



52nd Annual Report

2021-2022



Kothari Industrial Corporation Limited



BOARD OF DIRECTORS

Mr. Pradip D. Kothari	DIN (01315682)	Chairman
Mr. J. Rafiq Ahmed	DIN (02861341)	Vice Chairman & Managing Director
Mr. Dilip Machado	DIN (06895289)	Independent Director
Mr. D.Gunasekaran	DIN (07326495)	Independent Director
Mrs. T.A. Rajalaxmi	DIN (08148628)	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Anil Kumar Padhiali

CHIEF FINANCIAL OFFICER

Mr. V. Singaravel

STATUTORY AUDITORS

M/s. Arockiasamy & Raj (Regn. No. 006850S)
Chartered Accountants
New No. 2, Old No. 33, 1st Floor,
2nd Cross Street, C.I.T. Nagar West,
Chennai - 600 035.

INTERNAL AUDITOR

M/s. N. Ganesan Associates
Chartered Accountants
Lake View Building, 2nd Floor,
TNSC Bank upstairs,
New No.177/3, Old No.136
Valluvarkottam High Road,
Nungambakkam,
Chennai - 600 034.

SECRETARIAL AUDITOR

Santosh Senapati & Co.,
Practicing Company Secretary

EXECUTIVE TEAM:

Mr. P. Karthikeyan
Executive Vice President

Mr. A. Sahabudeen
Vice President

REGISTERED OFFICE:

“Kothari Buildings”
114, Mahathma Gandhi Salai,
Chennai – 600 034.
Tel.No.+91 044-28334565
CIN No. L24110TN1970PLC005865
Email: enquiries@kotharis.in
Website: www.kotharis.in

FACTORY:

Super Phosphate Factory,
(under lease arrangement with
M/s. Coromandel International Limited)
Ennore, Chennai-600 057.

REGISTRARS:

**M/s. Integrated Registry Management
Services Private Limited**

2nd Floor, “Kences Towers”,
1, Ramakrishna Street, off North Usman Road,
T. Nagar, Chennai 600 017.

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KOTHARI INDUSTRIAL CORPORATION LIMITED

CIN No. L24110TN1970PLC005865

Regd. Office : "Kothari Buildings", 114, Mahatma 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 **52nd** Annual General Meeting of the Company will be held at **11.00 a.m. on Tuesday, 27th September, 2022** through video conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial Year ended 31st March, 2022 and the Reports of Board of Directors and Auditors thereon.
 - b) The Audited Consolidated Financial Statements of the Company for the financial Year ended 31st March, 2022 and the Report of Auditors thereon.
2. To appoint a Director in the place of Mr. Pradip D Kothari (DIN: 01315682), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider the continuation of Directorship of Mr. Pradip D Kothari (DIN: 01315682), Non-Executive Director who will attain the age of Seventy-five (75) in this Financial Year.

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Pradip D Kothari (DIN-01315682), who is liable to retire by rotation, on the Board of the Company notwithstanding his attaining the age of Seventy-five (75) years on 08th December 2022."

4. Re-appointment of Mr. Rafiq Ahmed (DIN: 02861341) as Managing Director of the Company for a period of three years.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Rafiq Ahmed (DIN: 02861341) as a Managing Director of the Company, not liable to retire by rotation for a period of 3 years, with effect from 28th September 2022 upon the terms and conditions including remuneration as set out in this Resolution as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment / remuneration in such manner as deemed fit necessary.

(A) Salary: Rs. 5,00,000/- (Rupees Five Lakhs) per month.

(B) He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;

(C) He shall be reimbursed for the expenses incurred for the benefit and development of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rafiq Ahmed shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rafiq Ahmed, Managing Director shall be treated as minimum remuneration subject to limits mentioned under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limit as may be prescribed by the Government from time to time shall be paid."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

5. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company as by merging the Objects of the Company mentioned under Clause III (C) – the other objects of the Company, not indicated in clause A & B above are:- with Clause III (B) – Objects Incidental or Ancillary to the attainment of the Main Objects are:- and accordingly Memorandum of Association will no longer carry Other Objects and consequently changing the object numbering as may be appropriate.”

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) and Clause IV of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” whenever appears in the existing Memorandum of Association of the Company.”

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

6. Change in Object Clause of the Company to be incorporated in the Memorandum of Association of the company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, to append following sub clause 24, 25, 26, 27 after sub clause 23 of clause III (A) of the Memorandum of Association of Company.”

24. To Carry on the business of import, export, sales, and purchase, of U.A.V (unmanned aerial /under water /surface vehicle)/Drones (in all categories) Company with Objectives to provide Design, Develop and manufacture UAV’s /Drones focusing on providing services to Agriculture, mapping, survey, surveillance, training pilots, educations, defence, medical, utility market, software/mobile application development/services used for drones, accessories development and integration like camera modules, sensors and all other service activities.

25. 1. To carry on the business of Geo-spatial services, Digital photogrammetry, Light Deduction and Ranging (LiDAR), Mobile Light Deduction and Ranging (LiDAR), Ortho photo , Geographical Information system (GIS), Remote sensing, on shore & off shore survey, seismic data processing, consultancy & training, Geophysics analyze, Environmental studies, Environmental Engineering, Environmental impact assessment service, Geographical Information System (GIS) Engineering services, Computer Aided Design services, Computer Aided Design drafting and designing , PLS Computer Aided Design , geo

Kothari Industrial Corporation Limited

Optimization solutions, Geo marketing and logistics services, satellite image processing and marketing services, GPR (Ground Penetrating Radar) and Bathymetric Survey and others related services.

2. To carry on the business of Geo-technical & Hydro Geological Survey.
3. To carry on the business of renewable energy development project. Oil & GAS projects, Forest Management, Mineral ore prospecting and all mining sector services.
4. To carry on the business of Geographical Information System (GIS) software development and consultancy, web developing and utility services in Geographical Information System (GIS), scanning & Networking.
5. To carry on the business of Information Technologies and Information Technology enabled services.
26. To carry on the business of manufacturers, sales, dealers, importers, exporters and commission agents of footwear, leather and non-leather goods.
27. To carry on the business of Marketing, Software development and Business consulting.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

7. Adoption of Articles of Association as per the provisions of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to adopt new

set of Articles of Association in the place of existing Articles of Association of the Company."

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

8. Power to Borrow funds under section 180(1)(c) of the Companies Act 2013 and Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company.

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

"RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 28th September, 2017 and pursuant to Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow money from time to time, as and when required, from, including without limitation, Banks and/ or other Financial Institutions and/or Non-banking financial institutions and/or Corporates and/or other Body corporates and/or other lenders either in rupees or in such other foreign currencies as may be permitted by law from time to time as may be deemed appropriate by the Board for any sum or sums of money not exceeding Rs.500 Crores (Rupees Five Hundred Crores Only), notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to pledge and/or mortgage and/or hypothecate and/or charge only on such conditions as they may deem fit all or any part of the moveable and/or immovable properties of the Company and/or the whole or part of the undertaking(s) of the Company as the case may be in favour of the banks and/ or other Financial Institutions and/or Non-banking financial companies and/or Corporates and/or other Body corporates and/or other lenders to secure the amount borrowed by the Company from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. To make Investments, give loans, Guarantees and Provide Securities under section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”), to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, in excess of limit prescribed in section 186 of the Companies Act, 2013, but subject to a maximum limit of Rs. 500 Crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682

Place : Chennai
Date : 12.08.2022

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Important Notes:-

- 1. In view of the outbreak of the COVID-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and No.02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January, 2021, December 14, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA Circulars) and SEBI Circulars issued by the Securities and Exchange Board of India (SEBI Circular) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 52nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members at a common venue.**
2. 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.
3. Members may join the 52nd 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 52nd AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 52nd AGM.
4. 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.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, the notice of the AGM along with the Annual Report 2021-2022 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 2021-22 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.
6. 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.
7. The Register of the Members and Share Transfer Books of the Company shall remain closed from 21.09.2022 to 27.09.2022 (Both days inclusive) for the purpose of Annual General Meeting
8. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
9. The statement pursuant to Section 102 of the Companies Act, 2013 setting out of material facts concerning the items of special business specified above is annexed hereto.
10. Members of the Company had approved the re-appointment of M/s. Arockiasamy & Raj, Chartered Accountants, as the Statutory Auditors

at the 48th AGM of the Company for a period of five years. In accordance with the Companies (Amendment) Act, 2017, effective 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

11. 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.
12. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
13. 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.
14. 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.
15. Corporate members intending to make their authorised 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.
16. 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, 26th September, 2022 and Company will provide such documents through email.
17. 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.
18. 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.