

To,
The BSE Limited,
P.J Towers,
Dalal Street,
Mumbai - 400 001

Date: 07.09.2026

Dear Sir/Madam,

Sub: Notice of the 56TH Annual General Meeting (AGM) of the Company

Pursuant to Regulation 30 read with Schedule III of the SEBI Listing Regulations, attached herewith is the Notice along with Explanatory Statement of the 56th Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 30, 2026, at 11.00 A.M IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”). The said Notice forms part of the Annual Report for 2025-26.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, and rules made thereunder (as amended) and Regulation 44 of the SEBI Listing Regulations, the Company has fixed the following schedule in connection with remote e-voting:

Particulars	Details
Cut-off date for e-voting	Wednesday, 23.09.2026
E-voting start time and date	From 9:00 a.m. (IST) on Sunday, September 27, 2026
E-voting end time and date	Up to 5:00 p.m. (IST) on Tuesday, September 29, 2026

Further, notice of the 56th AGM and the Annual Report for the FY 2025-26 are also made available on the website of the Company at www.kotharis.in.

This is for your information and necessary records.

Thanking you,

Yours Faithfully,
For Kothari Industrial Corporation Limited

Anil Kumar Padhiali
Company Secretary and Compliance Officer



KOTHARI INDUSTRIAL CORPORATION LIMITED
CIN No. L81100TN1970PLC005865
Kothari Building - No.114/117, Mahatma Gandhi Salai
Nungambakkam, Chennai - 600 034



enquiries@kotharis.in
www.kotharis.in



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KOTHARI INDUSTRIAL CORPORATION LIMITED

CIN No. L81100TN1970PLC005865

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

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

NOTICE TO MEMBERS

NOTICE is hereby given that the **56th** Annual General Meeting of the Company will be held at **11.00 a.m.** on **Wednesday, 30th September, 2026** through video conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
3. To appoint a director in the place of Ms. R. Sulaiha Banu (DIN: 11609138), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

4. To appoint **Mr. R. Manoranjan (DIN: 11882006)** as the Independent director.

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. R. Manoranjan (DIN: 11882006)**, who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 17th August 2026, 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 17th August 2026 till 16th August 2031 and not liable to retire by rotation;

"RESOLVED FURTHER THAT any Director or CFO or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED

J RAFIQ AHMED
Executive Chairman &
Managing Director
DIN : 02861341

Place : Chennai
Date : 14.08.2026

Important Notes:-

1. In accordance with the MCA Circulars and the SEBI Listing Regulations, Company is permitted to hold AGM through VC/OAVM 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, permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue and provided relaxation on sending hard copy of annual report to shareholders. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business under Item No. 4 set out above, together with the relevant details of the appointment of **Mr. R. Manoranjan** as an Independent Director at this AGM, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standard"), is annexed hereto.
3. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM Facility and e-Voting during the AGM.
4. Members may join the 56th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10.45 a.m. IST i.e., 15 minutes before the time scheduled to start the 56th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 56th AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Members may note that the VC /OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors can attend the AGM without any restriction on account of the first-come first-served principle.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website www.kotharis.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com. The member holding shares in physical form and who have not registered their email id may register their email id by sending a signed request letter mentioning name, folio number, complete address, self-attested copy of PAN, self-attested copy of Driving Licence/ Passport/Bank Statement/Aadhar, supporting the registered address of the member, copy of the share certificate (front & back) and the email id to be registered to yuvraj@integratedindia.in. For the Members holding shares in demat form, please update your email address through your respective Depository participant/s.
7. In terms of the MCA and SEBI Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, Members will not be entitled to appoint Proxy(ies) to attend and vote. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC.
8. The Register of the Members and Share Transfer Books of the Company shall remain closed from 24.09.2026 to 30.09.2026 (Both days inclusive) for the purpose of Annual General Meeting.
9. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
10. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e. except Sundays & Public Holidays) between 10.00 A.M. IST to 5.00 P.M IST up to the date of the Annual General Meeting.
11. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Registered Office of the Company.

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12. Under Section 125(1) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Since the Company has not declared any dividend from the year 1995 onwards, the necessity of transferring the unpaid or unclaimed dividend to IEPF does not arise.
13. Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 25th January 2022, any request for effecting transfer, transmission or transposition of shares will be processed only in demat form. Therefore, the Company advises shareholders holding physical shares to take steps for dematerializing your shareholding in the Company.
14. Members holding shares in physical form are requested to register their email id for receiving an electronic copy of the Annual Report and also notify immediately any change in their address/E-mail address to the Company/its Share Transfer Agents.
15. Members holding shares in electronic form are requested to advise change of address/E-mail address to their Depository Participants. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, are used by the Company for the payment of dividends in future if any. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
16. Corporate members intending to make their authorized representatives to attend the Meeting through VC are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting held through VC.
17. The Notice of the Annual General Meeting and the Annual Report will be available on the Company's website www.kotharis.in. The members who wish to inspect any of the relevant documents referred to in the accompanying notice may send the request to the email id of the Company i.e. companysecretary@kotharis.in. till **5.00 pm, 29th September, 2026** and Company will provide such documents through email.
18. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made there under the Members holding shares in single name may, at any time, nominate in form SH-13, any person as his/her nominee to whom the securities shall vest in the event of his/ her death. Nomination would help the nominees to get the shares transmitted in their favor without any hassles. Members desirous of making any cancellation/ variation in the said nomination can do so in form SH-14. The nomination forms can be downloaded from the Company's website www.kotharis.in.
19. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Share Transfer Agents by sending a duly signed letter along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
20. **The instructions to shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**
 - (i) The voting period begins on **27th September 2026 at 09.00 a.m. and ends on 29th September 2026 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 of **23rd September 2026** 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.

(iii) 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.

(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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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 service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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.

	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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders 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@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders 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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first-time user follow the steps given below:

(vii)

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ RTA/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name of the CAPITAL letters. Example, if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)
Dividend Bank Details OR Date of Birth (DOB)	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name **“KOTHARI INDUSTRIAL CORPORATION LIMITED”** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders 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 in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - 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 the email address viz; shadamarshaniyer@gmail.com & enquiries@kotharis.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

21. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.
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 **03 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 AGM but have queries may send their queries in advance **03 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 AGM 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 AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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General:

- a) After dispatch of the notice, any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e., Wednesday, **23rd September 2026** may obtain the login ID and password by sending an email to yuvraj@integratedindia.in or companysecretary@kotharis.in or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- b) The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off date of i.e., **Wednesday, 23rd September 2026**.
- c) Mr. S. Ganesan, Practicing Company Secretary (COP Number : 8336) has been appointed as the Scrutinizer to scrutinize e-voting in a fair and transparent manner and he has communicated his willingness to be appointed.
- d) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 2 working days from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kotharis.in and website of CDSL <http://www.evotingindia.com> and also forward the same to Bombay Stock Exchange Limited, Mumbai simultaneously, where the Company's shares are listed.
- e) Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting, i.e. **Wednesday, September 30th, 2026**.

- f) The profile of Director seeking reappointment forms an integral part of the Notice. The Director have furnished the requisite consent and declarations.
- g) Since the AGM shall be conducted through VC / OAVM, the route map, Proxy Form and Attendance Slip are not annexed to this Notice.

By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED

J RAFIQ AHMED
Executive Chairman &
Managing Director
DIN : 02861341

Place : Chennai
Date : 14.08.2026

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 4

To appoint Mr. R. Manoranjan (DIN: 11882006) as the Independent director.

Mr. R. Manoranjan, holding Director Identification No. **11882006**, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 17th August 2026, pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

Further, Mr. R. Manoranjan, has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of

Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and he has given his consent to act as a Director of the Company.

A brief profile of Mr. R. Manoranjan is mentioned hereunder:

Mr. R. Manoranjan, aged about 44 years, is a Fellow Member of the Institute of Company Secretaries of India and holds a Master's Degree in Commerce and a Bachelor's Degree in Law.

He has over 15 years of extensive professional experience in corporate law, secretarial and legal matters, including Rights Issues, Private Equity, Public Offerings, Listing Compliances, FEMA, corporate governance, legal due diligence and advising on valuations. During his professional career, he has led and handled various legal and due diligence assignments relating to private equity transactions, rights issues and listing compliances. He has considerable exposure to listed companies and possesses extensive knowledge and experience in ensuring compliance with securities laws, corporate governance requirements and regulatory frameworks.

Prior to undertaking professional and freelance assignments, Mr. R. Manoranjan was associated with and served in various capacities, including as Company Secretary and Legal Professional, with reputed corporate groups such as the Panasonic Group, Tata Group and Cauvery Group.

The Board is of the view that Mr. R. Manoranjan is a young, energetic, competent and experienced professional possessing the requisite knowledge, skills and expertise to effectively discharge the duties and responsibilities of an Independent Director of the Company.

The Board considers that his extensive experience in corporate governance, legal and secretarial matters, regulatory compliances, would be of immense value and benefit to the Company.

Mr. R. Manoranjan is interested in resolution set out at Item No. 4 of the Notice with regard to his appointment. Mr. R. Manoranjan is not related to any Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The brief profile of Mr. R. Manoranjan in terms of Regulation 36(3) of the SEBI Listing Regulations and other details as prescribed under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to this Notice.

The Board, therefore, recommends the Special Resolution, as set forth at Item No. 4 of this Notice to AGM, for the approval of the Members.

By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED

J RAFIQ AHMED
Executive Chairman &
Managing Director
DIN : 02861341

Place : Chennai
Date : 14.08.2026

ANNEXURE TO THE NOTICE

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

Name of Director, Designation and DIN Number	Mr. R. Manoranjan, Independent Director (DIN: 11882006)
Date of Birth	24.05.1982
Age	44
Date of Appointment	17.08.2026
Qualification	Fellow Member of the Institute of Company Secretaries of India and holds a Master's Degree in Commerce and a Bachelor's Degree in Law.
Expertise	Corporate Law, Securities Laws, Corporate Governance, Capital Markets, Listing Compliances, FEMA and Legal Due Diligence.
Directorships in other companies	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Skills & Capabilities: Corporate Law, Securities Laws, Corporate Governance, Listing Compliances, Capital Markets, FEMA and Legal Due Diligence. Manner of Meeting Requirements: Mr. R. Manoranjan has over 15 years of experience in corporate, legal and secretarial matters, with extensive exposure to listed companies, securities laws, corporate governance and regulatory compliances. His professional qualifications and experience make him well-suited to discharge the responsibilities of an Independent Director.
Listed entities from which the person has resigned in the past three years	Nil
Chairmanships of Committees across companies other than Kothari industrial Corporation Limited	NIL
Committee Membership other than Kothari industrial Corporation Limited	NIL
Shareholding in Kothari Industrial Corporation Limited	NIL
Remuneration last drawn	NA
Terms and Conditions of appointment / re-appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Relationship with Other Directors, Manager and others Key Managerial Personnel of the Company.	NIL
Number of Meetings of the Board attended during FY 2026-27 (From the date of appointment as additional Director till the date of AGM Notice)	NA

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2

The brief resume, age, qualifications, functional expertise and the membership on various Boards and Committee to be re-appointed at the Fourteenth annual general meeting of the company are furnished below.

I.

Name of Director	Ms. R. SULAIHA BANU
DIN	11609138
Date of Birth	07-09-2005
Age	21 years
Qualifications	B.Com
Expertise and experience in functional areas	General business administration and management support functions. Possesses knowledge in organisational coordination and corporate governance matters.
No. of Board Meetings attended during the financial year 2025- 2026	Please refer to the Corporate Governance Section of the Annual report.
Terms and condition	Liable to retire by rotation
Remuneration last drawn(FY 2025-2026)	NIL
Remuneration Proposed to be paid	Nil
Date of appointment on the Board (Initial Appointment)	20-03-2026
Shareholding as on March 31, 2026	NIL
Relationship with other Directors / KMP	Daughter of the Managing Director Mr. Rafiq Ahmed.
Name of listed entities in which the person holds Directorship	NIL
Listed entities in which the person has resigned in the past three years	NIL
Chairman / Member of the Committee of the other Listed / Public companies in which he / she is a Director	Nil
Skills and capabilities required for the role and the manner in which the Independent Director meets the requirement.	NA
Chairman / Member of Committee of the Board of Directors of the Company.	NIL
List of other Listed / Public Companies in which Directorship held	NIL