential issue

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

“RESOLVED THAT in accordance with the provisions of Section 179 and other applicable provisions of the Companies Act, 2013 read with relevant rules framed thereunder, and pursuant to Regulation 162A and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subject to the approval of shareholders by way of a special resolution and any other necessary approvals, consents and permissions as may be required, the Board hereby approves the change in utilization of proceeds raised from the preferential issue of 1,60,49,220 equity shares made on 27th March 2025 and 08th April 2025 aggregating **₹61,78,94,970** (Rupees Sixty One crores Seventy Eight lakhs Ninety Four thousand Nine Hundred and Seventy), from the original object of “To Invest in the construction and setup of the fertilizer factory of the company” to the new object of “Investment in purchase of equity shares of Phoenix Kothari Footwear Limited”.

RESOLVED FURTHER THAT the revised utilization of funds is as follows:

Particulars	(₹)
Construction and setup of fertilizer factory of the Company	₹ 21,78,94,970
Investment in purchase of equity shares of Phoenix Kothari Footwear Limited	₹ 21,78,94,970

RESOLVED FURTHER THAT the Board confirms that the proposed change in the utilization of proceeds is in the interest of the Company and its stakeholders, and the revised object aligns with the long-term business goals of the Company.

RESOLVED FURTHER THAT the Board proposes to seek shareholders’ approval by way of a special resolution through postal ballot / general meeting in accordance with applicable laws, for effecting the aforesaid change in utilization of funds.

RESOLVED FURTHER THAT Anil Kumar Padhiali, Company Secretary and Compliance Officer and Rafiq Ahmed, Chairman and Managing Director of the Company be and are hereby jointly/severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including but not limited to preparation and dispatch of notice to shareholders, making necessary filings with regulatory authorities, stock exchanges, and to appoint professionals, consultants, and advisors, as may be required.”

5. Approval of Material Related Party Transaction with JR One Kothari Footwear Private Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions, and basis pursuant to the recommendations of the Audit Committee and the approval of the Board of the Company, the consent of the members be and is hereby accorded to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with JR One Kothari Footwear Private Limited, and a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1) (zb)

of the SEBI Listing Regulations in the nature of supply of goods and services on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28, such that the maximum value of the Related Party Transactions with JR One Kothari Footwear Private Limited, in aggregate, does not exceed Rupees 100,00,00,000/- (Rupees hundred crore only) in each financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other document(s) as may be required, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Approval of Material Related Party Transaction with JR Trading & Services W.L.L

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and basis pursuant to the recommendations of the Audit Committee and the approval of the Board of the Company, the consent of the members be and is hereby accorded to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with JR Trading & Services W.L.L, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations in the nature of supply of goods and services on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28, such that the maximum value of the Related Party Transactions with JR Trading & Services W.L.L, in aggregate, does not exceed Rupees 100,00,00,000/- (Rupees hundred crore only) in each financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other document(s) as may be required, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. Approval of Related Party Transactions with Evervan Kothari Footwear Private Limited (formerly known as Evervan Kothari Footwear Limited).

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions, and basis pursuant to the recommendations of the Audit Committee and the approval of the Board of the Company, the consent of the members be and is hereby accorded to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Evervan Kothari Footwear Private Limited, and a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations in the nature of supply of goods and services on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28, such that the maximum value of the Related Party Transactions with Evervan Kothari Footwear Private Limited, in aggregate, does not exceed Rupees 100,00,00,000/- (Rupees hundred crore only) in each financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other document(s) as may be required, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

8. Appointment of Mr. Gnanasambandam Venkatraghavan (DIN: 03482581), 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. Gnanasambandam Venkatraghavan (DIN: 03482581)**, who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 05th May 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 05th May 2025 till 04th May 2030 and not liable to retire by rotation;

“RESOLVED FURTHER THAT any Director 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: 17.05.2025

Place: Chennai

By Order of the Board
For Kothari Industrial Corporation Ltd
S/d
Rafiq Ahmed(DIN: 02861341)
Chairman and Managing Director

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 , websites of the Stock Exchange i.e., BSE Limited at 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 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 06th June 2025, may cast their vote by remote e-voting. The remote e-voting period commences on 10th June 2025 at 09:00 A.M. (IST) and ends on 12th June 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
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. 06th June 2025. Members seeking inspection of the aforementioned documents can send an email to 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, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL 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 or 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 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 10th June 2025 at 09:00 A.M. (IST) and ends on 12th June 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 06th June 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:

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon& New System Myeasi Tab. 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. 3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyeasiTab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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

Individual Members holding securities in demat mode with NSDL	<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: https:// eservices.nsdl.com 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 https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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>
Individual Members (holding securities in demat mode) login through their Depository Participants	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

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 helpdesk.evoting@dslindia.com 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 evoting@nsdl.co.in 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
- 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 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	
PAN*	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.
Dividend Bank Details or Date of Birth*	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 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.
- 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 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. 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 / 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 . 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. 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.

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

Item No. 1

Approval of KICL Employee Stock Option Scheme 2025 ("KICL ESOP 2025"):

Employee Stock Option Scheme is an effective instrument in promoting the culture of employee ownership, creating long term wealth in their hands which also helps the Company to attract and motivate the best available talent in competitive environment.

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

Further, with the various business diversification initiatives undertaken by the Company, the Company is expecting good business growth in the coming years, which requires the commitment of employees towards the organization. Hence, this is the right time to reward employees in the form of stock options."

The Nomination and Remuneration Committee to be designated as the Compensation Committee at its meeting inter-alia formulated the detailed terms and conditions of the said scheme which was duly approved by the Board of Directors of the Company ('the Board') at its meeting held on May 17, 2025 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the 'SBEB Regulations').

The Company seeks approval of the members for the issue of Stock Options to the Eligible Employees of the Companies as may be determined by the Compensation Committee of the Company

The salient features of KICL ESOP 2025 as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and SBEB Regulations are as under:

- 1. Brief description of the scheme:** The objective of the Scheme is to provide sense of ownership and participation to the employees in the Company and to attract new talent which will ultimately contribute to the success of the Company.
- 2. The total number of options, shares or benefits, as the case may be, to be granted:** 4686000 Options.
- 3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):** Present and future permanent employees who has been working in India or outside India, including Directors of the Company, whether the Managing Director or Whole time Directors of the Company, as may be determined by the Compensation Committee from time to time.

Further, as per SEBI Regulations and Companies Act, 2013 the employees who are Promoters or member of the Promoter group, independent directors or directors who themselves or through a relative/ body corporate directly or indirectly holds more than 10% of the outstanding equity shares of the Company, shall not be eligible to participate in the said ESOP Scheme.

- 4. The Appraisal process for determining the eligibility of the employee to the Scheme:** The appraisal process for determining the eligibility of the employees will be decided by the Compensation Committee from time to time. The appraisal process for determining the employees, to whom the options shall be granted, shall be based upon their past performance and potential future indications,

qualification, their experience in the field, period of service with the company, the status/designation of the Employees in the Company and other factors deemed relevant.

- 5. Requirements of Vesting and period of Vesting:** The vesting period will of 2 years from the date of grant. The Vesting shall occur on terms decided by the Board or the Compensation Committee. Granted Options shall lapse in case the employee fails to fulfill the said terms. The options granted shall vest so long as the employee continues to be in the employment of the Company.
- 6. Maximum period within which the options / benefit shall be vested:** The option/ benefit shall vest 2 years from the date of grant.
- 7. Exercise price, purchase price or pricing formula:** The Exercise price shall be on the year of experience served in the company as mentioned below.

Particular	Exercise Price
Eligible employee working with the company for more than 10 years as on the date of grant	Rs. 40/-
Eligible employee working with the company for more than 5 years as on the date of grant	Rs. 45/-
Eligible employee working with the company for more than 2 years as on the date of grant	Rs.50/-
Eligible employee working with the company for more than 1 year as on the date of grant	Rs.55/-
Eligible employee working with the company for less than 1 year as on the date of grant	Rs.60/-

- 8. Exercise period and process of exercise:** The exercise period means the time period after Vesting within which a Grantee may Exercise his right to apply for allotment of Shares against the Options vested in pursuance of the KICL ESOP 2025.

The eligible employee can exercise the options in following manner:

- 25% options from 3rd year from the date of grant;
- 25% options from 4th year from the date of grant and
- 50% options from 5th year from the date of grant.

The employee who wishes to exercise Vested Options, shall intimate such desire to the Committee by way of an intimation letter, in the form and manner provided in the KICL ESOP 2025.

- 9. The appraisal process for determining the eligibility of employees for the scheme(s):** The appraisal process for determining the eligibility of the employees will be decided by the Compensation Committee from time to time.
- 10. Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate:** Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee, in aggregate, shall not exceed to 4686000 options, subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.
- 11. Maximum quantum of benefits to be provided per employee under the scheme(s):** The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of options *i.e., the difference between the exercise price and selling price in the open market.*
- 12. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:** KICL ESOP 2025 shall be administered by the Company and not through a trust.
- 13. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:** The scheme only involves new issue of shares by the Company.
- 14. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc. :** Not Applicable

15. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s): Not Applicable

16. The conditions under which the option vested in employees may lapse, e.g. in case of termination of employment for misconduct: below are the instances stating the treatment in case of occurrence of events:

- **Resignation or Termination:** In the event of resignation or termination of the employee, all vested options to be exercised within the period of notice period, else the option shall stand lapsed
- **Termination for misconduct:** In the event of termination for misconduct of the employee, all vested, unvested as on that day shall lapse
- **Death:** In the event of death of the employee while in employment, all the Options Granted to him under the Plan till such date shall vest forthwith in the nominee(s), and in the absence of any nomination, in the legal heir(s) of the deceased employee
 - Vested Options can be exercised by the Nominee(s) or legal heir(s) (within the relevant exercise period) in the same manner as the Option holder could have exercised had he been alive, subject to the production of documentary evidence to the satisfaction of the Company with respect to identification of Nominee(s) or legal heir(s) and upon compliance with such other formalities as may be required by the Company
- **Permanent disability:** In the event of permanent disability of an Option holder, while in employment of the Company or its subsidiary, all Options Granted to him as on date of permanent disability would vest in him on that day. The Options would be exercisable at any time within the exercise period, as per the Plan
- **Transfer:** In the event of an Option holder being transferred to a subsidiary Company/associate Company at the instance of or with consent of the Company or its subsidiary, such Option holder will continue to hold all vested Options and can exercise them anytime within the exercise period. All unvested Options shall vest as per the Vesting schedule and can be exercised any time within the exercise period
- **Retirement:** In the event of retirement of an Option holder at the instance of or with consent of the Company, employee will continue to hold all vested Options and can exercise them anytime within the exercise period. All unvested Options shall vest as per the Vesting schedule. The Options can be exercised at any time within the exercise period. The above is applicable provided the employee does not enter into competition is employed by a competitor

17. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of an employee – Resignation or Termination: In the event of resignation or termination of the employee, all vested options to be exercised within the period of notice period, else the option shall stand lapsed, and, **Termination for misconduct:** In the event of termination for misconduct of the employee, all vested, unvested as on that day shall lapse.

18. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15: The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.

19. The method which the company shall use to value its options: To calculate the employee compensation cost, the Company shall use the Fair Value Method.

20. Lock-in: Nil

Regulation 6 (1) of SBEB Regulations and Rule 12 (1) of the Companies (Share Capital and Debentures) Rules, 2014 ('ESOP Rules'), requires that every employee stock option scheme shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as KICL ESOP 2025 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Accordingly, the special resolution set out at Item No. 1 of this Notice is proposed for approval by members.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted stock options under KICL ESOP 2025 may be deemed to be concerned or interested in the special resolution set out in Item No. 1 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolution.

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

Item No. 2

Grant of Employee Stock Options equal to or more than 1 % of the issued capital of the Company to the identified employees under KICL Employee Stock Option Plan 2025:

At present no identified employee in this category where employee stock options ("Options") to be granted to any identified employee which is in excess of 1% of the issued capital (excluding outstanding warrants and conversions) of the Company. In future, board may want to hire a leader with a record of strong entrepreneurial quality considering the 360-degree growth of Kothari Group. However, given the popularity of employee stock options in industry and company, we may have to pay a market-based compensation for this position.

Such grant of Options in excess of 1% of this issued capital will be subject to approval of shareholders via Special resolution for such identified employees before Grant of such options. This resolution is proposed with a view to allow board to identify member for this category subject to specific approval by special resolution for identified employees.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the ESOP 2025.

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

Item No. 3

Issuance of Equity Shares on Preferential Basis to Promoter and Non-Promoters:

The Board of Directors of the Company ("Board") in their meeting held on **May 17,2025** subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 1,36,37,600 (One crore thirty six lakhs thirty seven thousand and six hundred only) Equity Shares at an issue price of Rs. – 72.60/-, aggregating up to Rs. 99,00,89,760/-(Rupees Ninety-nine crores eighty-nine thousand seven hundred and sixty only), on preferential basis to the Proposed Allottees mentioned below in accordance with the provisions of SEBI ICDR Regulations.

Sr. No	Name of Proposed Allottee	Category of the Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration Amount (in ₹)
1.	Shrikarthik N	Non-Promoter	16000	11,61,600
2.	Nadia Khaleel	Non-Promoter	20000	14,52,000
3.	G Ramesh	Non-Promoter	172000	1,24,87,200
4.	Vijay Hundhuja	Non-Promoter	80000	58,08,000
5.	Thanikodi R	Non-Promoter	16000	11,61,600
6.	Parimala Krishnamurthy	Non-Promoter	240000	1,74,24,000

Sr. No	Name of Proposed Allottee	Category of the Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration Amount (in ₹)
7.	Kurios Finvest Llp	Non-Promoter	280000	2,03,28,000
8.	Sumer Kohli	Non-Promoter	120000	87,12,000
9.	Balaji Goverthan	Non-Promoter	240000	1,74,24,000
10.	Saranga Investments & Consultancy Pvt Ltd	Non-Promoter	160000	1,16,16,000
11.	Sivakumar	Non-Promoter	20000	14,52,000
12.	Lakshmi Shanmugaraj	Non-Promoter	150000	1,08,90,000
13.	Amith Kumar Khadloya	Non-Promoter	50000	36,30,000
14.	Radhika Mohta	Non-Promoter	160000	1,16,16,000
15.	P Madhavan	Non-Promoter	424000	3,07,82,400
16.	Amit Yadav	Non-Promoter	400000	2,90,40,000
17.	P Radhakrishnan	Non-Promoter	24000	17,42,400
18.	Khushboo Choudhary	Non-Promoter	400000	2,90,40,000
19.	Aad Ram Lochhab	Non-Promoter	800000	5,80,80,000
20.	A.Rajabrabhu	Non-Promoter	400000	2,90,40,000
21.	Sathappan Soundaram	Non-Promoter	80000	58,08,000
22.	Fahad B S	Non-Promoter	40000	29,04,000
23.	Gani Rahman	Non-Promoter	80000	58,08,000
24.	Nagris Mohamed Yacoob	Non-Promoter	40000	29,04,000
25.	Venda V	Non-Promoter	60000	43,56,000
26.	Prashanth Raj Govind	Non-Promoter	60000	43,56,000
27.	Poovanalingam Karthikeyan	Non-Promoter	33600	24,39,360
28.	Sathappan	Non-Promoter	32000	23,23,200
29.	S Ramanathan	Non-Promoter	22000	15,97,200

Sr. No	Name of Proposed Allottee	Category of the Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration Amount (in ₹)
30	Ajeetha Nihar	Non-Promoter	26000	18,87,600
31.	Vinay Prakash Ahuja	Non-Promoter	720000	5,22,72,000
32.	Ashwin Prakash Ahuja	Non-Promoter	88000	63,88,800
33.	Dhrthi Vinay Ahuja	Non-Promoter	36000	26,13,600
34.	Mehaan V Ahuja	Non-Promoter	36000	26,13,600
35.	Kasthuri Devi	Non-Promoter	13600	9,87,360
36.	Shamsuddeen	Non-Promoter	80000	58,08,000
37.	Prerna V Asrani	Non-Promoter	33600	24,39,360
38.	Dharam V Sheth	Non-Promoter	33600	24,39,360
39.	B Buvaaneswari	Non-Promoter	67200	48,78,720
40.	Padma Goyal	Non-Promoter	80000	58,08,000
41.	Madhu Kandoi	Non-Promoter	240000	1,74,24,000
42.	Payal Rathi	Non-Promoter	16000	11,61,600
43.	Poorvi Jain	Non-Promoter	33600	24,39,360
44.	Ajith Bohara	Non-Promoter	184000	1,33,58,400
45.	Joseph Benett Soris	Non-Promoter	60800	44,14,080
46.	Rajkumar P Narang	Non-Promoter	160000	1,16,16,000
47.	M Vagithumar	Non-Promoter	49600	36,00,960
48.	Aditya Bhansali	Non-Promoter	240000	1,74,24,000
49.	Rafiq Ahmed	Promoter	6820000	49,51,32,000

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made there under (the “Act”), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V of the SEBI ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

1. Objects of the issue:

The proceeds of the proposed issue will be utilized to support the Company's existing and new business activities. These include but are not limited to the following:

- Expansion and development of the existing fertilizer division, including obtaining regulatory approvals, land acquisition, and setting up manufacturing facilities;
- Investment in research, development, and commercialization of drone technology and drone-based solutions;
- Strengthening and scaling operations in the food processing and distribution division;
- Enhancing capacity, marketing, and reach of the Company's footwear division;
- Exploration and execution of other new and emerging business opportunities in line with the strategic growth objectives of the Company.

A portion of the proceeds may also be used to support the Company's international business activities across the above sectors, including setting up subsidiaries or joint ventures, strategic acquisitions, working capital requirements, and brand building initiatives.

The objective is to ensure optimal utilization of funds to generate long-term value for the shareholders while diversifying and strengthening the Company's overall business portfolio.

Though, the requirement stipulated by BSE notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore. Please note, the fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the preferential issue

2. Intention of promoters/directors/ key management persons to subscribe to the offer:

Except Mr. Rafiq Ahmed (Promoter and Managing Director), none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe any equity shares proposed to be issued under the aforesaid Preferential Allotment

3. Relevant date:

The Relevant Date in accordance with Chapter V of SEBI (ICDR) Regulations is **14th May, 2025** (i.e. 30 days prior to the date of EGM).

4. Pricing of the issue:

The Equity Shares of the Company are listed at the BSE Limited ("BSE"). The equity shares are infrequently traded on BSE. Please note, where the equity shares are infrequently traded, the price determined by the Issuer shall take into account valuation parameters as prescribed under Regulation 165 of the SEBI ICDR Regulations, 2018.

Being infrequently traded shares, the company has obtained Valuation report dated 14th May, 2025 from Mrs. Khusbu Agarwal (SFA) registered with IBBI having Registration Number-IBBI/RV/03/2021/14393, Independent Registered valuer, having office at BL-Front, 4th Floor, Flat-4B, Madhuban Apartment, 322A Banku Bihari Chatterjee Road, Kolkata-700042. As per the said report, the floor price is Rs. 72.53/-

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of equity share preferential basis shall be at Rs. 72.60/- each. The said valuation report is available at Company website link www.kotharis.in

Method of determination of price as per the Articles of Association of the Company – The Articles of Association of the Company allowed to determine the price of the shares as per valuation report issued by a registered valuer.

5. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No	Name of the Proposed Allottees	Current status	Proposed status
1.	Shrikarthik N	Non-Promoter	Non-Promoter
2.	Nadia Khaleel	Non-Promoter	Non-Promoter
3.	G Ramesh	Non-Promoter	Non-Promoter
4.	Vijay Hundhuja	Non-Promoter	Non-Promoter
5.	Thanikodi R	Non-Promoter	Non-Promoter
6.	Parimala Krishnamurthy	Non-Promoter	Non-Promoter
7.	Kurios Finvest Llp	Non-Promoter	Non-Promoter
8.	Sumer Kohli	Non-Promoter	Non-Promoter
9.	Balaji Goverthan	Non-Promoter	Non-Promoter
10.	Saranga Investments & Consultancy Pvt Ltd	Non-Promoter	Non-Promoter
11.	Sivakumar	Non-Promoter	Non-Promoter
12.	Lakshmi Shanmugaraj	Non-Promoter	Non-Promoter
13.	Amith Kumar Khadloya	Non-Promoter	Non-Promoter
14.	Radhika Mohta	Non-Promoter	Non-Promoter
15.	P Madhavan	Non-Promoter	Non-Promoter
16.	Amit Yadav	Non-Promoter	Non-Promoter
17.	P Radhakrishnan	Non-Promoter	Non-Promoter
18.	Khushboo Choudhary	Non-Promoter	Non-Promoter
19.	Aad Ram Lochhab	Non-Promoter	Non-Promoter
20.	A.Rajabrabhu	Non-Promoter	Non-Promoter
21.	Sathappan Soundaram	Non-Promoter	Non-Promoter
22.	Fahad B S	Non-Promoter	Non-Promoter
23.	Gani Rahman	Non-Promoter	Non-Promoter
24.	Nagris Mohamed Yacoob	Non-Promoter	Non-Promoter
25.	Venda V	Non-Promoter	Non-Promoter
26.	Prashanth Raj Govind	Non-Promoter	Non-Promoter
27.	Poovanalingam Karthikeyan	Non-Promoter	Non-Promoter
28.	Sathappan	Non-Promoter	Non-Promoter
29.	S Ramanathan	Non-Promoter	Non-Promoter
30.	Ajeetha Nihar	Non-Promoter	Non-Promoter
31.	Vinay Prakash Ahuja	Non-Promoter	Non-Promoter
32.	Ashwin Prakash Ahuja	Non-Promoter	Non-Promoter
33.	Dhrithi Vinay Ahuja	Non-Promoter	Non-Promoter
34.	Mehaan V Ahuja	Non-Promoter	Non-Promoter
35.	Kasthuri Devi	Non-Promoter	Non-Promoter
36.	Shamsuddeen	Non-Promoter	Non-Promoter
37.	Prerna V Asrani	Non-Promoter	Non-Promoter

Sr. No	Name of the Proposed Allottees	Current status	Proposed status
38.	Dharam V Sheth	Non-Promoter	Non-Promoter
39.	B Buvaaneswari	Non-Promoter	Non-Promoter
40.	Padma Goyal	Non-Promoter	Non-Promoter
41.	Madhu Kandoi	Non-Promoter	Non-Promoter
42.	Payal Rathi	Non-Promoter	Non-Promoter
43.	Poorvi Jain	Non-Promoter	Non-Promoter
44.	Ajith Bohara	Non-Promoter	Non-Promoter
45.	Joseph Benett Soris	Non-Promoter	Non-Promoter
46.	Rajkumar P Narang	Non-Promoter	Non-Promoter
47.	M Vagithumar	Non-Promoter	Non-Promoter
48.	Aditya Bhansali	Non-Promoter	Non-Promoter
49.	Rafiq Ahmed	Promoter	Promoter

6. Proposed time within which the allotment shall be completed:

In terms of ICDR Regulations, preferential allotment pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of such resolution provided that where the allotment is pending on account of pendency of any application for approval or permission by any Regulatory Authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Sr. No	Name of the Proposed Allottees	Ultimate Beneficial owner
1.	Saranga Investments & Consultancy Pvt Ltd	S Natarajan, Prasana, Rajalakshmi Natarajan
2	Kurios Finvest LLP	Renuka Kumar Shamila Kohli Sachika Kumar

8. The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed allottee consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottee as mentioned in table below pursuant to the aforesaid issue.

Sr. No	Name of the Proposed Allottees	Pre- Preferential Allotment		Post Preferential Allotment (Post Issue of Equity Share)	
		Holding	%	Holding	%
1.	Shrikarthik N	0	0.00	16000	0.01
2.	Nadia Khaleel	0	0.00	20000	0.02
3.	G Ramesh	100000	0.11	272000	0.25
4.	Vijay Hundhuja	0	0.00	80000	0.07

Sr. No	Name of the Proposed Allottees	Pre- Preferential Allotment		Post Preferential Allotment (Post Issue of Equity Share)	
		Holding	%	Holding	%
5.	Thanikodi R	15000	0.02	31000	0.03
6.	Parimala Krishnamurthy	0	0.00	240000	0.22
7.	Kurios Finvest LLP	0	0.00	280000	0.26
8.	Sumer Kohli	0	0.00	120000	0.11
9.	Balaji Goverthan	0	0.00	240000	0.22
10.	Saranga Investments & Consultancy Pvt Ltd	600000	0.64	760000	0.71
11.	Sivakumar	25000	0.03	45000	0.04
12.	Lakshmi Shanmugaraj	0	0.00	150000	0.14
13.	Amith Kumar Khadloya	0	0.00	50000	0.05
14.	Radhika Mohta	0	0.00	160000	0.15
15.	P Madhavan	3000000	3.20	3424000	3.19
16.	Amit Yadav	0	0.00	400000	0.37
17.	P Radhakrishnan	0	0.00	24000	0.02
18.	Khushboo Choudhary	0	0.00	400000	0.37
19.	Aad Ram Lochhab	0	0.00	800000	0.75
20.	A.Rajabrabhu	3650000	3.89	4050000	3.77
21.	Sathappan Soundaram	0	0.00	80000	0.07
22.	Fahad B S	50000	0.05	90000	0.08
23.	Gani Rahman	0	0.00	80000	0.07
24.	Nagris Mohamed Yacoob	0	0.00	40000	0.04
25.	Venda V	0	0.00	60000	0.06
26.	Prashanth Raj Govind	0	0.00	60000	0.06
27.	Poovanalingam Karthikeyan	0	0.00	33600	0.03
28.	Sathappan	2250	0.00	34250	0.03
29.	S Ramanathan	0	0.00	22000	0.02
30.	Ajeetha Nihar	50000	0.05	76000	0.07
31.	Vinay Prakash Ahuja	0	0.00	720000	0.67
32.	Ashwin Prakash Ahuja	0	0.00	88000	0.08
33.	Dhrthi Vinay Ahuja	0	0.00	36000	0.03
34.	Mehaan V Ahuja	0	0.00	36000	0.03
35.	Kasthuri Devi	0	0.00	13600	0.01
36.	Shamsuddeen	700000	0.75	780000	0.73
37.	Prerna V Asrani	0	0.00	33600	0.03
38.	Dharam V Sheth	0	0.00	33600	0.03
39.	B Buvaaneswari	55000	0.06	122200	0.11
40.	Padma Goyal	0	0.00	80000	0.07
41.	Madhu Kandoi	0	0.00	240000	0.22
42.	Payal Rathi	0	0.00	16000	0.01
43.	Poorvi Jain	0	0.00	33600	0.03
44.	Ajith Bohara	365000	0.39	549000	0.51
45.	Joseph Benett Soris	0	0.00	60800	0.06
46.	Rajkumar P Narang	710010	0.76	870010	0.81
47.	M Vagithumar	0	0.00	49600	0.05
48.	Aditya Bhansali	0	0.00	240000	0.22

Sr. No	Name of the Proposed Allottees	Pre- Preferential Allotment		Post Preferential Allotment (Post Issue of Equity Share)	
		Holding	%	Holding	%
49.	Rafiq Ahmed	41590734	44.37	48410734	45.09

9. Justification For The Allotment Proposed To Be Made For Consideration Other Than Cash Together With The Valuation Report Of The Registered Valuer:

Not Applicable

10. Lock In Restrictions:

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

11. PCS Certificate:

A Certificate from **M/s Santhosh Senapati & Co , Practicing Company Secretaries, Chennai**, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 shall be placed on the website of the Company and will be available for inspection at the registered office of the company on all working days, except Saturdays, Sundays and Public Holidays, till the last date for receipt of the postal ballot forms from the shareholders. This certificate is also placed on the website of the Company at the following link www.kotharis.in

12.Undertaking to re-compute the Price:

Since the Company's equity shares have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, there is no need for the Bank to re-compute the price of equity shares to be issued and therefore, the Bank is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

13. Undertaking to Put Under Lock-In till The Recomputed Price Is Paid:

The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

14. Lock-in period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

15. Shareholding pattern of the company before and after the issue:

The pre-issue shareholding pattern of the Company as of April 08, 2025 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is provided herein below:

SHP as April 08, 2025

S. No.	Category	Pre Issue		Post Issue	
(A)	Shareholding of Promoter and Promoter Group	No. of Shares	(%) of Holding	No. of Share	(%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	4,34,94,300	46.40	5,03,14,300	46.86
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	1,07,526	0.11	1,07,526	0.10
	Sub Total(A)(1)	4,36,01,826	47.03	5,04,21,826	46.96
2	Foreign				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	3,06,946	0.33	3,06,946	0.29
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Other (specify)	3,60,000	0.38	3,60,000	0.34
	Sub Total(A)(2)	6,66,946	0.71	6,66,946	0.62
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4,42,68,772	47.23	5,10,88,772	47.58

S. No.	Category	Pre Issue		Post Issue	
(B)	Public shareholding	No. of Shares	(%) of Holding	No. of Share	(%) of holding
1	Institutions				
(a)	Mutual Funds/ UTI	1,33,580	0.14	1,33,580	0.12
(b)	Any Other (specify)				
	Banks	7,511	0.01	7,511	0.01
	Insurance Companies	22,02,100	2.38	22,02,100	2.05
	NBFCs registered with RBI	20	0.00	20	0.00
	Alternate Investment Funds	-	-	-	-
	Any Other	50	0.00	50	0.00
	Sub-Total (B)(1)	23,43,261	2.53	23,43,261	2.18
2	Non-institutions				
(a)	Bodies Corporate	22,03,888	2.38	23,63,888	2.20

(b)	Non Resident Indians (NRIs)	11,94,847	1.29	11,94,847	1.11
(c)	Foreign Companies	70,56,000	7.61	70,56,000	6.57
(d)	Individuals	3,55,89,313	38.38	4,29,81,913	40.03
(e)	Any other (specify)				
	Hindu Undivided Family (HUF)	42,225	0.05	42,225	0.04
	Limited Liability Partnership (LLP)	3,105	0.00	2,83,105	0.26
	TRUST	1,256	0.00	1,256	0.00
	Others	15,438	0.02	15,438	0.01
	Sub-Total (B)(2)	4,61,06,072	49.73	5,39,38,672	
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4,84,49,333	52.25	5,62,81,933	52.42
	TOTAL (A)+(B)	9,37,33,105	100	10,73,70,705	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	9,37,33,105	100	10,73,70,705	100

16. Change in management/ control:

The issue of equity shares will not result in any change in the management or control of the Company. As it is proposed to issue and allot the aforesaid securities on preferential basis, special resolution is required to be passed by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

17. Undertakings:

- The promoter is familiarized with the SEBI Takeover Regulations and undertake to comply with all the applicable provisions of the said regulations if Equity shares triggers an obligation to make an open offer.
- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
- Since the Equity Shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
- The Equity Shares held by the proposed allottee in the Company are in dematerialized form only.
- None of the proposed allottee have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

18. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

On April 08, 2025 company had made the allotment of 10,15,000 Equity Shares to the below allottees at issue price of Rs. 38.50/- each

Sr No	Name of the allottees	No of shares
1	Ranveer Kumar	1000000
2	Gunaseelan	15000

19. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

20. Principal terms of assets charged as securities:

Not Applicable.

21. Disclosure pertaining to wilful defaulters or a fraudulent Borrower:

Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at item no. 3 for the approval of the members.

Mr. Rafiq Ahmed forming part of the Promoter of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoter. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 4

Consents and permission required for change in utilization of proceeds raised from the preferential issue:

The members are informed that in the Extra-Ordinary General Meeting (EGM) held on **14th March 2025**, the Company had proposed and obtained approval for raising funds through **preferential allotment of shares** aggregating to **₹61,78,94,970**, with the following proposed utilization:

S. No.	Particulars	Amount (₹)
1.	Investment in a footwear company	40,00,00,000
2.	Investment in purchase of equity shares of Phoenix Kothari Footwear Limited	21,78,94,970
Total		61,78,94,970

Out of the above, the Company has already utilized ₹40,00,00,000 towards advance payment for purchase of equity shares in Phoenix Kothari Footwear Limited, fulfilling the first objective.

However, the Company is ongoing process of identifying and acquiring a suitable land parcel for the fertilizer factory and necessary licenses. In the best interests of the Company and its stakeholders, the Board of Directors proposes to modify the existing objects clause to enable the Company to Investment in purchase of equity shares of Phoenix Kothari Footwear Limited, aligning with the company's current strategic focus and growth plans. This change is intended to ensure the use of the Company's resources without idling the funds.

Although the funds were not raised through a public issue and hence Section 13(8) of the Companies Act, 2013 may not directly apply, the Board, as a matter of good governance and transparency, seeks shareholders' approval by way of a special resolution for the proposed change in the object of fund utilization.

Except Mr. Rafiq J Ahmed, Chairman and Managing Director of the company, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Item No. 5

Approval of Material Related Party Transaction with JR One Kothari Footwear Private Limited:

The Board of Directors of the Company ("Board") in their meeting held on 17th May 2025 subject to shareholders approval, have approved the Material Related Party Transaction with JR One Kothari Footwear Private Limited pursuant to the recommendations made by the Audit Committee.

JR One Kothari Footwear Private Limited is a prominent Indian footwear manufacturing company, established on December 27, 2022. The company proposes to supply goods and services to JR One Kothari Footwear Private Limited, a related party where Mr. Rafiq Ahmed, Chairman and Managing Director of KICL is holding directorship and shareholding interest. The transaction is being entered for the goods and services on such material terms and conditions as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28. Currently KICL is supplying food services to the employees of JR One Kothari Footwear Private Limited. Approval of shareholders is being taken for entering for the transactions for the aforesaid period.

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") approval of the Members by way of an ordinary resolution is required for all material related party transactions. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower.

Since, the transaction value is likely to exceed the threshold of Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company in each of the upcoming aforementioned Financial years, the shareholders' approval is required for this transaction.

As per the Regulation 23 of SEBI LODR 2015, all the Related Party Transactions have to be examined by the Audit Committee and recommended to the Board of Directors and is further accorded with the consent of the members of the company. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 17th May 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and as per SEBI master circular dated November 11, 2024 is provided herein below:

Resolution Item No. 5: Approval of Material Related Party Transaction with JR One Kothari Footwear Private Limited.

Sl.no	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. J. Rafiq Ahmed, Chairman and Managing Director of Kothari Industrial Corporation Limited holding director and shareholding interest in JR One Kothari Footwear Private Limited.
2	Type, tenure, material terms and particulars	The transaction is being entered for the goods and services on such material terms and conditions as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28. Currently KICL is supplying food services to the employees of JR One Kothari Footwear Private Limited. Approval of shareholders is being taken for entering the transactions for the aforesaid period.
3	Value of the transaction	Not exceeding Rupees 100,00,00,000/- (Rupees one hundred crore only) for each of the FY 2025-26, 2026-27, 2027-28.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Annual consolidated turnover of KICL for the FY 2023-2024 is Rs. 13.63 crores Proposed value of the transaction is Rs. 100 crores. Percentage: 734%
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	NA
6	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction is being entered into by Kothari Industrial Corporation Limited for growth of the business activities and thereby increasing the revenue in the interest of the company and its stakeholders.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
8	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Turnover of JR One Kothari Footwear Private Limited for FY 2023-24- Rs. 8,31,770 Value of proposed RTP is Rs.100 crores. Percentage is 1201790.68%
9	Any other information that may be relevant	No

Except Mr. Rafiq J Ahmed, Chairman and Managing Director of the company, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 5 of the notice.

Item No. 6

Approval of Material Related Party Transaction with JR Trading & Services W.L.L:

The Board of Directors of the Company ("Board") in their meeting held on 17th May 2025 subject to shareholders approval, have approved the Material Related Party Transaction with JR Trading & Services W.L.L pursuant to the recommendations made by the Audit Committee.

JR Trading & Services W.L.L is a Qatar-based company engaged in international trade, with a focus on importing electrical components. JR Trading & Services W.L.L specializes in the import of electrical machinery and equipment, catering to the needs of various industries within Qatar. Their product range includes components essential for electrical circuit protection and connectivity.

The company proposes to supply goods and services to JR Trading & Services W.L.L, a related party where Mr. Rafiq Ahmed, Chairman and Managing Director of KICL is a partner and shareholding interest . The transaction is being entered for the goods and services on such material terms and conditions as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28. Kothari Industrial Corporation Limited is supplying footwear products to JR Trading & Services W.L.L. Approval of shareholders is being taken for entering the transactions for the aforesaid period.

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") approval of the Members by way of an ordinary resolution is required for all material related party transactions. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower.

Since, the transaction value is likely to exceed the threshold of Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company in each of the upcoming aforementioned Financial years, the shareholders' approval is required for this transaction.

As per the Regulation 23 of SEBI LODR 2015, all the Related Party Transactions have to be examined by the Audit Committee and recommended to the Board of Directors and is further accorded with the consent of the members of the company. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 17th May 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and as per SEBI master circular dated November 11, 2024 is provided herein below:

Resolution Item No. 6: Approval of Material Related Party Transaction with JR Trading & Services W.L.L.

Sl.no	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. J. Rafiq Ahmed, Chairman and Managing Director of Kothari Industrial Corporation Limited is a partner and having shareholding interest in JR Trading & Services W.L.L.
2	Type, tenure, material terms and particulars	The transaction is being entered for the goods and services on such material terms and conditions as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28. Kothari Industrial Corporation Limited is supplying footwear products to JR Trading & Services W.L.L. Approval of shareholders is being taken for entering the transactions for the aforesaid period.
3	Value of the transaction	Not exceeding Rupees 100,00,00,000/- (Rupees one hundred crore only) for each of the FY 2025-26, 2026-27, 2027-28.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Annual consolidated turnover of KICL for the FY 2023-2024 is Rs. 13.63 crores Proposed value of the transaction is Rs. 100 crores. Percentage: 734%
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	NA
6	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction is being entered into by Kothari Industrial Corporation Limited for growth of the business activities and thereby increasing the revenue in the interest of the company and its stakeholders.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
8	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Turnover of JR Trading & Services W.L.L from 01.01.2024 to 31.12.2024 is 2552543.32 QAR Value of proposed RTP is Rs.100 crores. Percentage- 1742.15%
9	Any other information that may be relevant	No

Except Mr. Rafiq J Ahmed, Chairman and Managing Director of the company, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 6 of the notice.

Item No. 7

Approval of Material Related Party Transaction with Evervan Kothari Footwear Private Limited (formerly known as Evervan Kothari Footwear Limited):

The Board of Directors of the Company ("Board") in their meeting held on 17th May 2025 subject to shareholders approval, have approved the Material Related Party Transaction with Evervan Kothari Footwear Private Limited pursuant to the recommendations made by the Audit Committee.

Evervan Kothari Footwear Private Limited (formerly known as Evervan Kothari Footwear Limited)

is incorporated on December 12, 2022 and the company is specializes in the production of non-leather footwear. The company proposes to supply goods and services to Evervan Kothari Footwear Private Limited, a related party where Mr. Rafiq Ahmed, Chairman and Managing Director of KICL is holding directorship and shareholding interest. The transaction is being entered for the goods and services on such material terms and conditions as may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28. Kothari Industrial Corporation Limited is supplying food and transportation services to Evervan Kothari Footwear Private Limited. Approval of shareholders is being taken for entering into an agreement for the transactions for the aforesaid period.

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") approval of the Members by way of an ordinary resolution is required for all material related party transactions. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower.

Since, the transaction value is likely to exceed the threshold of Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company in each of the upcoming aforementioned Financial years, the shareholders' approval is required for this transaction.

As per the Regulation 23 of SEBI LODR 2015, all the Related Party Transactions have to be examined by the Audit Committee and recommended to the Board of Directors and is further accorded with the consent of the members of the company. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 17th May 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and as per SEBI master circular dated November 11, 2024 is provided herein below:

Resolution Item No. 7: Approval of Material Related Party Transaction with Evervan Kothari Footwear Private Limited (formerly known as Evervan Kothari Footwear Limited):

Sl.no	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. J. Rafiq Ahmed, Chairman and Managing Director of Kothari Industrial Corporation Limited is holding directorship and shareholding interest in Evervan Kothari Footwear Private Limited.
2	Type, tenure, material terms and particulars	The transaction is being entered for the goods and services on such material terms and conditions as

		may be mutually agreed between the parties, for a period of three financial years being FY 2025-26, 2026-27, 2027-28. Kothari Industrial Corporation Limited is supplying food and transportation services to Evervan Kothari Footwear Private Limited. Approval of shareholders is being taken for entering for the transactions for the aforesaid period.
3	Value of the transaction	Not exceeding Rupees 100,00,00,000/-(Rupees one hundred crore only) for each of the FY 2025-26, 2026-27, 2027-28.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Annual consolidated turnover of KICL for the FY 2023-2024 is Rs. 13.63 crores Proposed value of the transaction is Rs. 100 crores. Percentage: 734%
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	NA
6	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction is being entered into by Kothari Industrial Corporation Limited for growth of the business activities and thereby increasing the revenue in the interest of the company and it's stakeholders.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
8	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Turnover of Evervan Kothari Footwear Private Limited for FY 2023-24- NIL Value of proposed RTP is Rs.100 crores. Percentage- Not applicable , as the counter-party's annual consolidated turnover for the relevant financial year is NIL .
9	Any other information that may be relevant	No

Except Mr. Rafiq J Ahmed, Chairman and Managing Director of the company, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution .

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 7 of the notice.

Item No. 8

Appointment of Mr. Gnanasambandam Venkatraghavan (DIN: 03482581) as an Independent Director of the Company:

Mr. Gnanasambandam Venkatraghavan, holding Director Identification No. 03482581, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 05th May 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. Gnanasambandam Venkatraghavan 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 with effect from 05th May 2025, to hold office for a term of five consecutive years i.e., from 05th May 2025 till 04TH May 2030 and not liable to retire by rotation and he has given his consent to act as a Director of the Company

A brief profile of Mr. Gnanasambandam Venkatraghavan is mentioned hereunder:

Mr. Gnanasambandam Venkatraghavan is a dynamic and seasoned HR professional with over 26 years of rich experience in human resource management, administration, payroll solutions, recruitment, and business consulting. As a Certified Independent Director (recognized by the Indian Institute of Corporate Affairs), he brings strategic leadership and compliance-driven insights to the corporate boardroom. He has a proven track record in building and managing end-to-end HR operations, including staffing, onboarding, payroll, policy implementation, talent acquisition, and employee engagement. Venkatraghavan is also highly experienced in financial accounting, budgeting, and final accounts, with sound knowledge in TDS, tally, and payroll systems. Specialized in organizational restructuring, workforce planning, and building scalable HR frameworks aligned with evolving business goals. He has an extensive hands-on expertise in training and development, compliance, and CSR/ESG initiatives, is known for creating employee engagement strategies and fostering cross-functional collaboration to drive high performance has experience across sectors including logistics (DTDC Courier) and healthcare (Apollo Hospitals).

Mr. Gnanasambandam Venkatraghavan is interested in resolution set out at Item No. 8 of the Notice with regard to his appointment. Mr. Gnanasambandam Venkatraghavan is not related to any Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 8 of the notice.

Date: 17.05.2025

Place: Chennai

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

**S/d
Rafiq Ahmed (DIN: 02861341)
Chairman and Managing Director**

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. Gnanasambandam Venkatraghavan Designation: Independent Director DIN: 03482581
Date of Birth	02.01.1977
Age	48
Date of Appointment	05.05.2025
Qualification	He holds an MBA from Madurai Kamaraj University (2004) with a focus on business administration and strategic management. Further enhanced HR expertise through an Executive Post Graduate Diploma in Human Resource Management from Loyola Institute of Business Administration (LIBA) in 2002. Academically grounded with a Bachelor of Science in Mathematics from Madras University (1998) .
Expertise	Mr. Gnanasambandam Venkatraghavan is a dynamic and seasoned HR professional with over 26 years of rich experience in human resource management, administration, payroll solutions, recruitment, and business consulting. As a Certified Independent Director (recognized by the Indian Institute of Corporate Affairs), he brings strategic leadership and compliance-driven insights to the corporate boardroom. He has a proven track record in building and managing end-to-end HR operations, including staffing, onboarding, payroll, policy implementation, talent acquisition, and employee engagement. Venkatraghavan is also highly experienced in financial accounting, budgeting, and final accounts, with sound knowledge in TDS, tally, and payroll systems. Specialized in organizational restructuring, workforce planning, and building scalable HR frameworks aligned with evolving business goals. He has an extensive hands-on expertise in training and development, compliance, and CSR/ESG initiatives, is known for creating employee engagement strategies and fostering cross-functional collaboration to drive high performance has experience

	across sectors including logistics (DTDC Courier) and healthcare (Apollo Hospitals).
Directorships in other companies	1) PATHFINDER STAFFING SOLUTIONS PRIVATE LIMITED 2) SHAYA POLYMERS LIMITED 3) FRESHARA AGRO EXPORTS LIMITED 4) PATHFINDER PAYROLL SOLUTIONS PRIVATE LIMITED
listed entities from which the person has resigned in the past three years	Nil
Chairmanships of Committees across companies	Chairmanship in the following: <ul style="list-style-type: none"> • Risk Management Committee 1) Shaya Polymers Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee 1) Freshara Agro Exports Limited
Committee Membership	Audit Committee: 1) Shaya Polymers Limited 2) Freshara Agro Exports Limited Nomination and Remuneration Committee: 1) Shaya Polymers Limited Corporate Social Responsibility Committee: 1) Shaya Polymers Limited Stakeholder's Relationship Committee: 1) Freshara Agro Exports Limited