

INFORMATION MEMORANDUM AS PER PART E OF SCHEDULE VI OF SEBI (ICDR) REGULATIONS, 2018




For revocation of suspension of trading of 12483885 equity shares of face value of Rs.5 each of Kothari Industrial Corporation Limited

Name of the Company	Kothari Industrial Corporation Limited
Registered Office	Kothari Buildings, 4 th floor, Nungambakkam High Road , Chennai-600034
E-mail Id	Enquiries@kotharis.in
Website	www.kotharis.in
CIN	L74110TN1970PLC005865
Compliance Officer & Company Secretary	Anil Kumar Padhilai



GENERAL RISK

Risk management is a very important part of the Company's business policy. Risk Management structure spans across different levels and the Company, continuously identifies, classifies and formulates mitigation measures. The key risk management practices include risk assessment, measurement, monitoring, reporting, mitigation actions and integration with strategy and business planning. The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments.

PROMOTERS OF OUR COMPANY

Sr. No.	Name of the Promoter/ promoter group	Category
1.	N Krishnaji Sukkal	Promoter Group
2	N Ravichandran	Promoter Group
3	Govinddas Mohan Das	Promoter Group
4	Mitali Pradip Kothari	Promoter
5	Santharam	Promoter Group
6	Maya Dayanand Kothari	Promoter
7	Pradip Dayanand Kothari	Promoter and Director
8	ASOORI RANGACHARI RAJA	Promoter Group
9	SUREKHA PRADIP KOTHARI	Promoter
10	RAVINDRA REDDY	Promoter Group
11	ANTARA PRADIP KOTHARI	Promoter Group
12	KOTHARI & SONS (NOMINEES) PRIVATE LIMITED	Promoter
13	ASHA THAYER	Promoter
 KOTHARI INDUSTRIAL CORPORATION LIMITED CIN No. L74110TN1970PLC005865 Kothari Building - No.114/117, Mahatma Gandhi Salai Nungambakkam, Chennai - 600 034		 enquiries@kotharis.in  www.kotharis.in



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14	PRADIP D KOTHARI	Promoter
15	SALOMAN INVESTMENTS LIMITED	Promoter
16	KALYANASUNDARAM SANTHANAM	Promoter Group
17	A RABINDRAN SWAMIDASON	Promoter Group
18	RAKESH GARG	Promoter Group
19	T SANKARAN	Promoter Group
20	SRINIVASAN NATESAN	Promoter Group

BUSINESS OVERVIEW

Details of Business are attached herewith as Annexure-1.

BOARD OF DIRECTORS

Name, PAN and DIN of Directors and KMP Details

Sr. No.	Name of Directors and address	Designation	DIN	PAN	Experience (in 20-30 words)
1	Rafiq Ahmed Add-25/8, 2ND STREET,PERAMBUR HIGH ROAD, PERAMBUR BARRACKS, CHENNAI-600012	Managing Director	02861341	08148628	Experience/skills in leaderships ,strategy and planning, financial performance, sales and marketing and governance.
2	Pradip D Kothari- Add- FLAT EFG 3RD BLOCK, 28/29, KOTHARI ROAD, NUNGAMBAKKAM, CHENNAI-600034	Chairman	01315682	AEEP6866L	Experience/skills in leaderships ,strategy and planning, financial performance, sales and marketing and governance.
3	Dakshinamoorthy Gunasekaran Add-2/203,PLOT NO 3, A G S COLONY, PHASE 3, MUGALIVAKKAM, KANCHEEPURAM-,Tamil Nadu, India	Independent Director	07326495	AEEP6866L	Experience/skills in leaderships ,strategy and planning, financial performance, sales and marketing and governance.
4	Dilip Machado Add- 82/21,PADAVATTAMMAN KOIL, KOSAPET, PERAMBUR BARRACKS, CHENNAI-600012,Tamil Nadu, India	Independent Director	06895289	AEEP6866L	Experience/skills in leaderships ,strategy and planning, financial performance, sales and marketing and governance.



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5	T Rajalaxmi Add-OLD 63/9, NEW 135/9, GN CHETTY ROAD, T NAGAR, CHENNAI- 600017,Tamil Nadu, India	Non executive Director	08148628	AGBPR6785L	Experience/skills in leaderships ,strategy and planning, financial performance, sales and marketing and governance.
6	Anil Kumar Padhiali Galaxy Apartment, Plot No.11, Bhuvanewari Nagar 1 st Main Road, Velachery, Chennai- 600042	Company secretary and compliance officer	NA	CUPPP7369Q	Experience/skills in compliance, corporate governance and leaderships.
7	Hari Kishore Madhushree Apartments 72, Durai Raj Street Poochi Athipedu Thiru Nagar, Valasaravakkam, Tiruvallur-600087	Chief financial officer	NA	AOHPA0319M	He has an experienced finance professional with over 15 years of expertise in finance management and control, specializing in financials preparation, statutory and internal audit, legal entity rationalization, financial planning, and management reporting.

CAPITAL EVOLUTION- Attached as Annexure- 2

SHAREHOLDING PATTERN AS ON March 31, 2023

S. No.	Particulars	Number of Shares	% Holding
1	Promoter and Promoter Group	2678038	21.45
2	Public Shareholding	9805847	78.55
	TOTAL	12483885	100

The Shares held by the promoter and promoter group is not fully in demat form



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FINANCIAL POSITION FOR LAST 3 FINANCIAL YEARS (STANDALONE)

Financial performance for last 3 years	Rs. in lacs		
	Mar 2023	Mar 2022	Mar 2021
Income from operations	957.64	945.77	1188.38
Other Income	73.48	86.09	56.15
Total Income	1031.12	1031.86	1244.53
Expenditure	2778.29	2293.5	1312.27
Profit before Tax	-1977.18	-1092.1	-67.74
Provisions for Tax	0	-6.75	0
Profit after Tax	-1963.18	-1066.62	-55.54
Equity Share Capital	955.54	955.54	955.54
Reserve and Surplus	-5708.38	-3717.52	-420.97
Acc. Profit / (loss)	-1963.18	-1066.62	-55.54

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total Number of outstanding litigation against the Company and amount involved: Nil
B. Brief details of top 5 material outstanding litigation against the Company and amount involved: Nil
C. Regulatory Action if any – disciplinary action taken by SEBI or stock Exchanges against the promoters in last 5 years including outstanding action, if any : Not Applicable
D. Brief Details of outstanding Criminal proceedings against promoters: NIL.

DECLARATION BY THE COMPANY

I Rafiq Ahmed, Executive Director of the Company hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by the Securities Exchange Board of India, established under section 3 Securities Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, The Securities Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

For Kothari Industrial Corporation Limited

Managing Director

DIN:02861341

Date: 13.03.2024



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KICL's Fertilizer Unit: A Legacy of Nourishing the Land, a Promise of Future Growth

For over six decades, KICL's Fertilizer Unit has been a cornerstone of South India's agricultural landscape. From its humble beginnings to its ambitious expansion plans, the unit embodies a commitment to excellence and innovation, ensuring the fertile future of our farms.

Rooted in Legacy, Growing with Expertise:

Their core strength lies in the production of phosphorus fertilizers, the bedrock of healthy crops. Super phosphate, a flagship product, nourishes soil with vital nutrients. NPK mixtures offer a balanced blend for diverse soil needs, while straight fertilizers cater to specific requirements.

But KICL doesn't stop there. Their reach extends far beyond their own production lines. Through direct partnerships with leading fertilizer giants like IFFCO and Coromandel, they curate a diverse and high-quality product portfolio. This strategic collaboration ensures a steady supply and caters to the ever-evolving needs of farmers.

Beyond Fertilizers: A Holistic Approach:

KICL recognizes that a healthy harvest requires more than just fertilizers. They are actively involved in the trading of agrochemicals, micronutrients, water-soluble fertilizers, and biofertilizers. This holistic approach empowers farmers with a comprehensive toolkit to nurture their crops from seed to harvest.

The Horse Brand: A Trusted Symbol of Quality:

With a network of 3000 dealers across South India, KICL's iconic "Horse" brand has become synonymous with reliability and quality. Farmers trust the brand to deliver consistent results, ensuring the sustainability and profitability of their agricultural endeavors.

Looking Ahead: A Vision for Growth:

KICL's commitment to progress doesn't end at the present. They are actively pursuing ambitious expansion plans, including the establishment of a joint Complex and DAP



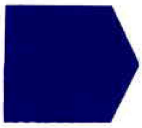
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plant in Qatar . This strategic move will significantly increase their production capacity and cater to the growing demand for fertilizers.

Furthermore, KICL is diversifying its product portfolio by introducing micronutrients, agrochemicals, bioproducts, and liquid fertilizers. This strategic shift reflects their understanding of the evolving needs of modern agriculture and their dedication to providing farmers with cutting-edge solutions.

A Commitment that Endures:

KICL's Fertilizer Unit is more than just a business; it's a legacy, a promise, and a vital contributor to the agricultural landscape. Their unwavering commitment to excellence, innovation, and farmer empowerment ensures that their journey of growth is not just about numbers, but about enriching the lives of those who cultivate the land and nourish our nation.

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1. KICL's Drone Division: Taking Flight with Innovation and Impact

KICL's Drone Division is not merely a business unit, it's a revolution taking flight. Soaring beyond the limitations of traditional methods, they offer a comprehensive suite of drone-related services, propelling industries forward with cutting-edge technology.

Drones: More Than Just Buzzing Toys:

Imagine a future where certified, high-tech drones are not just hobbyist playthings, but workhorses transforming industries. KICL makes that vision a reality. They don't just sell drones, they offer end-to-end solutions, encompassing hardware, software, and expert consultancy.

Agriculture Takes Center Stage:

Their Agri Drones, equipped with specialized LiDAR payloads, are redefining agricultural efficiency. Imagine precise crop spraying, targeted nutrient delivery, and real-time data insights, all orchestrated by these robotic marvels. KICL sees immense potential in this sector, and their projections paint a picture of agricultural growth nurtured by drone technology.

Beyond the Fields: A Universe of Applications:

KICL's ambitions soar beyond the fertile fields. They envision drone applications in diverse sectors:

- ***Drone Police Units:*** Enhancing security and surveillance with a bird's-eye view.
- ***Mining Projects:*** Optimizing exploration, mapping, and monitoring operations.
- ***Telecom Tower Inspections:*** Ensuring efficient and safe maintenance at dizzying heights.
- ***Underwater Asset Inspections:*** Unveiling the hidden depths with aquatic drones.
- ***Wind and Solar Energy Inspections:*** Keeping renewable energy infrastructure in top shape.



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Training the Next Generation of Drone Pilots:

KICL understands that technology thrives with skilled operators. They are establishing a Remote Pilot Training Organization (RPTO), empowering individuals to become proficient drone pilots. This focus on both setup and operational aspects ensures a skilled workforce, vital for the industry's continued growth.

Industry Leadership: End-to-End Solutions, Unwavering Impact:

KICL's Drone Division isn't just riding the drone wave; they're shaping its course. KICL's meticulous projections, diverse application focus, and commitment to training solidify their position as an industry leader. By leveraging drone technology for widespread impact across various sectors, they're not just building a business, they're building a future where innovation takes flight.

2. KICL's Food Division: A Symphony of Flavors, A Journey of Growth

KICL's Food Division isn't just about satisfying appetites; it's an orchestra of flavors, composing a delicious journey of growth and innovation. From the warm, comforting notes of rusk to the contemporary flair of continental cuisine, the division caters to diverse palates, all while keeping an eye on strategic expansion.

The Bakery: A Sweet Legacy, A Flourishing Future:

Their bakery segment, a cornerstone of the division, started with a simple rusk and cookie symphony, resonating with taste buds across Tamil Nadu. But KICL isn't content with just one melody. They're expanding their repertoire, introducing breads, cakes, and other baked delights, promising a richer, more diverse experience for their customers.

And the music doesn't stop there. KICL plans to establish direct retail counters at their restaurants, bringing the bakery's fresh melodies even closer to their patrons. Imagine enjoying a steaming cup of coffee paired with the perfect croissant, all under one roof!



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Pattukottai Mess: A Spicy Success Story, A Grand Expansion:

The Pattukottai Mess, a maestro of traditional non-vegetarian fare, has already won hearts and stomachs across Tamil Nadu with its 10 vibrant outlets. But KICL envisions a grander encore. Their ambitious plans involve scaling up to 100 outlets within the next two years, ensuring that their delectable melodies reach even more ears (and taste buds).

A New Culinary Crescendo: The Continental Restaurant:

KICL's commitment to culinary excellence doesn't stop at regional flavors. They're about to launch a new continental restaurant in a prime Chennai location, introducing a whole new symphony of international tastes to the city's discerning audience. This bold move showcases their ambition to cater to a wider palate and set the bar even higher.

The Food Division's Powerful Harmony:

KICL's Food Division is more than just a business; it's a dedication to providing a diverse and high-quality culinary experience. Their strategic initiatives, encompassing both traditional and contemporary flavors, highlight their commitment to growth and customer satisfaction. As they continue to compose their culinary masterpiece, one thing is certain: their future is brimming with delicious possibilities.

3. Kicking Off Growth: A Deep Dive into KICL's Footwear Revolution

Kothari Industrial Corporation Limited (KICL) isn't just dipping its toes into the footwear industry; they're diving in headfirst, flippers included. Driven by a vision of empowering communities, boosting the economy, and creating a world-class footwear ecosystem, their initiatives are ambitious, strategic, and poised to make a splash.

From Raw to Retail: A Vertically Integrated Vision



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KICL's masterstroke lies in their holistic approach, encompassing every step of the footwear journey, "from raw to retail." This means:

- **Shoe Manufacturing:** Partnering with giants like Shoe Town, they're establishing a 40 million-pair capacity factory in Tamil Nadu, generating over 40,000 jobs and attracting global brands like Crocs, Adidas, and Nike.
- **Component Manufacturing:** Recognizing the lack of domestic raw materials, KICL has signed MOUs with 18 global players to create an import-substitute ecosystem for adhesives, soles, and other crucial components. This "3M" (Material, Machinery, Mould) initiative not only fosters self-reliance but also saves precious foreign exchange.

Beyond Manufacturing: Empowering Brands and Consumers

KICL understands that manufacturing is just one piece of the puzzle. They're also focusing on:

- **Business Partnering Services:** Acting as a bridge between global brands and Indian manufacturers, KICL is supporting the likes of Aldo and Steve Madden in sourcing and market intelligence. This expands opportunities for domestic players and opens doors for global brands.
- **E-commerce Partnership with Amazon:** KICL is creating private-label brands on Amazon's platform, helping domestic manufacturers upgrade into branded businesses and eventually sell these brands at a premium. Additionally, established brands can list their products through KICL for wider reach and revenue streams.
- **Brand Building:** KICL is bringing the iconic Kickers brand to India through a joint venture or a long-term license, offering high-quality, "Made in India" products and establishing a retail network.
- **Indian Brand Acquisition:** KICL is eyeing established brands like Tresmode and ID, aiming to scale them up and expand their reach through strategic partnerships and distribution channel overhauls.

A Symphony of Impact: More Than Just Shoes

KICL's footwear vision extends far beyond profits. They're committed to:

- **Creating employment opportunities, especially for underprivileged communities and women.**



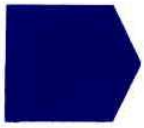
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- *Boosting the Indian footwear industry, making it a global competitor and reducing dependence on imports.*
- *Promoting sustainable practices and responsible sourcing throughout the value chain.*

The Future Looks Bright: Stepping into Success

KICL's footwear journey is just beginning, but the groundwork is laid for remarkable growth. With a strategic roadmap, impactful partnerships, and a focus on social responsibility, they're poised to not only become a major player in the industry but also leave a lasting positive footprint on the lives of many.

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Annexure - 2

Details of Capital Structure of the Company

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
01.07.1980	Opening Balance as on 1 st July, 1980			47,25,925	Listed
21.06.1981	1,29,760	10	Loan from IFCI converted into equity	48,55,685	Listed
01.07.1981	400000	10	Loan from IDBI converted into equity	52,55,685	Listed
10.08.1981	300000	10	Loan from LIC converted into equity	55,55,685	Listed
01.10.1983	20,00,000	10	20,00,000 Equity Shares of Rs.10/- each fully paid were allotted for consideration other than cash on 01.10.1983 as per the terms of issue to the holders of 13.5% Convertible Secured Debentures issued to the Public.	75,55,685	Listed
25.08.1993	45,68,200	10	45,68,200 Equity Shares of Rs.10/- each were allotted on 25.08.93 as fully paid on part conversion of 16% Secured Partly convertible Redeemable Debentures allotted on 25.02.93.	1,21,23,885	Listed



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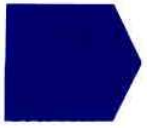
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Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
25.08.93	3,60,000	10	Allotted to Overseas Body corporate	1,24,83,885	Listed
31.08.2010	1,24,83,885	Reduction of Face Value from Rs. 10/- to Rs. 5/-	Scheme of Reduction of Share capital	1,24,83,885	Listed
31.03.2016	66,27,000	5	Preferential allotment	1,91,10,885	Not Listed*
<p>*Since the allotment of 66,27,000 Equity shares pursuant to Preferential issue was not in compliance with SEBI Regulations, BSE directed to file the scheme of capital reduction. BSE Limited vide its letter dated June 10, 2021, issued the Observation letter regarding Draft Scheme of Reduction of Share Capital filed by the company. NCLT order dated 10th May 2023, approved the said scheme of capital reduction.</p>					
10.05.2023	6627000 (Reduction of capital)	5	Scheme on reduction of capital	1,24,83,885	Listed



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