KOTHARI INDUSTRIAL CORPORATION LIMITED
CIN No.L24110TN1970PLC005865
Kothari Buildings, No.114/117, Mahatma Gandhi Salai
Nungambakkam, Chennai - 600 034
Ph : +91 44 2833 4565 | Fax : +91 44 2833 4581
E-mail : enquiries@kotharis.in | www.kotharis.in

14.09.2018

To,
BSE Limited
P.J Towers,
Dalal Street
Mumbai-400001

Scrip Code: 509732

Dear Sir,

b: Resubmission of Notice of 48th Annual General Meeting (AGM) of the Company.

ndly refer to our letter and mail dated on 03.09.2018, intimating the Notice of 48th Annual eneral Meeting (AGM) of the Company to be held on 26th September, 2018.

oday we have noticed that while submitting the Notice of 48th Annual General Meeting (AGM) the Company inadvertently, we wrongly attached Notice of 48th Annual General Meeting GM) which was not final one.

e are therefore resubmitting the correct file such as Notice of 48th AGM for your record and quest you to take the same on record.

e sincerely regret the inconvenience caused in this regard.

indly take note of the above.

hanking You,

ours Faithfully,

or Kothari Industrial Corporation Limited

Anil Kumar Padhiali

Anil Kumar Padhiali
mpany Secretary cum Compliance Officer

KOTHARI INDUSTRIAL CORPORATION LIMITED

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

NOTICE TO MEMBERS

NOTICE is hereby given that the **48th** Annual General Meeting of the Company will be held at **11.00 a.m**.on **Wednesday the 26th September 2018** at company's Super Phosphate Factory situated at Kathivakkam Village, Ennore, Chennai 600057, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial

Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and the

Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for approval of material related party transactions entered into by the Company with related parties as mentioned below:

Name of the Related Party with nature of transactions	Transactions during the Financial Year 2017-18	Proposed transactions to be entered during the year 2018-19
Gemini Fertilizers:		
Purchase of Raw Materials & finished goods	151.72	11750.00
Royalty Income	22.10	50.31
	4.54	7.26
	0.86	1.38
	Nil.	54.00
	191.22	11874.95

URTHER THAT the Board Of Directors and/or thereof, be and is hereby, authorized to do all all such steps as may be necessary, proper o give effect to this resolution."

(By Order of the Board of Directors)

PRADIP D KOTHARI
CHAIRMAN

tes:-

ry Statement pursuant to Section 102 of the s Act, 2013 in respect of resolution Item No. is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceed fifty(50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot be proxy of any other member. Corporate members intending to send their authorized

vote on their behalf at the meeting).

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed of the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of the notice in writing is given to the Company.

3. 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.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Contracts or Arrangements in which the directors are interested, maintained underSection 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any

change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

7. The Securities and Exchange of India (SEBI) has mandated the submission of "Permanent Account"

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 23rd September **2018 at 09.00 a.m. and ends on 25th September 2018 at 05.00 p.m.** During this period shareholders 'of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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 dematholders 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Company Name "KOTHARI INDUSTRIAL CORPORATION LIMITED" on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) **Shareholders can also cast their vote using CDSL's**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, 16th Floor, PhirozeJeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

13. Mr.R.Srinivasan, Practicing Company Secretary, (C.P.No.7779) Email id:momu18@gmail.com Mobile no.9840158156 has been appointed as the Scrutinizer to scrutinize the e-voting as well as physical ballot process in a fair and transparent manner.

14. 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

Chairman, shall declare the result of the voting forthwith.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) Monday to Friday, except Holidays, upto and including the date of the Annual General Meeting of the Company.
16. Members are also hereby informed that the equity shares of the Company are available for dematerialization/rematerialisation under the Depository System.
17. M/s.Integrated Enterprises (India) Limited, Chennai-600 017 are the Registrars & Share Transfer Agents for dealing with electronic form of equity shares of the Company. The ISIN Code allotted to the Company is INE972A01020.
18. Members with identical order of names who are holding shares in multiple folios are requested to write to the Company enclosing their Share Certificates to enable the Company to consolidate their holdings into one folio.
19. Shareholders/Proxies/Authorised Representatives are requested to affix their signatures at the space provided on the Attendance Slip and surrender the same at the AGM venue.
20. Members/Proxies/Authorised Representatives are requested to bring the copy of the Annual Report for the AGM.

Explanatory Statement pursuant to the provisions of Sec.102 (1) of the Companies Act, 2013:

Item No.4

Appointment of Mrs. Thoopjlamudu Arulpathy Rajalaxmi (DIN: 08148628) as an Independent Director

The Board at its meeting held on 11th June, 2018 appointed Mrs. Thoopjlamudu Arulpathy Rajalaxmi (DIN-08148628) as an Additional Director under the category of Independent Director with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. She will hold office up to the date of the ensuing annual General Meeting. The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers

Excluding Ms. Thoopjlamudu Arulpathy Rajalaxmi, none of the Directors or Key Managerial Personnel of the Company or their relatives is related or concerned or interested, financially or otherwise, in the resolution.

Item No.5

Approval for Material Related Party Transactions

During the Financial Year 2017-18, your Company has entered into certain business transactions with "Related Parties" as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to increase business transactions with Gemini Fertilizers, Gemini Legal Consultants Private Limited, Top Guard International Security Force Private Limited, Gemini Karma International Services Private Limited during Financial Year 2018-19.

Current and future transactions with all related parties will be deemed to be material in nature as defined in Regulation

Name of the Related Party	Nature of Relationship/ Name of the Director/	Transactions during the Financial Year	Proposed transactions to be entered	Period of Transactions

Kothari Industrial Corporation Limited

ANNEXURE TO THE NOTICE

Particulars of the Director seeking Reappointment/Appointment in the forthcoming Annual General Meeting pursuant to pursuant to Reg. 36(3) of SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015

I.

Name of the Director	Mr.Pradip D Kothari
Date of Birth	08.12.1947
Date of Appointment	28.04.1972
Qualification	B.A.
Expertise	Industrialist
Directorships in other companies	Nil
Membership / Chairman in other companies	Nil
Committee Membership	Nil
Shareholding in Kothari Industrial Corporation Limited	3266288

II.

Name of the Director	Mrs. Thoopjlamudu Arulpathy Rajalaxmi
Date of Birth	18.11.1961
Date of Appointment	11.06.2018
Qualification	M.A
Expertise	General Management

KOTHARI INDUSTRIAL CORPORATION LIMITED

CIN: L24110TN1970PLC005865
Registered Office: "Kothari Buildings"
114/117, Mahatma Gandhi Salai, Nungambakkam, Chennai 600 034
Tel.no.+91 44 2833 4565 email: Mohandas@kotharis.in website: www.kotharis.in

ATTENDANCE SLIP - 48TH Annual General Meeting – 26TH SEPTEMBER 2018

Folio No..... Client ID No.....
Name of the Member ..... Signature.....
I/We hereby record my/our presence at the 48TH Annual General Meeting of the company to be held on Wednesday, 26th September 2018 at 11.00 a.m. at company's Super Phosphate Factory at Kathivakkam, Ennore, Chennai 600057.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

Form No.MGT-11
PROXY FORM
(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN No.	CIN: L24110TN1970PLC005865	Name of the shareholder	
Name of the Company	Kothari Industrial Corporation Ltd	Registered Address	
Registered Office	"Kothari Buildings", 114/117, Mahatma Gandhi Salai, Nungambakkam, Chennai 600 034	E-mail ID	
		Folio No./Client ID	
		DP ID	
Name of the shareholder		Name of the shareholder	
Registered Address		Registered Address	
E-mail ID		E-mail ID	
Folio No./Client ID		Folio No./Client ID	
DP ID		DP ID	

I/We hereby declare and authorize Mr./Mrs.....as my/our proxy to attend and vote on behalf for me/us at the 48th Annual General Meeting of the company, be held on Wednesday the 26th September 2018 at 11.00 a.m. at company's Super Phosphate Factory at Kathivakkam Village, Ennore, Chennai 600057 and at any adjournment thereof in respect of such resolutions as are indicated below: Put tick mark for the resolutions (✔)

Sl.No.	Resolutions
	Ordinary Business / Ordinary Resolution
1	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March 2018 and the Reports of Board of Directors and Auditors thereon.
2	To appointment a Director in place of Mr. Pradip D Kothari (DIN : 01315682), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3	To re-appoint Auditors of the company for the period of five years and fix their remuneration.
	Special Business / Ordinary Resolution
4	Appointment of Mrs. Thoopjlamudu Arulpathy Rajalaxmi (DIN : 08148628) as an Independent Director of the company.
5	Approval of Material Related Party Transactions

Signed this 26th day of September 2018.

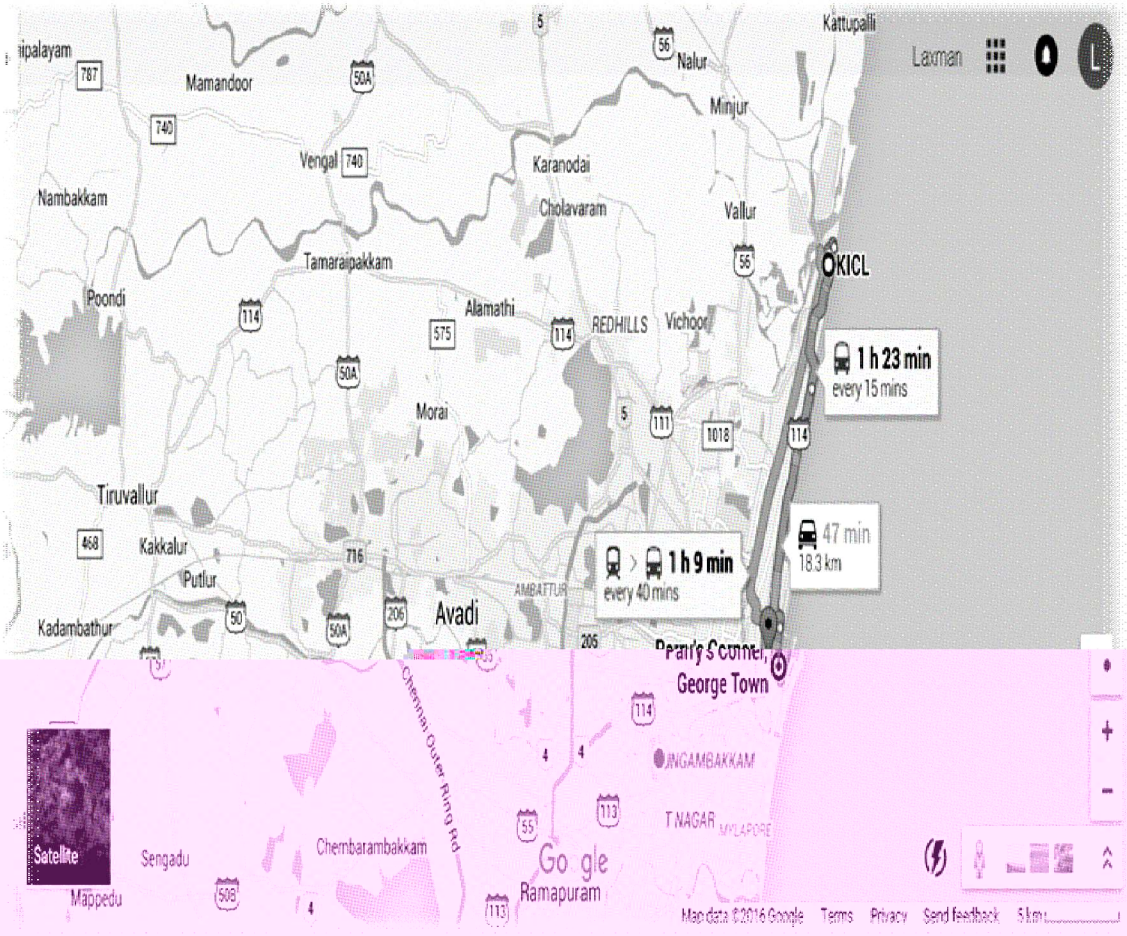
Signature of the Shareholder :

Signature of Proxy holder(s)

Note: This form of proxyin order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix Re.1/- Revenue Stamp

ROUTE MAP


Kattupalli
Laxman
Nalur
Minjur
Mamandoor
Vengal
Karanodai
Cholavaram
Vallur
Nambakkam
Tamaraipakkam
KICL
Poondi
Alamathi
REDHILLS
Vichoor
1 h 23 min
every 15 mins
Morai
Tiruvallur
Kakkalur
Putlur
Kadambathur
Avadi
1 h 9 min
every 40 mins
47 min
18.3 km
George Town
Chennai Outer Ring Rd
Satellite
Sengadu
Chembarambakkam
Ramapuram
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