

TO
BSE LIMITED
P.J.Towers Dalal Street
Mumbai-400001

Date: 30.05.2025

Scrip Code: 509732

Dear Sir/Madam,

Sub: Standalone Audited Financial Results for the quarter and year ended 31st March 2025

- 1) This is to inform you that at the meeting of the Board of Directors of our Company held today, i.e on 30th May, 2025 at the registered office of the Company, as recommended by the Audit committee, the Board approved and took on record the standalone Audited Financial Results for the Quarter and year ended 31st March, 2025.

In order to comply with the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of the Standalone Audited Financial Results as set out in compliance with the INDAS for the quarter and year ended 31st March 2025.

We would like to state that M/s. Ray & Ray, Statutory Auditors, have issued audit reports with modified opinion on the Audited Financial Results (Standalone) for the quarter and year ending March 31, 2025. The statement on the impact of Audit Qualification is enclosed along with the Audited Financial Results as annexure-1.

- 2) Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Board, on the recommendation of the Audit Committee, approved the appointment of M/s., Santosh Senapati & Co, Practicing Company Secretaries, Chennai, as the Secretarial Auditor of the Company, to conduct secretarial audit of the Company for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment shall be subject to the approval of shareholders of the Company at the ensuing Annual General Meeting of the Company. Additional information as required under Regulation 30 of SEBI Listing Regulations is enclosed as "Annexure 2".
- 3) Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that [**Kothari industrial Corporation Limited**] ("the Company") has signed a **Letter of Intent (LOI)** with **Sharjah Environment Company LLC, (Beeh's)** a company based in Sharjah, UAE on 27th March 2025. This LOI is to demonstrate (**Beeh's**) commitment to conditionally explore a potential partnership with the Company.



As per the LOI, both parties intend to evaluate the possibility of establishing a joint venture in **Chennai, India**, for the purpose of providing services in the field of **environmental and waste management**.

The LOI reflects the mutual intent of both parties to **jointly participate in government-issued tenders** related to **waste management services in Chennai, India**. This strategic collaboration aims to explore potential opportunities in the environmental and waste management sector, subject to the execution of binding agreements in the future.

We further inform you that the **Board of Directors of the Company**, at their meeting held on **30th May, 2025**, took note of the said LOI executed with Sharjah Environment Company LLC.

The Company shall make further disclosures under Regulation 30, as and when any agreements are executed in this regard. We would like to inform you that Joint venture agreements will be signed very soon.

The above information is also being made available on the website of the Company at www.kotharis.in.

You are requested to take the same on your record.

Start Time of the Board Meeting- 4.30 PM

End Time of the Board Meeting - ~~10~~.30 PM

Kindly take the same on your record & oblige.

Thanking You,

Yours Faithfully,

For Kothari Industrial Corporation Limited



Anil Kumar Padhiali

Company Secretary and Compliance Officer



Annexure-2

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Disclosure requirements	Details
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of M/S. Santosh Senapati & Co, Practicing Company Secretaries, Chennai as the Secretarial Auditor of the Company
Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	Appointment in the Board Meeting held on 30.05.2025, for a period of five consecutive years from FY 2025-26 to FY 2029-30, subject to the approval of shareholders of the Company at the ensuing Annual General Meeting.
Brief profile (in case of appointment)	<p>Santosh Senapati & Company is a distinguished professional services firm, recognized for its expertise in providing a comprehensive suite of solutions across accounting, auditing, finance, taxation, corporate law compliance and strategic advisory services. Serving clients across diverse industries in India and internationally, the firm combines technical expertise with an in-depth understanding of the business environment to deliver customized and innovative solutions.</p> <p>Santosh Senapati & Company specializes in corporate laws, capital market, compliance audits, corporate governance and RBI compliance.</p> <p>Santosh Senapati & Company is a peer reviewed firm and is eligible to be appointed as Secretarial Auditor of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.</p>



KOTHARI INDUSTRIAL CORPORATION LIMITED
Balance Sheet as at 31st March 2025

(Rs in Lakhs)

Particulars	Note No	31st March 2025	31st March 2024
I) ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	1	3,622.44	2,969.06
(b) Capital work-in-progress	2	-	-
(c) Other Intangible assets	3	300.79	3.11
(d) Intangible assets under development	4	-	-
(e) Financial Assets			
(i) Investments	5	-	11.89
(ii) loans and advances	6	1,063.01	961.98
(f) Deferred tax asset	7	45.39	45.39
(g) Other Non current assets	8	-	-
Non-Current Assets		5,031.64	3,991.43
Current Assets			
(a) Inventories	9	770.47	138.75
(b) Financial Assets			
(i) Investments	10	-	-
(ii) Trade receivables	11	389.17	19.09
(iii) Cash and cash equivalents	12	2,178.15	88.66
(iv) Bank balances other than above	13	30.00	26.87
(v) Other Financial assets	14	10,443.48	708.07
(c) Current tax assets (net)	15	153.76	145.06
(d) Other current assets	16	2.64	-
Current Assets		13,967.66	1,126.50
TOTAL ASSETS		18,999.30	5,117.92
II) EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	4,635.91	624.19
(b) Other Equity	18	13,418.98	156.27
Equity		18,054.88	780.47
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	402.95	398.14
(ii) Other Financial liabilities	20	-	-
(b) Provisions	21	29.99	19.94
(c) Deferred tax Liabilities (Net)	22	-	-
(d) Other non-current liabilities	23	-	-
Non Current Liabilities		432.94	418.08
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	-	-
(ii) Trade payables - Others	25	19.93	(11.29)
Micro & small enterprises		-	-
Other than micro & small enterprises		-	-
(iii) Other Financial liabilities	26	409.73	3,724.14
(b) Other Current liabilities	27	74.66	63.46
(c) Provisions	28	7.16	5.84
(d) Current Tax Liability (Net)	29	-	137.24
Current Liabilities		511.48	3,919.39
TOTAL EQUITY AND LIABILITIES		18,999.30	5,117.93

For Kothari Industrial Corporation Limited

Rafiq Ahmed

Executive Chairman and Managing Director

DIN 02861341

Place : Chennai

Date : 30-05-2025



**KOTHARI INDUSTRIAL CORPORATION LIMITED**

Regd. Office: Kothari Buildings, 114, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600034

CIN No.L74110TN1970PLC005865

email id: enquiries@kotharis.in

(Rs.in lakhs)

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2025

PARTICULARS	Quarter ended			Year ended	
	31-03-2025	31-12-2024	31-03-2024	31-03-2025	31-03-2024
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1 Income					
Revenue From Operations	2,642.02	2,508.50	350.05	8,663.59	1,363.52
Other Income	45.39	13.99	6,180.65	96.64	6,317.50
Total Income	2,687.41	2,522.49	6,530.70	8,760.23	7,681.02
2 Expenses					
A) Cost of Material Consumed	-	-	-	-	-
B) Purchase of Stock-In-Trade	2,270.37	2,182.31	240.59	7,472.47	882.74
C) Changes in Inventories of Finished Goods, Stock-In-Trade, Work-In-Progress and Intermediates	(87.87)	(233.24)	9.03	(631.71)	29.08
D) Employee Benefits Expenses	615.47	181.45	551.08	1,020.05	861.74
E) Finance Costs	3.83	191.32	268.72	189.99	270.92
F) Depreciation And Amortisation Expenses	(65.24)	91.11	6.65	112.77	24.88
G) Other Expenses	1,252.67	461.20	813.63	2,213.49	1,579.21
Total Expenses	3,989.24	2,874.15	1,889.71	10,377.05	3,648.57
3 Profit/ (Loss) Before Exceptional And Tax (1-2)	(1,301.82)	(351.66)	4,640.99	(1,616.82)	4,032.45
4 Exceptional Items					
A) Loss/Profit On Sale Of Asset	-	-	(4,981.87)	-	-
B) Creditors Written Back	-	-	(85.33)	-	-
C) Revised Interest	-	-	-	-	-
D) Provision For Expenses	-	-	(1,125.51)	-	-
5 Profit/ (Loss) Before Tax (3-4)	(1,301.82)	(351.66)	(1,551.72)	(1,616.82)	4,032.45
6 Extraordinary Items	-	-	-	-	-
7 Profit/ (Loss) Before Tax (5-6)	(1,301.82)	(351.66)	(1,551.72)	(1,616.82)	4,032.45
8 Tax Expense					
- Current Tax	-	-	-	-	130.49
- Deferred Tax charge / (credit)	-	-	-	-	732.64
Total Tax Expenses / (Credit)	-	-	-	-	863.13
9 Net Profit (7-8)	(1,301.82)	(351.66)	(1,551.72)	(1,616.82)	3,169.32
10 Other Comprehensive Income					
Items That Will Not Be Reclassified To Profit or Loss	4.07	-	-	4.07	109.96
11 Total Comprehensive Income (9+10)	(1,297.75)	(351.66)	(1,551.72)	(1,612.75)	3,279.28
12 Paid-Up Equity Share Capital	4,635.91	2,124.19	624.19	4,635.91	624.19
13 Earnings Per Share (EPS) (Not annualised for the quarter and nine months) (Face Value Rs.5 per share)					
Basic & Diluted (Rs.)	(1.40)	(0.83)	(12.43)	(1.74)	26.27

Note:

- 1 This statement is as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time.
- 2 The above Audited Standalone Financial results Segment Results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 27.03.2025.
- 3 The Company is engaged in trading of Fertilizer, Leather, Hotel, Drone.
- 4 The Company has incurred loss during the current Quarter. The management has a clear business plan for expansion with plans for additional financing. The Company believes it has adequate financial resources to continue operations for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.
- 5 The company has a subsidy receivable amounting to ₹80 lakhs from the Government, pertaining to the financial years 2010-11, 2012-13, and 2013-14. We are actively pursuing the necessary documentation to facilitate the receipt of this subsidy, ensuring its appropriate accounting treatment in accordance with Indian Accounting Standards.
- 6 The Company executed a Delivery Instruction Slip (DIS) on 05.03.2025 for the sale of its entire holding of 99,994 equity shares in Kothari Marine International Limited. Pursuant to this transaction, the Company no longer holds any equity in Kothari Marine International Limited, which accordingly ceased to be its subsidiary with effect from the said date.
- 7 During the financial year 2023-24, the Company sold its land and plant & machinery at Ennore to Coromandel International Limited for ₹50.28 crore. However, the Sub-Registrar valued the assets higher at ₹128.74 crore and ₹8.51 crore, respectively, and stamp duty was paid on these values. The Company plans to seek a valuation from the Income Tax Valuation Officer and pursue further steps, including appeals, if required. Capital gains have been computed based on the actual consideration received, and any resulting tax impact will be accounted for in the relevant period.
- 8 The proceedings initiated by the Collector of Nilgiris for the repossession of certain plots of land in Coonoor, earmarked for public use, have been challenged by the Company through a writ petition filed before the Madras High Court. The matter is currently pending adjudication.
- 9 KICL has acquired 30% equity in Phoenix Kothari Footwear Limited (PKFL) from Mr. Rafiq Ahmed for ₹99.06 Crores. PKFL is a leading contract manufacturer for global brands like CROCS and Adidas, known for quality and sustainability. This strategic investment strengthens KICL's global supply chain presence and supports PKFL's expansion and innovation goals. Together, KICL and PKFL aim to set new benchmarks in the global footwear manufacturing industry.
- 10 KICL has acquired Parveen Roadways, a sole proprietorship founded in 1994, for ₹24.03 Crores vide agreement dated 01st April 2025, for which advance payment has been made in FY 24-25.
- 11 The entity operates in the logistics sector, specializing in railway-related services like material handling and scrap clearance. It owns a fleet of over 100 vehicles including tippers, trailers, buses, and forklifts, and employs around 500 personnel. Key clients include Integral Coach Factory, Southern Railways, Port Trusts, and Aavin Milk Factory.
- 12 KICL has begun retail expansion of the Kickers brand under a 30-year license with France's Groupe Royer. By March 31, 2025, two exclusive showrooms were opened, including one at VR Mall, Chennai. Plans include 100 exclusive stores, 700 MBO counters, and online sales across India and 8 neighbouring countries.
- 13 During the financial year 2024-25, the Company issued equity shares for a consideration of Rs 188.87 or through preferential allotment in three tranches as follows:
• 1st allotment of 3,00,00,000 equity shares on 31st August 2024
• 2nd allotment of 3,52,00,000 equity shares on 20th January 2025
• 3rd allotment of 1,50,34,220 equity shares on 27th March 2025
These allotments were made in compliance with applicable regulatory provisions.
- 14 The figures of the previous periods have been regrouped and reclassified wherever necessary.
- 15 The financial results are available on the website of BSE Limited and on the company's website www.kotharis.in

For Kothari Industrial Corporation Limited

Rafiq Ahmed

Executive Chairman and Managing Director

DIN 02861341



Place : Chennai

Date : 30-05-2025

KOTHARI INDUSTRIAL CORPORATION LIMITED
CASH FLOW STATEMENT FOR THE YEAR 31st MARCH 2025

(Rs in Lakhs)

	31st March 2025		31st March 2024	
A) Cash Flow From Operating Activities				
Net Profit/(Loss) Before Tax		(1,616.82)		(934.69)
Add:				
Net Depreciation		112.77		24.88
		(1,504.06)		(909.81)
Add / Less:				
Finance cost	189.99	-	-	-
Provision Long Term	-	0.65	0.65	-
Duty draw back & Creditors written back	-	0.26	0.26	-
Interest received	(7.91)	(1,126.66)	(1,126.66)	-
Bank Interest	(4.36)	(2.52)	(2.52)	-
Discount Received	-	(1.41)	(1.41)	-
Profit On Sale Of Asset	-	(4,967.16)	(4,967.16)	-
Provision No Longer Required	-	(85.33)	(85.33)	-
Other Income	-	177.71	(134.68)	(6,316.85)
Operating Profit Before Working Capital Changes		(1,326.35)		(7,226.66)
Movement In Working Capital:				
(Increase)/Decrease In Inventories	(631.71)	29.08	29.08	-
(Increase)/Decrease In Trade Receivables	(370.08)	252.45	252.45	-
(Increase)/Decrease In Financial Assets	(9,845.13)	(178.08)	(178.08)	-
(Increase)/Decrease In Other non-current Assets	(2.64)	-	-	-
Increase/(Decrease) In Provisions	11.37	(101.41)	(101.41)	-
Increase/(Decrease) In Long Term Borrowings	-	-	-	-
Increase/(Decrease) In Trade Payables	31.22	(81.90)	(81.90)	-
Increase/(Decrease) In Other non-current liabilities	16.02	7.90	7.90	-
Increase/(Decrease) In Other Financial Liabilities	(108.69)	(10,899.65)	612.61	540.65
Cash Generated from Operating Activities		(12,226.00)		(6,686.01)
Direct Taxes Paid		(137.24)		(130.49)
Net Cash Flow From Operating Activities(A)		(12,363.24)		(6,816.50)
B) Cash Flow From Investing Activities				
Sale / (Purchase) of PPR and Intangibles	(951.07)	4,751.10	4,751.10	-
Duty draw back & Creditors written back	-	(0.26)	(0.26)	-
Interest received	7.91	1,126.66	1,126.66	-
Bank Interest	4.36	2.52	2.52	-
Discount Received	-	1.41	1.41	-
Profit On Sale Of Asset	-	4,967.16	4,967.16	-
Provision No Longer Required	-	85.33	85.33	-
Sale / (Purchase) of Investments	11.89	-	-	-
Other Income	-	(926.91)	134.68	11,068.60
Net Cash Flow From Investing Activities(B)		(926.91)		11,068.60
B) Cash Flow From Financing Activities				
Increase in Equity share capital	4,011.71	-	-	-
Security premium received	14,875.46	-	-	-
Borrowings/(Repayment)Of Non Current Liabilities	-	(7,244.24)	(7,244.24)	-
Borrowings/(Repayment) Of Long / Short Term Borrowings	(3,314.41)	6,618.79	6,618.79	-
Advances	-	(895.41)	(895.41)	-
Other borrowings	-	(2,653.52)	(2,653.52)	-
Interest Paid	(189.99)	15,382.78	-	(4,174.37)
Net Cash Flow From Financing Activities(C)		15,382.78		(4,174.37)
Net Increase In Cash And Cash Equivalents(A+B+C)		2,092.63		77.73
Cash And Cash Equivalent Opening Balance		115.52		37.79
Effect of Exchange Differences on Restatement of Foreign Currency Cash and Cash Equivalents		-		-
Cash And Cash Equivalent Closing Balance		2,208.15		115.52
Components Of Cash And Cash Equivalents				
Cash On Hand		2,178.15		2.50
Balances On Current Accounts		30.00		113.02
Cheques On Hand		-		-
Total Cash And Cash Equivalents		2,208.15		115.52



Segment-wise Revenue, Results, Assets and Liabilities for the Quarter and Year ended 31st March 2025					(Rs.in lakhs)
Sl. No.	PARTICULARS	Quarter ended			Year ended
		31-03-2025	31-12-2024	31-03-2024	31-03-2024
1	Segment Revenue (Net Sales/Income from Operations)				
	Food	346.51	365.43	180.92	1,336.29
	Fertilizers	752.78	322.97	105.69	1,121.62
	Leather	1,435.20	1,796.83	26.57	6,010.29
	Drone	30.69	14.76	6.79	77.73
	FMCG	-	-	-6.23	0.75
	Others	126.29	22.50	6,216.95	217.61
	Rent from Property	-	-	-	-
	Total	2,691.48	2,522.49	6,530.69	8,764.30
	Less: Inter Segment revenue	-	-	-	-
	Net Sales / Income from Operations	2,691.48	2,522.49	6,530.69	8,764.30
2	Segment Results (Profit before Tax and Interest)				
	Food	-290.00	(49.28)	2.76	-352.76
	Fertilizers	83.58	24.07	4.64	100.82
	Leather	-811.01	46.92	(390.14)	-336.79
	Drone	-17.02	(28.68)	(40.20)	-87.05
	FMCG	-35.28	(0.82)	(24.04)	-44.26
	Others	-224.19	(152.55)	-	-702.73
	Rent from Property	-	-	-	-
	Total Segment results	(1,293.92)	(160.33)	(446.98)	(1,422.77)
	(i) Finance Costs	-3.83	-191.32	-854.59	-189.99
	(ii) Unallocated Corporate Expense Net of Unallocated Income	-	-	-1,003.32	-
	Profit before tax	(1,297.75)	(351.65)	(2,304.89)	(1,612.75)
3	Segment Assets				
	Food	-305.50	27.32	-125.23	-305.50
	Fertilizers	1,868.36	1,781.93	2,085.35	1,868.36
	Leather	-345.36	1,298.03	-44.79	-345.36
	Drone	73.04	16.55	92.35	73.04
	FMCG	-59.26	-32.05	8.31	-59.26
	Others	17,758.46	4,224.79	-6,976.85	17,764.83
	Rent from Property	-	-	-2.86	-
	Total Segment Assets	18,989.75	7,316.57	-4,963.72	18,996.11
4	Segment Liability				
	Food	286.17	332.00	69.54	286.17
	Fertilizers	-19.58	-22.43	-91.64	-19.58
	Leather	625.97	1,458.10	250.64	625.97
	Drone	323.97	250.47	5.17	323.97
	FMCG	103.37	95.30	-63.80	103.37
	Others	-387.81	438.62	-2,852.83	-381.45
	Rent from Property	-	-	-	-
	Total Segment Liabilities	932.10	2,552.06	-2,682.92	938.47
5	Capital Employed (3-4) (Total Equity)	18,057.64	4,764.51	(2,280.80)	18,057.64

Note:

- This statement is as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time.
- The above Audited Standalone Financial results Segment Results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 28.03.2025.
- The Company is engaged in trading of Fertilizer, Leather, Hotel, Drone.
- The Company has incurred loss during the current Quarter. The management has a clear business plan for expansion with plans for additional financing. The Company believes it has adequate financial resources to continue operations for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.
- The company has a subsidy receivable amounting to ₹80 lakhs from the Government, pertaining to the financial years 2010-11, 2012-13, and 2013-14. We are actively pursuing the necessary documentation to facilitate the receipt of this subsidy, ensuring its appropriate accounting treatment in accordance with Indian Accounting Standards.
- The Company executed a Delivery Instruction Slip (DIS) on 05.03.2025 for the sale of its entire holding of 99,994 equity shares in Kothari Marine International Limited. Pursuant to this transaction, the Company no longer holds any equity in Kothari Marine International Limited, which accordingly ceased to be its subsidiary with effect from the said date.
- During the financial year 2023-24, the Company sold its land and plant & machinery at Ennore to Coromandel International Limited for ₹50.28 crore. However, the Sub-Registrar valued the assets higher at ₹128.74 crore and ₹8.51 crore, respectively, and stamp duty was paid on these values. The Company plans to seek a valuation from the Income Tax Valuation Officer and pursue further steps, including appeals, if required. Capital gains have been computed based on the actual consideration received, and any resulting tax impact will be accounted for in the relevant period.
- The proceedings initiated by the Collector of Nilgiris for the repossession of certain plots of land in Coonoor, earmarked for public use, have been challenged by the Company through a writ petition filed before the Madras High Court. The matter is currently pending adjudication.
- KICL has acquired 30% equity in Phoenix Kothari Footwear Limited (PKFL) from Mr. Rafiq Ahmed for ₹99.06 Crores. PKFL is a leading contract manufacturer for global brands like CROCS and Adidas, known for quality and sustainability. This strategic investment strengthens KICL's global supply chain presence and supports PKFL's expansion and innovation goals. Together, KICL and PKFL aim to set new benchmarks in the global footwear manufacturing industry.
- KICL has acquired Parveen Roadways, a sole proprietorship founded in 1994, for ₹24.03 Crores vide agreement dated 8th April 2025, for which advance payment has been made in FY 24-25. The entity operates in the logistics sector, specializing in railway-related services like material handling and scrap clearance. It owns a fleet of over 100 vehicles.
- KICL has begun retail expansion of the Kickers brand under a 30-year license with France's Groupe Royer. By March 31, 2025, two exclusive showrooms were opened, including one at VR Mall, Chennai. Plans include 100 exclusive stores, 700 MBO counters, and online sales across India and 8 neighbouring countries.
- During the financial year 2024-25, the Company issued equity shares for a consideration of Rs 188.87 cr through preferential allotment in three tranches as follows:
 - 1st allotment of 3,00,00,000 equity shares on 31st August 2024
 - 2nd allotment of 3,52,00,000 equity shares on 20th January 2025
 - 3rd allotment of 1,50,34,220 equity shares on 27th March 2025
 These allotments were made in compliance with applicable regulatory provisions.
- The figures of the previous periods have been regrouped and reclassified wherever necessary.
- The financial results are available on the website of BSE Limited and on the company's website www.kotharis.in



ANNEXURE I

Statement on the Impact of Audit Qualifications for the Financial Year ended March 31, 2025. [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	8757.07 Lakhs	NA*
	2.	Total Expenditure	10377.05 Lakhs	NA*
	3.	Net Profit/(Loss)	-1616.82 Lakhs	NA*
	4.	Earnings Per Share (EPS)	-1.74	NA*
	5.	Total Assets	18999.30	NA*
	6.	Total Liabilities	886.75	NA*
	7.	Net Worth	18112.55	NA*
	8.	Any other financial item(s) (as felt appropriate by the management)	NIL	NIL
		*NA- Not ascertainable/quantified		
II.	Audit Qualification: a. Details of Audit Qualification: <i>For the land held by the Company in Gujarat valued at cost Rs 1,85,174 we are unable to comment on the title of the Company as sufficient audit evidence viz sale deed/allotment letter was not provided. This was also reported by us in the previous year.</i>			
	b.	Type of Audit Qualification:	Qualified Opinion	
	c.	Frequency of Qualification:	Repeated	
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Nil	
	e.	For Audit Qualification(s) where the impact is not quantified by the auditor:		
	(i)	Management's estimation on the impact of audit qualification:	The management is actively working to address this qualification. We believe the impact of this qualification is not material to the financial statements, as the land in question continues to	

		be in the possession and control of the Company, and there are no disputes or claims challenging the Company's ownership. The valuation of the land at Rs. 1,85,174 is based on historical cost, and no impairment indicators have been identified.
(ii)	If management is unable to estimate the impact, reasons for the same:	The sale deed/allotment letter for the land could not be provided during the audit due to ongoing administrative processes with the relevant authorities in Gujarat to obtain the necessary documentation. The land was acquired several years ago, and the original documents are in the process of being retrieved or re-issued by the concerned government department. The Company is in regular communication with the authorities to expedite this process and expects to resolve this matter in the near future.
(iii)	Auditors' Comments on (i) or (ii) above:	Our qualification remains unchanged

III.	<u>Audit Qualification:</u>	
	a. Details of Audit Qualification: <i>Year-end direct balance confirmation in respect of trade receivables Rs 4,13,85,015, trade payables Rs 3,39,58,473, vendor advances Rs 7,19,50,858, advances from customers Rs 1,63,37,105 and other advances/deposits Rs 26,32,927 have not been provided for our verification. In the absence of such confirmations, we are unable to ascertain any consequential effect of the above in the financial results for the year.</i>	
	b. Type of Audit Qualification:	Qualified Opinion
	c. Frequency of Qualification:	Repeated
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Nil
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	

(i)	Management's estimation on the impact of audit qualification:	The management believes that the impact of this qualification is not material to the financial statements. The balances in question are recorded based on the Company's books of accounts, which are maintained in accordance with applicable accounting standards and reconciled regularly. There are no known disputes or discrepancies with the counterparties that would suggest a material misstatement in the reported figures.
(ii)	If management is unable to estimate the impact, reasons for the same:	The Company faced challenges in obtaining direct balance confirmations from certain customers, vendors, and other parties due to logistical constraints, including delayed responses or non-cooperation from some counterparties, particularly towards the year-end. Additionally, some of these balances pertain to a large number of small-value transactions with multiple parties, making it administratively difficult to obtain confirmations within the audit timeline
(iii)	Auditors' Comments on (i) or (ii) above:	Our qualification remains unchanged

IV.	<u>Audit Qualification:</u>	
	a. Details of Audit Qualification: <i>The closing inventory of the Company is Rs 7,18,53,535 as on 31st March 2025. However, stock valuation reports were not produced for our verification. Hence, we are unable to comment on the correctness of the valuation and its impact, if any, on the financial results for the FY 2024-25.</i>	
	b. Type of Audit Qualification:	Qualified Opinion
	c. Frequency of Qualification:	Appearing for the first time
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Nil
	e. For Audit Qualification(s) where the	


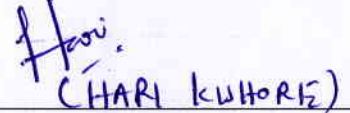


impact is not quantified by the auditor:		
(i)	Management's estimation on the impact of audit qualification:	The management believes that the impact of this qualification is not material to the financial statements. The closing inventory has been valued in accordance with the Company's established accounting policies, which are consistent with applicable accounting standards. The valuation is based on internal records, including physical stock counts and cost computations, which have been reconciled with the books of accounts. There are no indications of significant discrepancies that would materially affect the financial results.
(ii)	If management is unable to estimate the impact, reasons for the same:	The stock valuation reports could not be produced for audit verification due to an administrative oversight in the documentation process during the year-end closing. Specifically, the detailed valuation reports were not compiled in the format required by the auditors within the audit timeline. This was primarily due to a transition in the inventory management system during FY 2024-25, which led to delays in generating the necessary reports. However, the underlying data supporting the inventory valuation is maintained in the Company's records and has been used to arrive at the reported figures.
(iii)	Auditors' Comments on (i) or (ii) above:	Our qualification remains unchanged

V.	Audit Qualification:	
	<p>a. Details of Audit Qualification: Out of the total related party balances of Rs 11,63,11,633, sufficient audit evidence for nature of such transactions by way of loan/deposit agreements, balance confirmations wasn't provided for Rs 4,90,000. Hence, we are unable to substantiate the correctness and existence of these loans & advances.</p>	
	b. Type of Audit Qualification:	Qualified Opinion

c. Frequency of Qualification:		Appeared first time
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:		Nil
e. For Audit Qualification(s) where the impact is not quantified by the auditor:		
(i)	Management's estimation on the impact of audit qualification:	The management believes that the impact of this qualification is not material to the financial statements. The unverified amount of Rs. 4,90,000 represents a small portion (approximately 1.1%) of the total related party balances. These balances are recorded based on the Company's books of accounts, which are maintained in accordance with applicable accounting standards and supported by internal documentation, including board approvals and transaction records. There are no indications of disputes or irregularities that would suggest a material misstatement in these balances.
(ii)	If management is unable to estimate the impact, reasons for the same:	The loan/deposit agreements and balance confirmations for the specified amount of Rs. 4,90,000 could not be provided during the audit due to delays in obtaining formal confirmations from the related parties involved. These transactions primarily involve short-term advances extended to related entities, and the documentation process was delayed due to administrative challenges in coordinating with these parties, particularly during the year-end closing period. The Company maintains internal records of these transactions, but formal agreements and confirmations were not compiled in time for the audit.
(iii)	Auditors' Comments on (i) or (ii) above:	Our qualification

VI.	<u>Audit Qualification:</u> a. Details of Audit Qualification: <i>Attention is drawn to Note No 5, wherein a subsidy of Rs 80 lakhs is carried in the books as receivable from the Government for which no documentary evidence was produced to us for verification. Also, the Company has not made a provision against such balance which is outstanding for more than 8 years. Hence, we are unable to comment on its realizability or otherwise and its accounting treatment in consonance with Ind AS 20.</i>	
	b. Type of Audit Qualification:	Qualified Opinion
	c. Frequency of Qualification:	Appeared first time
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Nil
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
(i)	Management's estimation on the impact of audit qualification:	The management believes that the impact of this qualification is not material to the overall financial statements. The subsidy receivable of Rs. 80 lakhs was recognized based on the Company's eligibility under a government scheme, supported by initial correspondence with the relevant government authority at the time of recognition. The management remains confident in the recoverability of this amount, as there have been no formal communications from the government indicating cancellation or rejection of the subsidy claim. However, due to the prolonged duration of the receivable, the management acknowledges the need for further documentation to substantiate its realizability.
(ii)	If management is unable to estimate the impact, reasons for the same:	The documentary evidence supporting the subsidy receivable could not be produced during the audit due to challenges in retrieving updated correspondence or sanction letters from the concerned government department. The subsidy pertains to a scheme initiated over 8 years ago, and delays in government processing, coupled with changes in administrative personnel, have hindered timely documentation. The Company has not

		made a provision against this balance, as it believes the receivable is still recoverable based on ongoing discussions with the government authority and the absence of any adverse notifications. However, the lack of recent documentary evidence has limited the ability to provide conclusive audit evidence within the audit timeline.
(iii)	Auditors' Comments on (i) or (ii) above:	Our qualification remains unchanged

VI.	<u>Signatories:</u>	
	1. CEO/ Managing Director	
	2. Chief Financial Officer	 (HARI KUMAR)
	3. Audit Committee Chairman	
	4. Statutory Auditor	
	<p>Date: 30-05-2025</p> <p>Place: Chennai</p>	

Independent Auditor's Report on Quarterly Financial Results and Year to Date Results of
KOTHARI INDUSTRIAL CORPORATION LIMITED pursuant to the Regulation 33 of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**TO THE BOARD OF DIRECTORS OF KOTHARI INDUSTRIAL CORPORATION
LIMITED**

Report on the audit of the Standalone Financial Results

Qualified Opinion

We have audited the accompanying Statement ("the Statement") containing Standalone quarterly financial results of KOTHARI INDUSTRIAL CORPORATION LIMITED ("the Company") for the quarter ended March 31, 2025 and the year to date results for the period from April 01, 2024 to March 31, 2025, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us:

- a) except for the matters dealt with in the Basis for Qualified Opinion Para given below, the financial result is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b) Subject to the qualification in matters described in the Basis for Qualified Opinion Para given below, the accompanying standalone financial results give a true and fair view of the financial position of the Company, in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standard and other accounting principles generally accepted in India of the net loss and other comprehensive income and other financial information of the Company for the quarter ended March 31, 2025 as well as the year to date results for the period from April 01, 2024 to March 31, 2025.

Basis for Qualified Opinion

- 1) *For the land held by the Company in Gujarat valued at cost Rs 1,85,174 we are unable to comment on the title of the Company as sufficient audit evidence viz sale deed/allotment letter was not provided. This was also reported by us in the previous year.*



- 2) *Year-end direct balance confirmation in respect of trade receivables Rs 4,13,85,015, trade payables Rs 3,39,58,473, vendor advances Rs 7,19,50,858, advances from customers Rs 1,63,37,105 and other advances/deposits Rs 26,32,927 have not been provided for our verification. In the absence of such confirmations, we are unable to ascertain any consequential effect of the above in the financial results for the year.*
- 3) *The Company has recorded its closing inventory at Rs 7,18,53,535 as of 31st March 2025. In the absence of stock valuation reports, a detailed assessment of the valuation's correctness and its effect on financial reporting for FY 2024-25 could not be ascertained.*
- 4) *Out of the total related party balances of Rs 11,63,11,633, sufficient audit evidence for nature of such transactions by way of loan/deposit agreements, balance confirmations was not provided for Rs 4,90,000. Hence, we are unable to substantiate the correctness and existence of these loans & advances.*
- 5) *Attention is drawn to Note No 5, wherein a subsidy of Rs 80 lakhs is carried in the books as receivable from the Government for which no documentary evidence was produced to us for verification. Also, the Company has not made a provision against such balance which is outstanding for more than 8 years. Hence, we are unable to comment on its realizability or otherwise and its accounting treatment in consonance with Ind AS 20.*

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

Responsibilities of the Management and Those Charged with Governance for the Statements

These standalone financial results have been prepared on the basis of the standalone financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net loss for the year ended March 31, 2025 and other comprehensive loss and other financial information of the company in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were



operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we



- are required to draw attention in our auditors' report to the related disclosures in the statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other matters

- 1) *Attention is drawn to Note No 6 of the accompanying LODR, wherein it is mentioned that the investment by the Company in Kothari Marine International Limited (KMIL) has been liquidated w.e.f 5th March 2025 and has ceased to be a subsidiary company w.e.f the said date. Hence, no consolidated financial statement has been presented by the Company.*
- 2) *Attention is drawn to Note No 8 of the accompanying LODR, wherein the proceedings initiated by the Collector of Nilgiris for repossession of certain plots of land in Coonoor earmarked for public use has been challenged by the company on a Write Petition filed before Madras High Court and the matter is pending adjudication. Decision, if any, by the Madras High Court which does not go in favour of the Company, could give rise to a liability and consequential loss, which could not be ascertained at the balance sheet date.*
- 3) *Attention is drawn to Note No 9, wherein the Company has entered into an agreement for acquisition of 30% of stakes from Mr Rafiq Ahmed for Rs 99.06 cr. For this purpose the Company has made an advance payment of Rs 24.04 cr in FY 2024-25 and the balance was subsequently paid in FY 2025-26.*
- 4) *Attention is drawn to Note No 10, wherein the Company has entered into a slump sale agreement for acquisition of proprietary concern Parveen Roadways for Rs 24.03 cr for which the Company has paid the consideration of Rs 24.03 cr as an advance in FY 2024-*



25. The effective date for the acquisition is 8th April 2025 and hence, the assets and liabilities of Parveen Roadways will be accounted in the books of accounts of the Company only in FY 2025-26.

- 5) Attention is drawn to Note No 11, wherein the Company has made a preferential allotment of 8,02,34,220 number of shares for Rs 188.87 cr during the FY 2024-25 which has been fully subscribed and converted to share capital during the FY 2024-25.

Our opinion is not modified in respect of the above matters.

For Ray & Ray
Chartered Accountants
FRN 301072E



Swetha Srinivasan
Partner

M.No 240553

Date: 30-05-2025

Place: Chennai

UDIN: **25240553BMLXED3740**

