

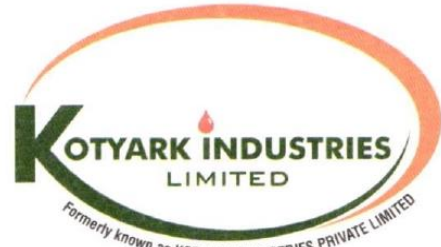


Regd. Office:

2nd Floor, A-3 Shree Ganesh Nagar Housing Society,
Ramakaka Temple Road, Chhani, Vadodara-391740
Ph. : 0265 - 2773672, 2773535

Factory:

F-86 to F-90, RIICO Industrial Area,
Swaroopgunj, Dist. Sirohi, Rajasthan - 307023



E-mail : info@kotyark.com, kipl7722@gmail.com,
Website : www.kotyark.com

CIN : U24100GJ2016PLC094939 • GST : 08AAGCK3927K1Z7

Date: September 04, 2024

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400051

Sub: Notice of 08th Annual General Meeting

Ref: Kotyark Industries Limited (Symbol: KOTYARK)

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of 08th Annual General Meeting dated September 04, 2024 ("the Notice") together with the Explanatory statement seeking approval of the members of the Company for resolutions as set out in the notice, in respect of **08th Annual General Meeting** of the Members of **M/s. Kotyark Industries Limited** ("the company") to be held on **Friday, September 27, 2024 at 04.00 P.M.** through Video Conference (VC) or Other Audio Visual Means (OAVM).

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company/Depositories, as on August 30, 2024.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (1ST) on Tuesday, September 24, 2024

End of e-voting: 5:00 p.m. (1ST) on Thursday, September 26, 2024.

The Notice is also available on the Company's website at www.kotyark.com

You are requested to take the same on your records.

Thanking You,

For, Kotyark Industries Limited

BHAVESH Digitally signed by
BHAVESH
BACHUBH BACHUBHAI NAGAR
Date: 2024.09.04
AI NAGAR 18:56:54 +05'30'

Bhavesh Nagar
Company Secretary & Compliance Officer
Membership No: A62546

Encl.

Notice of 08th Annual General Meeting

NOTICE is hereby given that the **08th ANNUAL GENERAL MEETING** of the Members of **M/s. Kotyark Industries Limited** will be held on **Friday, September 27, 2024 at 4:00 P.M. (IST)** through Video Conferencing/Other Audio Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements:

To receive, consider and adopt

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Statutory Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Statutory Auditors thereon.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

- "RESOLVED THAT** the Audited Standalone financial statement of the Company for the financial year ended on March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- "RESOLVED THAT** the Audited Consolidated financial statement of the Company for the financial year ended on March 31, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare final dividend of ₹ 7.50/- (Seven Rupees and Fifty Paise only) per equity shares of face value ₹ 10/- each for the financial year ended on March 31, 2024.

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Final Dividend of ₹ 7.50 (Seven Rupees and Fifty Paise Only) per Equity Share for 1,02,79,116 Equity shares of ₹ 10.00 (Rupees Ten Only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2024, as recommended by the Board of Directors of the Company and the same be paid out of the profits of the Company for the financial year ended March 31, 2024."

3. To appoint a Director in place of Mrs. Dhruti Mihir Shah (DIN: 07664924), who retires by rotation and being eligible, offers herself for re-appointment.

Explanation: Based on the terms of appointment, executive directors and the non-executive directors (other than Independent Directors) are subject to retirement by rotation. Mrs. Dhruti Mihir Shah (DIN: 07664924), Whole time Director, whose office of directorship is liable to retire at the ensuing Annual General Meeting, being eligible, seeks

re-appointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her reappointment as a director.

To the extent that Mrs. Dhruti Mihir Shah (DIN: 07664924) is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded for the reappointment of Mrs. Dhruti Mihir Shah (DIN: 07664924), as a director, who is liable to retire by rotation."

4. To re-appoint M/s. Manubhai & Shah LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and recommendation of the Audit Committee and Board of Directors of the Company, **M/s. Manubhai & Shah LLP, Chartered Accountants, (Firm's Registration No. 106041W and Peer Review No. W100136)**, be and are hereby re-appointed as the Statutory Auditors of the Company for a period of Two (2) year to hold office commencing from the conclusion of this 08th Annual General Meeting upto the conclusion of 10th Annual General Meeting of the Company to be held in the year 2026 at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit and with a power to the Board of Directors/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration in such manner and to such extent as may be mutually agreed with the Statutory Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company including its committee of Directors thereof, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:**5. To approve revision in remuneration of Mr. Gaurang Rameshchandra Shah, Chairman cum Managing Director (DIN: 03502841) of the Company.**

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

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at the Extra Ordinary General Meeting of the Company held on 09th August, 2021 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Gaurang Rameshchandra Shah (DIN: 03502841), Chairman cum Managing Director for the existing term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for his appointment as Chairman cum Managing Director with the power to the Board of Directors to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Gaurang Rameshchandra Shah (DIN: 03502841), Chairman cum Managing Director as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement attached hereto, shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Gaurang Rameshchandra Shah (DIN : 03502841), Chairman cum Managing Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified in the explanatory statement as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors (or any Committee thereof) be and

are hereby severally authorised to do all the acts and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter."

6. To approve revision in remuneration payable to Mrs. Dhruvi Mihir Shah, (DIN: 07664924) Whole-Time Director of the Company.

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

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at the Extra Ordinary General Meeting of the Company held on 09th August, 2021 and at the Annual General Meeting held on 26th September, 2023 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to increase the remuneration payable to Mrs. Dhruvi Mihir Shah, (DIN: 07664924) Whole-Time Director for the existing term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for her appointment as Whole-Time Director with the power to the Board of Directors to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mrs. Dhruvi Mihir Shah, (DIN: 07664924) Whole-Time Director as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement attached hereto, shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mrs. Dhruvi Mihir Shah, (DIN: 07664924) Whole-Time Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified in the explanatory statement as minimum remuneration, subject to the limits and conditions prescribed

under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors (or any Committee thereof) be and are hereby severally authorised to do all the acts and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter."

7. Alteration of Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and/or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association ("AOA") of the Company in the following manner:

- i. Deletion of the definition of "Seal" stated under Interpretation, i.e. 1(z) "seal"
- ii. Substitution of Existing Article No. 6(iii) with following

Every certificate shall be issued under the signature of two Directors or one Director & the Company Secretary, and shall specify the shares to which it relates and the amount paid-up thereon.

- iii. Substitution of Existing Article No. 29(iii) with following

A Certificate under the signature of two Directors or one Director & the Company Secretary of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.

- iv. Substitution of Article No. 145 along with its heading "The Seal" With following Article with Heading **"Authentication of Documents"**

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director, the Manager, the Secretary or an authorized officer of the Company.

***Post deletion of Interpretation sub-Interpretation will be renumbered accordingly**

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to take all the requisite, incidental, consequential steps to implement

the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution."

8. To approve the related party transactions with subsidiary Company "Kotyark Bio Industries Limited"

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements as may be required from time to time with respect to;

- a. Sale, purchase or supply of any goods or materials;
- b. Selling or otherwise disposing of, or buying, property of any kind;
- c. Leasing of property of any kind;
- d. Availing or rendering of any services;
- e. Appointment of any agent for purchase or sale of goods, materials, services or property;
- f. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
- g. Underwriting the subscription of any securities or derivatives thereof, of the Company;

With Subsidiary Company "Kotyark Bio Industries Limited", a related party within the meaning of Section 2(76) of the Companies Act 2013 on such terms and conditions and as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 150/- Crore (Rupees One Hundred Fifty Crore only) for the financial year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any of the directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

9. To approve the related party transactions with wholly owned subsidiary Company "Kotyark Agro Private Limited"

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements as may be required from time to time with respect to;

- a. Sale, purchase or supply of any goods or materials;
- b. Selling or otherwise disposing of, or buying, property of any kind;
- c. Leasing of property of any kind;
- d. Availing or rendering of any services;
- e. Appointment of any agent for purchase or sale of goods, materials, services or property;
- f. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
- g. Underwriting the subscription of any securities or derivatives thereof, of the Company.

With its wholly owned Subsidiary Company "Kotyark Agro Private Limited", a related party within the meaning of Section 2(76) of the Companies Act 2013, on such terms and conditions as may be required from time to time by the Company and as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 100/- Crore (Rupees One Hundred Crores Only) for the financial year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any of the directors of the Company (hereinafter referred to as 'Board' which shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

10. To approve the related party transactions with wholly owned subsidiary Company "Semani Industries Limited"

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements as may be required from time to time with respect to;

- a. Sale, purchase or supply of any goods or materials;
- b. Selling or otherwise disposing of, or buying, property of any kind;
- c. Leasing of property of any kind;
- d. Availing or rendering of any services;
- e. Appointment of any agent for purchase or sale of goods, materials, services or property;
- f. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
- g. Underwriting the subscription of any securities or derivatives thereof, of the Company.

With Wholly owned Subsidiary Company "Semani Industries Limited", a related party within the meaning of Section 2(76) of the Companies Act 2013, on such terms and conditions and as the Board of Directors may deem fit upto a maximum aggregate value of ₹ 50/- Crore (Rupees Fifty Crores only) for the financial year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any of the directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

11. To approve the related party transactions with "Kotyark Proteins Private Limited"

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements as may be required from time to time with respect to;

- a. Sale, purchase or supply of any goods or materials;
- b. Selling or otherwise disposing of, or buying, property of any kind;
- c. Leasing of property of any kind;
- d. Availing or rendering of any services;
- e. Appointment of any agent for purchase or sale of goods, materials, services or property;
- f. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
- g. Underwriting the subscription of any securities or derivatives thereof, of the Company.

With "Kotyark Proteins Private Limited", a related party within the meaning of Section 2(76) of the Companies Act 2013, on such terms and conditions and as the Board of Directors may deem fit upto a maximum aggregate value of ₹ 50/- Crore (Rupees Fifty Crores only) for the financial year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any of the directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

12. To approve the related party transactions with Mr. Gaurang Rameshchandra Shah, Chairman cum Managing Director of the Company.

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

"RESOLVED THAT Pursuant to Section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the approval of the Company be and is hereby given to the related party transaction with Mr. Gaurang Rameshchandra Shah, Chairman cum Managing Director of the Company for taking on lease/rent the registered office premises owned by Mr. Gaurang Rameshchandra Shah situated at A/3, 02nd Floor, Shree Ganeshnagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara, Gujarat -391740 for a sum of ₹ 2,00,000/- (Rupees Two Lakhs only) per month for the F.Y. 2024-25 and on such terms and conditions be decided by the board.

RESOLVED FURTHER THAT the particulars of the above said contract be entered in the Register of contracts in which directors are interested kept in accordance with the provisions of Section 189 of the Companies Act, 2013 (The Act) or in any other register or record as may be required by the provisions of the Act or rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

By Order of the Board
For **Kotyark Industries Limited**

Registered Office:

2nd Floor, A-3 Shree Ganesh Nagar Housing Society,
Ramakaka Temple Road, Chhani, Vadodara-391740.
CIN: L24100GJ2016PLC094939
E-mail: info@kotyark.com

Gaurang R. Shah
Chairman cum Managing Director
DIN: 03502841

Place: Vadodara

Date: 04.09.2024

Important Notes

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 08th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
 2. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
 3. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 08th AGM of the Company is being held through VC/OAVM on Friday, September 27, 2024 at 4:00 P.M. (IST). The deemed venue of the proceedings of the 08th AGM shall be the Registered Office of the Company at 2nd Floor, A-3 Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara-391740
 4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- SINCE THIS 08TH AGM OF THE COMPANY IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE**
5. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
 6. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting.
 7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (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, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
 8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 9. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
 10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting during the date of the AGM will be provided by NSDL.
 11. Notice calling the AGM has been sent by electronic means to those members who had registered their email addresses with the Company/Depositories. The Notice has also been uploaded on the website of the Company at www.kotyark.com & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 12. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
14. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
15. 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.
16. The Register of Directors and Key Managerial Personnel 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 electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Friday, September 27, 2024. Members seeking to inspect such documents can send an email to info@kotyark.com.
17. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-Voting") facility provided by the NSDL. Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode is provided in the instructions for e-Voting section which forms part of this Notice. The Board has appointed M/s. SCS and Co. LLP, Practicing Company Secretaries (M. No. 41942 and COP No. 23630), as the Scrutinizer to scrutinize the e-Voting in a fair and transparent manner.
18. The e-Voting period commences on Tuesday, September 24, 2024 at 09:00 A.M. (IST) and ends on Thursday, September 26, 2024 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Friday, September 20, 2024 may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.
19. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through

remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.

20. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes casted during the AGM and votes casted through remote e-Voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, www.kotyark.com.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

In compliance with MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report FY 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report FY 2023-24 will also be available on the Company's website www.kotyark.com, websites of the Stock Exchange where shares of the Company are listed i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

Members holding shares in dematerialized mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to info@kotyark.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-Voting period begins on Tuesday, September 24, 2024 at 09:00 A.M. (IST) and ends on Thursday, September 26, 2024 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. on Friday, September 20, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 20, 2024 .

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, and 10/2022 dated December 28, 2022

the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the authorized e-Voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting as well as e-Voting system on the date of the AGM will be provided by NSDL.

- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 20, 2024 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 20, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or e-Voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-Voting will commence on Tuesday, September 24, 2024 at 09:00 A.M. (IST) and ends on Thursday, September 26, 2024 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-

off date i.e. Friday, September 20, 2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-Voting module shall be disabled for voting by NSDL thereafter.

- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 20, 2024.
- vii. The Company has appointed M/s. SCS and CO. LLP, Practicing Company Secretaries (ICSI Unique Code: L2020GJ008700), to act as the Scrutinizer for conducting the remote e-Voting process as well as the e-Voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING:

The remote e-Voting period begins on Tuesday, September 24, 2024 at 09:00 A.M. (IST) and ends on Thursday, September 26, 2024 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 19, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e. Friday, September 20, 2024.

How Do I Vote Electronically Using NSDL e-Voting System?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting System:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & vot-ing 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting Website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Your User ID is: Demat (NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
a) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join general meeting on nsdl e-Voting system.

How to cast your vote electronically and join general meeting on nsdl e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked

to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E- VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide 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 info@kotyark.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@kotyark.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e- voting by providing above mentioned documents.
5. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Contact details:

Company	Kotyark Industries Limited A-3, 2 nd Floor, Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara-391740, Gujarat. Tel No. +91 281 2581152, 95109 76156 E-mail ID: info@kotyark.com Website: www.kotyark.com
Registrar and Transfer Agent	KFIN Technologies Limited Selenium Tower-B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500032, Contact No.: + 91 40 6716 2222, 79611000 E-mail ID: einward.ris@kfintech.com
e-Voting Agency & VC/OAVM	E-mail ID: evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	M/S. SCS and CO. LLP Ms. Anjali Sangtani Partner (Membership No. 41942, CP NO. 23630) Tel No.: +918128156833 E-mail ID: scsandcollp@gmail.com

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 08TH AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the 08th AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/shareholders, who will be present in the 08th 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 in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the 08th AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@kotyark.com. The same will be replied by the Company suitably.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries/questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at info@kotyark.com. Questions/queries received by the Company till 5:00 P.M. on Friday, September 20, 2024 shall only be considered and responded during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

INFORMATION ON DIVIDEND:

- Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the

Company's Register of Members as on the Record Date i.e. Friday, September 20, 2024, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

2. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reasons, Dividend warrants/demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, after normalization of the postal service.
3. Shareholders are requested to register/update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.
4. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to info@kotyark.com by Friday, September 20, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to info@kotyark.com. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, September 20, 2024.

5. The Company has fixed Friday, September 20, 2024 as the **'Record Date'** for determining entitlement of members to receive dividend for the FY 2023-24, if approved at the AGM. Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or before Saturday, October 26, 2024, subject to applicable TDS.
6. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

The following statement sets out all material facts relating to certain Ordinary Business and Special Business as mentioned in the accompanying Notice:

Item No. 4

To re-appoint M/s. Manubhai & Shah LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration - Ordinary Resolution

Though not mandatory, this explanation is provided for reference.

M/s. Manubhai & Shah LLP (FRN:-106041W and Peer Review Number. W100136), Chartered Accountants, were appointed as the Statutory auditors of the Company for One Year in the 07th Annual General Meeting of the Company held on September 26, 2023. Their term will end at the conclusion of this Annual General Meeting. On recommendation of Audit Committee and Board of Directors and on receipt of consent dated 04.09.2024 of M/s. Manubhai & Shah LLP, the Board of Directors hereby placed this resolution for re-appointment of Statutory Auditors for a further term of 2 year to hold office from the conclusion of 08th Annual General Meeting until the conclusion of 10th Annual General Meeting to be held in the calendar year 2026.

The Board recommends the resolution at Item No. 4 for approval by the members as an Ordinary Resolution.

None of the Directors or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Item No. 5:

To approve revision in remuneration of Mr. Gaurang Rameshchandra Shah, Chairman cum Managing Director (DIN: 03502841) of the Company:

Mr. Gaurang Rameshchandra Shah (DIN: 03502841) was appointed as Chairman cum Managing Director of the Company, at the Extra Ordinary General Meeting of the shareholders held on August 09, 2021, not liable to retire by rotation, for a period of 5 (Five) years

with effect from August 09, 2021 under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for 3 years upto August 08, 2024. On the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on 04.09.2024 has considered approval of limit of remuneration, i.e. upto ₹ 17,00,000/- (Rupees Seventeen Lakh Only) per month with effect from 01.09.2024 with such increments may be decided by the Board from time to time to be paid to Mr. Gaurang Rameshchandra Shah (DIN: 03502841) for his remaining tenure as Chairman cum Managing Director. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Gaurang Rameshchandra Shah (DIN: 03502841), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Gaurang Rameshchandra Shah (DIN: 03502841), Chairman Cum Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder:

I. General Information about Company:

1) Nature of Industry	Manufacturing Industry
2) Date or Excepted date of Commencement of Commercial Production	The Company is already making the production.
3) In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not Applicable
4) Financial Performance based on given indicators	Given in this Annual Report
5) Foreign Investments or Collaborations, if any	No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2024 total holding of Foreign Shareholders was 2,15,600 Equity Shares

II. The financial performance of the Company is as under:

(₹ in Lakhs)

Particulars	F.Y. 2023-24		F.Y. 2022-23	
	Standalone	Consolidated	Standalone	Consolidated
Revenue From Operations	27,099.18	27,099.18	13,098.91	13,098.91
Other Income	92.71	92.71	1.47	1.47
Total Income	27,191.89	27,191.89	13,100.38	13,100.38
Operating expenditure before Finance cost, depreciation and amortization	22,646.36	22,650.72	10,638.96	10,640.42
Earnings before Finance cost, depreciation and amortization (EBITDA)	4,452.82	4,448.46	2,459.95	2,458.49
Less: Depreciation	825.65	825.65	194.45	194.45
Less: Finance Cost	655.07	655.07	330.16	330.16
Profit Before Tax	3,064.81	3,060.45	1,936.81	1,935.35
Less: Current Tax	850.00	850.00	482.68	482.68
Less: Short/Excess provision for Income Tax	(6.75)	(6.75)	19.52	19.52
Less: Deferred tax Liability (Asset)	(2.63)	(2.63)	(1.34)	(1.34)
Profit after Tax	2,224.19	2,219.83	1,435.95	1,434.49

Note: Previous year figures have been regrouped/re-arranged wherever necessary.

III. Information about Appointee: Mr. Gaurang Rameshchandra Shah

1) Age	52 Years
2) Qualifications	Bachelor of Commerce
3) Experience	He has overall experience of over 26 years in the field of this industry. Under his guidance our Company has witnessed continuous growth.
4) Details of Remuneration	As per Resolution
5) Past Remuneration	Mr. Gaurang Rameshchandra Shah, was appointed as Chairman cum Managing Director w.e.f. August 09, 2021 at the Extra Ordinary General Meeting for a period of 5 years, not liable to retire by rotation at a remuneration upto ₹ 10,00,000 Per Month including all perquisites.
6) Date of First Appointment	December 12, 2018
7) Shareholding in the Company	51,55,335 Equity Shares
8) Relationship with others directors and KMP	Husband of Mrs. Bhaviniben Gaurang Shah, Non-Executive Director of the Company.
9) Directorship in other Board	Director in I. M/s. Semani Industries Limited. II. M/s. Kotyark Proteins Private Limited III. M/s. Kotyark Agro Private Limited
10) Membership/Chairperson of Committees of Company	Kotyark Industries Limited-Member of Audit Committee
11) No. of meetings attended during the financial year 2023-24	Attendance of Meeting during FY 2023-24 1. Board Meeting - 25 out of total 25 2. Audit Committee - 10 out of 10
12) Recognition or awards	NIL
13) Job profile and her suitability	Mr. Gaurang Rameshchandra Shah is Chairman cum Managing Director (DIN: 03502841) and promoter of the Company and has an experience of over 26 years in the field of this industry. He looks after overall management and operations of the Company. He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level.

III. Information about Appointee: Mr. Gaurang Rameshchandra Shah (Contd.)

14) Remuneration proposed	₹ 17.00 Lakhs per month w.e.f 01.09.2024 inclusive of all perquisite and benefits if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act.
15) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	For the responsibility shouldered by Mr. Gaurang Rameshchandra Shah, Chairman cum Managing Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favourably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.
16) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Husband of Mrs. Bhaviniben Gaurang Shah, Non-Executive Director of the Company

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Chairman Cum Managing Director of the Company, as approved by the Shareholders through resolution passed at the Extra Ordinary General Meeting (EOGM) held on August 09, 2021 shall remain unchanged and continue remain in full force and effect Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Except Mr. Gaurang Rameshchandra Shah, Mrs. Bhavini Gaurang Shah and their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

After considering above facts and requirements of the Acts your Directors recommended the Resolution in Item No. 5 as a Special Resolution for approval of the members.

Item No. 6:**To approve revision in remuneration of Mrs. Dhruti Mihir Shah, (DIN: 07664924) Whole-Time Director of the Company - Special Resolution**

Mrs. Dhruti Mihir Shah, (DIN: 07664924) was appointed as Whole-Time Director of the Company, at the Extra Ordinary General Meeting of the shareholders held on 09th August, 2021, liable to retire by rotation, for a period of 5 (Five) years with effect from August 09, 2021 under Schedule V of Companies Act, 2013. Further, her remuneration was revised in the 7th Annual General Meeting held on September 26, 2023 upto 1,80,000 per month including perquisites from September 1, 2023.

On the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on 04.09.2024 has considered revision of remuneration, upto ₹ 4,00,000/- (Rupees Four Lakh Only) per month with effect from 01.09.2024 with such increments as may be decided by the Board from time to time to be paid to, Mrs. Dhruti Mihir Shah, (DIN: 07664924) for her remaining tenure as Whole Time Director. The other terms and conditions of her appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mrs. Dhruti Mihir Shah, (DIN: 07664924), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mrs. Dhruti Mihir Shah, (DIN: 07664924), Whole-Time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder:**I. General Information about Company:**

1) Nature of Industry	Manufacturing Industry
2) Date or Excepted date of Commencement of Commercial Production	The Company is already making the production.
3) In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not Applicable
4) Financial Performance based on given indicators	Given in this Annual Report
5) Foreign Investments or Collaborations, if any	No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2024 total holding of Foreign Shareholders was 2,15,600 Equity Shares

II. The financial performance of the Company is as under:

(₹ in Lakhs)

Particulars	F.Y. 2023-24		F.Y. 2022-23	
	Standalone	Consolidated	Standalone	Consolidated
Revenue From Operations	27,099.18	27,099.18	13,098.91	13,098.91
Other Income	92.71	92.71	1.47	1.47
Total Income	27,191.89	27,191.89	13,100.38	13,100.38
Operating expenditure before Finance cost, depreciation and amortization	22,646.36	22,650.72	10,638.96	10,640.42
Earnings before Finance cost, depreciation and amortization (EBITDA)	4,452.82	4,448.46	2,459.95	2,458.49
Less: Depreciation	825.65	825.65	194.45	194.45
Less: Finance Cost	655.07	655.07	330.16	330.16
Profit Before Tax	3,064.81	3,060.45	1,936.81	1,935.35
Less: Current Tax	850.00	850.00	482.68	482.68
Less: Short/Excess provision for Income Tax	(6.75)	(6.75)	19.52	19.52
Less: Deferred tax Liability (Asset)	(2.63)	(2.63)	(1.34)	(1.34)
Profit After Tax	2,224.19	2,219.83	1,435.95	1,434.49

III. Information about Appointee: Mrs. Dhruiti Mihir Shah

1) Age	34 Years
2) Qualifications	Master of Commerce and Master in Business Administration
3) Experience	She has overall experience of over 10 years in the field of this industry. Under her guidance our Company has witnessed continuous growth
4) Details of Remuneration	As per Resolution
5) Past Remuneration	Mrs. Dhruiti Mihir Shah, was appointed on the Board on as Whole-Time Director on August 9, 2021 and Further, her remuneration was revised in the 7 th Annual General Meeting held on September 26, 2023 upto 1,80,000 per month including perquisites.
6) Date of First Appointment	December 30, 2016
7) Shareholding in the Company	95,594 Equity Shares
8) Relationship with others directors and KMP	NIL
9) Directorship in other Board	NIL
10) Membership/Chairperson of Committees of Company	Kotyark Industries Limited-Member of Stakeholders Relationship Committee
11) No. of meetings attended during the financial year 2023-24	Attendance of Meeting during FY 2023-24 1. Board Meeting - 25 out of total 25 2. Stakeholders Relationship Committee - 05 out of 05
12) Recognition or awards	NIL
13) Job profile and her suitability	Mrs. Dhruiti Mihir Shah is Whole-Time Director of the Company and has an experience of over 10 years in the field of this industry. She has sound accounting and commercial knowledge. She brings to the Company her invaluable business acumen and the most critical experience of success.
14) Remuneration proposed	₹ 4.00 Lakh per month w.e.f. 01.09.2024 inclusive of all perquisite and benefits if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act.
15) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	For the responsibility shouldered by Mrs. Dhruiti Mihir Shah, Whole-Time Director of the Company in driving the Company's growth plans, the remuneration paid to her is commensurate and compares favourably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.
16) Pecuniary relationship directly or indirect-ly with the Company, or relationship with the managerial personnel, if any	NIL

Except for the aforesaid increase in remuneration, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the Shareholders through resolution passed at the Extra Ordinary General Meeting (EOGM) held on August 09, 2021 shall remain unchanged and continue remain in full force and effect Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Except Mrs. Dhruvi Mihir Shah and her relatives, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

After considering above facts and requirements of the Acts your Directors recommended the Resolution in Item No. 6 as a Special Resolution for approval of the members.

Item No. 7

To alter Articles of Association of the Company - Special Resolution

With the enactment of the Companies (Amendment) Act, 2015, the use of Common Seal has been made optional.

In order to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing/amending the relevant clauses in the Articles of Association of the Company pertaining to the common seal.

Accordingly, alter the relevant Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

All the material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

After considering above facts and requirements of the Acts your Directors recommended the Resolution in Item No. 7 as a Special Resolution for approval of the members.

Item No. 8, 9, 10 and 11

To Approval of the related party transactions with subsidiary Company "Kotyark Bio Specialities Limited", wholly owned subsidiary Company "Kotyark Agro Private Limited", wholly owned subsidiary Company "Semani Industries Limited" and "Kotyark Protiens Private Limited" - Ordinary Resolution

As per Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Kotyark Bio Specialities Limited is a Subsidiary Company; whereas Kotyark Agro Private Limited and Semani Industries Limited are the wholly Owned Subsidiary Company of Kotyark Industries Limited and "Kotyark Protiens Private Limited" is a Company where Director of the Company is a director, a related party within the meaning of Section 2(76) of the Companies Act, 2013.

The value of proposed aggregate transactions with "Kotyark Bio Specialities Limited", "Kotyark Agro Private Limited", "Semani Industries Limited" and "Kotyark Protiens Private Limited" are likely to exceed the said threshold limit during the financial year 2024-25.

Accordingly, transaction(s) entered with above entities comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with above entities in the financial year 2024-25.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with above entities are as follows:

Particulars		Details		
Name of Related Parties	Kotyark Bio Specialities Limited	Kotyark Agro Private Limited	Semani Industries Limited	Kotyark Proteins Private Limited
Name of the Director or KMP who is related	Akshay Jayrajbhai Shah	Gaurang Rameshchandra Shah	Gaurang Rameshchandra Shah Bhaviniben Gaurang Shah Akshay Jayrajbhai Shah	Gaurang Rameshchandra Shah
Nature of Relationship	Subsidiary Company	Wholly Owned Subsidiary Company		entity in which director is interested
Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 150/- Cr (Rupees One Hundred Fifty Crore Only) in the F.Y. 2024-25 with Kotyark Bio Specialities Limited	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 100/- Cr (Rupees One Hundred Crore Only) in the F.Y. 2024-25 with Kotyark Agro Private Limited.	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 50/- Cr (Rupees Fifty Crore Only) in the F.Y. 2024-25 with Semani Industries Limited.	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 50/-Cr (Rupees Fifty Crore Only) in the F.Y. 2024-25 with Kotyark Proteins Private Limited.
Nature materials terms and particulars of the Contracts/arrangements	<p>The Board of Directors of the Company may enter into any contract or arrangements as may be required from time to time with respect to;</p> <ol style="list-style-type: none"> Sale, purchase or supply of any goods or materials; Selling or otherwise disposing of, or buying, property of any kind; Leasing of property of any kind; Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property; Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and Underwriting the subscription of any securities or derivatives thereof, of the Company <p>However, such transactions would be in ordinary course of the Company's business and at the arm's length basis.</p>			
Any advance paid or received for the contracts/ arrangements	As per industry norms customs and usages.			
Tenure of contracts/ arrangement	F.Y. 2024-25			
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information's are mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.			

Except, Gaurang Shah, Bhavini Shah and Akshay Shah, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

Since, Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board of Directors recommends passing of the resolution as set out item no. 8, 9, 10 and 11 of this Notice as Ordinary Resolution.

Item No. 12**To approval of Related party Transaction with Mr. Gaurang Rameshchandra Shah, Chairman cum Managing Director of Company - Ordinary Resolution**

The Shareholders are requested to approve related party transactions with Mr. Gaurang Rameshchandra Shah for the purpose of Rent of office Premises situated at A/3, 02nd Floor, Shree Ganeshnagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara 391740, Gujarat. The said office is owned by Mr. Gaurang Rameshchandra Shah and is used by the Company as its registered office and for the business purpose of the Company. The office is furnished and the rent includes the use of furniture.

The transaction is in the ordinary course of business and at arm's length and are not material but the Company, as a matter of abundant caution and prudent corporate practice, proposes to obtain approval of shareholders by way of ordinary resolution. The transactions have been approved by the Audit Committee and also by the Board of Directors subject to the approval of Members by way of an ordinary resolution. The prescribed Rent payable under the contracts shall be competitive, shall be based on the prevailing market price, shall not be prejudicial to the interest of either parties and shall be at arm's length, on the basis of comparable uncontrolled price other than with associate enterprise.

Your Directors recommend resolution in item number 12 as Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Mr. Gaurang Rameshchandra Shah, Managing Director of the Company.

The Board of Directors recommends passing of the resolution as set out item no. 12 of this Notice as Ordinary Resolution.

Annexure to Notice of 08th Annual General Meeting

Details of Directors seeking appointment/re-appointment at the 08th Annual General Meeting

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of the General Meeting

Name of the Director	Mrs. Dhruti Mihir Shah	Mr. Gaurang Rameshchandra Shah
DIN	07664924	03502841
Designation	Whole-Time Director	Chairman cum Managing Director
Date of Birth	September 01, 1990	October 19, 1972
Date of First Appointment	December 30, 2016	December 12, 2018
Date of Appointment in current terms	August 09, 2021	August 09, 2021
Terms and Conditions of Appointment/ Re-appointment	Appointed as Whole-Time Director of the Company for 5 years from August 9, 2021 to August 08, 2026, liable to retire by rotation	Appointed as Chairman cum Managing Director of the Company for 5 years from August 9, 2021 to August 08, 2026, not liable to retire by rotation
Qualifications	Master of Commerce and Master in Business Administration	Bachelor of Commerce
Experience	Mrs. Dhruti Mihir Shah is Whole-Time Director of the Company and has an experience of over 10 years in the field of this industry. She has sound accounting and commercial knowledge. She brings to the Company her invaluable business acumen and the most critical experience of success.	Mr. Gaurang Rameshchandra Shah is Chairman cum Managing Director and promoter of the Company and has an experience of over 26 years in the field of this industry. He looks after overall management and operations of the Company. He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level.
No. of Equity Shares held in the Company as on March 31, 2024	95594 Equity Shares	51,55,335 Equity shares
Remuneration last Drawn	₹ 1,80,000 Per Month	₹ 10,00,000 per month
Directorships held in public companies including deemed public companies	NIL	M/s. Semani Industries Limited. M/s. Kotyark Agro Private Limited
Memberships/ Chairmanships of committees of public companies	Member of Stakeholders Relationship Committee of Kotyark Industries Limited.	Member of Audit Committee of Kotyark Industries Limited
No. of meetings attended during the financial year 2023-24	Attendance of Meeting during FY 2023-24 1. Board Meeting - 25 out of total 25 2. Stakeholders Relationship Committee - 05 out of 05	Attendance of Meeting during FY 2023-24 1. Board Meeting - 25 out of total 25 2. Audit Committee - 10 out of 10
Inter relationship	NIL	Husband of Mrs. Bhaviniben Gaurang Shah, Non-Executive Director of the Company
Listed entities from which the person has resigned in the past three years	-	-
Information as required pursuant to NSE Circular No. L1ST/COMP/14/2018-19 dated June 20, 2018	Mrs. Dhruti Mihir Shah is not debarred from holding the office of director pursuant to any SEBI order.	Mr. Gaurang Rameshchandra Shah is not debarred from holding the office of director pursuant to any SEBI order.

ADDITIONAL INFORMATION ABOUT STATUTORY AUDITORS PURSUANT TO REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ARE PROVIDED BELOW FOR ITEM NO. 4:

Terms of Appointment	Re-appointment of M/s. Manubhai & Shah LLP, Chartered Accountants, Ahmedabad (FRN: 106041W and Peer Review No. W100136), for Two year as the Statutory Auditors of the Company from the conclusion of the 08 th AGM till the conclusion of the 10 th AGM to be held in the year 2026.
Proposed Audit fees payable to Auditor and material change in fee payable	such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit and with a power to the Board of Directors/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration in such manner and to such extent as may be mutually agreed with the Statutory Auditors.
Basis of recommendation and Auditor credentials	<p>M/s. Manubhai & Shah was established in 1975 by Mr. Manubhai Patel who started his practice in the year 1959. It was converted into LLP on 01st April, 2016. Over the years Manubhai & Shah LLP has developed into one of the leading Chartered Accountancy firms in india with a global client base. The firm is able to offers broad spectrum of services to its clients.</p> <p>M/s. Manubhai & Shah LLP is a member of an international network of professional accounting firms. It is positioned to provide clients with a global delivery model. The firm is having highly experienced knowledgeable, young, enthusiastic and techno savvy partners It has absorbed majority of the partners from within the firm. The firm has gained confidence of the clients over decades of their association with the firm.</p>