KICL
Kothari Industrial Corporation Limited

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

Date: 26.09.2025

**Scrip Code: 509732 (BSE)**

**Dear Sir/ Madam,**

**Sub: PROCEEDINGS OF THE 55TH ANNUAL GENERAL MEETING OF KOTHARI INDUSTRIAL CORPORATION LIMITED HELD ON 26TH SEPTEMBER 2025 THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS(VC/OAVM)**

The 55TH Annual General Meeting (AGM) of **KOTHARI INDUSTRIAL CORPORATION LIMITED** ('the Company') was held on Friday, the 26th September 2025, at 11.00 A.M. through Video Conference / Other Audio-Visual Means ("VC/OAVM').

The business before the meeting was taken up and the requisite quorum was present throughout the Meeting.

Mr.Rafiq Ahmed, chaired the meeting.

The Company Secretary informed that the Annual General Meeting of the Company is being conducted through VC/OAVM pursuant to the circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India.

The Company Secretary welcomed all the members, Directors and other invitees to the 55th AGM of the Company. Before starting the proceedings of the meeting, the Company Secretary introduced the Directors, Key Managerial Personnel and other Invitees present at the meeting.

The Chairman informed that Notice of the 55th AGM along with the copies of the audited accounts for the financial year ended March 31, 2025 together with the directors' report and auditors' report were sent via email to all the shareholders, who have registered their email id with the Company or with the Registrar and Share Transfer Agents (RTA), within the statutory time period.

The agenda items of the Notice of the 55th AGM were read for the information of the members present at the meeting as below:

**Ordinary Business:**

**Item No .1**

**Adoption of Audited Financial Statements of the Company for the financial Year ended 31st March, 2025 and the Reports of Board of Directors and Auditors thereon.**

With the permission of the Chairman, Other Board of Directors and the Members present at the meeting, Mr. Anil Kumar Padhiali, CS of the company, read and described under the head "Basis for Qualified Opinion section of the Report on the Audit of the Standalone and consolidated Financial Statements" by the Auditors.

Company Secretary informed the Members that certain descriptions in the Notes to Accounts of the Financial Statements forming part of the Annual Report already circulated require correction for proper disclosure of advances. The corrections are as under:

- **Note No. 11 (Other Financial Assets) – Page No. 99**

  Under the head *"Advances"*, the name *"Phoenix Kothari Footwear Limited"* shall be read as *"Mr. Rafiq Ahmed"*.

- **Note No. 30 (Related Party Disclosure) – Page No. 109**

  Under the head *"Loans and Advances"*, the name *"Phoenix Kothari Footwear Limited"* shall be read as *"Mr. Rafiq Ahmed"*.

This correction is made to appropriately reflect that the advance was extended to **Mr. Rafiq Ahmed** in connection with the proposed acquisition of shares in *Phoenix Kothari Footwear Limited* and not directly to the company itself.

**Item No-2**

To appoint a director in the place of Mrs. T.A. Rajalaxmi (DIN: 08148628), who retires by rotation and being eligible offers herself for re-appointment.

**Item No-3**

To consider and approve re-appointment of Mr. Rafiq Ahmed (DIN-02861341) as Executive Chairman and Managing Director of the Company for a term of 3 years.

**Item No-4**

To consider and approve appointment of M/s. Santosh Senapati & Co (Practicing Company Secretary) as a Secretarial Auditor for a term of 5 years.

**Item No-5**

Approval of Material Related Party Transaction for purchase of shares by way of further investment in Phoenix Kothari Footwear Limited

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**Item No-6**

Approval for Alteration of the Object Clause of the Memorandum of Association of the Company.

**Item No-7**

To approve the issuance of 17,11,068 equity shares to non-promoter on a preferential basis

The Chairman then invited the members, who would like to speak / ask questions on the Resolutions as set out in the Notice or on the Annual Report to come forward and raise the same. The Chairman informed that no speaker has been registered and the Chairman also informed the members to send their queries, if any, via email and expect an earliest reply for the same.

The Company Secretary informed the members that in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to all the members as on the cut-off date of September 19, 2025, to cast the votes on all resolutions as set forth in the AGM notice from Tuesday, September 23, 2025 to Thursday , September 25, 2025 (both days inclusive). Further, members who had not participated in remote e-voting process could still cast their vote on all resolutions as set forth in the AGM notice through e-voting facility provided by the CDSL during the AGM for which 15 minutes time was given to them.

The Company has appointed M/s. Santosh Senapati & Co., Practicing Company Secretaries, as Scrutinizer for conducting process of remote e-voting and e-voting during the AGM in accordance with the provisions of the Companies Act, Rules, and the MCA Circulars in a fair and transparent manner.

The results of the voting shall be declared within 2 working days of the conclusion of this AGM. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL and Stock Exchange.

The Annual General Meeting concluded at 11.19 A.M.

Please take the above information on record. This is a summary of the proceedings of the 55th Annual General Meeting and may not be regarded as the Minutes of the Meeting.

This is for your information and necessary records.

Thanking you,

**Yours Faithfully,**
**For Kothari Industrial Corporation Limited**

ANIL KUMAR PADHIALI
Digitally signed by ANIL KUMAR PADHIALI
Date: 2025.09.26 12:49:09 +05'30'

KOTHARI INDUSTRIAL CORPORATION LIMITED * CHENNAI 600 034

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