



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, 2023

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

Sub: Notice of 7th 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 07th Annual General Meeting dated September 02, 2023 ("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 **07th Annual General Meeting** of the Members of **M/s. Kotyark Industries Limited** ("the company") to be held on **Tuesday, September 26, 2023 at 11:30 A.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, 25, 2023.

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. (IST) on Saturday, September 23, 2023

End of e-voting: 5:00 p.m. (IST) on Monday, September 25, 2023.

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 Nagar
Company Secretary & Compliance Officer
Membership No: A62546

Encl.

Notice of 07th Annual General Meeting

NOTICE is hereby given that the **07th ANNUAL GENERAL MEETING** of the Members of M/s. **Kotyark Industries Limited** will be held on **Tuesday, September 26, 2023 at 11.30 A.M.** through Video Conferencing/Other Audio Visual Means for which purpose the Registered Office of the Company situated at 2nd Floor, A-3 Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara- 391740 - Gujarat, shall be the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.
3. To declare final dividend of ₹ 5/- (Rupees Five only) per equity shares of ₹ 10/- each for the financial year ended on March 31, 2023.
4. To appoint a Director in place of Ms. Bhavini Gaurang Shah (DIN: 06836934), who retires by rotation and being eligible, offers herself for re-appointment.
5. 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 One (1) year to hold office commencing from the conclusion of this 07th Annual General Meeting upto the conclusion of 08th Annual General Meeting of the Company to be held in the year 2024 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 Auditors.”

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 BUSINESSES:

6. **Approval for increase in Authorized Share Capital of the Company and consequential amendment in capital clause of the memorandum of association 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 the provisions of Section 61 read with section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded for an increase in the Authorized Share Capital of the Company from existing ₹ 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of ₹ 10/- each to ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of ₹ 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

“The Authorized Share Capital of the Company is ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh only) Equity Shares of ₹ 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company

to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7. Approval of payment of commission to the Non-Executive Directors 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 pursuant to the provisions of Section 149(9), 197, 198 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, and Articles of Association of the Company, approval of the Members be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors (other than Managing Directors and Whole time Directors) of the Company (including the present and future appointees, if any), the aggregate of which shall not exceed one percent (1%) per annum of the Net Profit of the Company in any financial year (computed in the manner prescribed in Section 198 of the Companies Act, 2013) or 1,00,00,000 (Rupees One Crore only) per annum plus taxes at applicable rate, whichever is lower in such amounts, proportions or manner and in all respects as may be decided and directed by the Board of Directors, subject to aforesaid limit.”

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Nomination and Remuneration Committee, be and are hereby severally authorized to decide the amount of commission to be paid to each Non-Executive Director and to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable.”

8. To consider and approve matter of authorization to borrow money in excess of paid up capital and free reserves.

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

“RESOLVED THAT in supersession of earlier resolution(s) passed by the Members of the Company at the Extra Ordinary General Meeting dated August 9, 2021 in this regard and pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the

Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow such sums of money and in such form (including but not limiting to loan, debentures, commercial papers, etc.) as may be considered fit for the purpose of the business of the Company at its absolute discretion notwithstanding that the monies to be so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and share premium account of the Company, provided that such total borrowings outstanding at any time shall not exceed ₹ 500.00 Crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorized, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to the resolutions referred above and to settle any question, difficulty or doubt that may arise in this regard.”

9. To consider and approve matter of authorization to the board to Mortgage/Create Charge on the assets of the Company for its borrowings:

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

“RESOLVED THAT in supersession of earlier resolution(s) passed by the Members of the Company at the Extra Ordinary General Meeting dated August 9, 2021 in this regard and pursuant to the provisions of Section 180(1)(a) other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded to authorize Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to mortgage and/or create charge and/or provide by way of security in any form, the movable and/or immovable properties/assets of the Company, both present and future, or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board of Directors may deem fit, for securing any

loans and/or advances and/or debentures and/or money borrowed or may be borrowed in any form by the Company from any lender including Financial Institutions, Banks and/or any other person or persons together with interest, costs, charges, expenses, premium on redemption (if any) and all other monies payable by the Company to the trustees/lenders, up to a value of ₹ 500.00 Crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

10. Approval to increase the threshold of Loans/ Guarantees, providing securities and making Investments in securities under section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, if any, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 300.00 Crore (Rupees Three Hundred Crore Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, of the Company be and are hereby severally authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts,

deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

11. Approval for giving Loans or Guarantees or providing security under section 185 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of all the earlier resolutions passed in this regard, if any, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding ₹ 200.00 Crore (Rupees Two Hundred Crore Only) during the financial year 2023-24 and onwards, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, of the Company be and are hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans/ Guarantees/Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

12. To approval of the related party transactions with Yamuna Bio Energy 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 the contract(s)/arrangement(s)/transaction(s) with Yamuna Bio Energy Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products on such terms and conditions (excluding Transportation expenses and other related income and expenses) and as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 250/- Crore (Rupees Two Fifty Crore Only) for the financial year 2023-24 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 the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution."

13. To approval of the related party transactions with 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 the contract(s)/arrangement(s)/transaction(s) with Wholly owned Subsidiary Companies "Kotyark Agro Private Limited", a related party within the meaning of Section 2(76) of the Companies Act 2013 for in the form of borrowings/availing of loans and advances/Investment(s),/guarantee(s)/subscription(s) in securities as may be required time to time by the Company with its Related Parties on such terms and conditions and as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 100/-Crore (Rupees Hundred Crore only) for the financial year 2023-24 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 the Board of 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."

14. To approval of Related Party Transaction with Mr. Gaurang Shah, Chairman and 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 and 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 Lacs only) per month 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."

15. To approve revision in remuneration of 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 August 9, 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 Mrs. Dhruvi Mihir Shah (DIN: 07664924), Whole-Time Director with effect from September 1, 2023 for the remaining period of her tenure ending on August 8, 2026.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Dhruvi Mihir Shah, Whole-Time Director with effect from September 1, 2023 shall be as under:

Salary: ₹ 1,80,000/- (Rupees One Lacs Eighty Thousand Only) per month with effect from September 1, 2023 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,

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mrs. Dhruvi Mihir Shah, Whole-Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of ₹1,80,000/- (Rupees One Lacs Eighty Thousand Only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration 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 as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above 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 except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the resolution passed at the Extra Ordinary General Meeting of the Company held on August 9, 2021 shall remain unchanged.

RESOLVED FURTHER THAT, to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Registered Office:

2nd Floor, A-3 Shree Ganesh Nagar Housing Society,
Ramakaka Temple Road, Chhani, Vadodara-391740.
CIN: U24100GJ2016PLC094939
E-mail: info@kotyark.com

Place: Vadodara

Date: September 2, 2023

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

Gaurang R. Shah
Chairman cum Managing Director
DIN: 03502841

Important Notes:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through "VC" on Tuesday, September 26, 2023 at 11.30 A.M. IST. The deemed venue of the proceedings of the 07th 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.
 2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses 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.
 3. 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 authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting.
 4. 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
 5. 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.
 6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
 7. 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 businesses 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 venue voting on the date of the AGM will be provided by NSDL.
 8. 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. NSE 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.
 9. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
 10. 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.,
 11. 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.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Kfin Technologies Limited, at einward.ris@kfintech.com.
- Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the

RTA/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

13. 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.
14. 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. September 26, 2023. Members seeking to inspect such documents can send an email to info@kotyark.com or kipl7722@gmail.com
15. 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.
16. The e-Voting period commences on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Tuesday September 19, 2023 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.

17. 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
18. 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.

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

The remote e-Voting period begins on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 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 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 Tuesday, September 19, 2023.

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. Tuesday, September 19, 2023 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. Tuesday, September 19, 2023, 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 Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Tuesday, September 19, 2023, 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. Tuesday, September 19, 2023.
- 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 Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 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. Tuesday, September 19, 2023.

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
	<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
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="603 203 1460 584">3. 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. <li data-bbox="603 591 1460 680">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
<p data-bbox="767 696 1273 734">NSDL Mobile App is available on</p> <div data-bbox="767 763 1273 824">   </div> <div data-bbox="815 846 970 1003">  </div> <div data-bbox="1075 846 1230 1003">  </div>	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="603 1043 1460 1200">1. 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. <li data-bbox="603 1211 1460 1301">2. 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. <li data-bbox="603 1312 1460 1402">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="603 1413 1460 1610">4. 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	<p data-bbox="603 1621 1460 1883">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 & voting during the meeting.</p>

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.co.in 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. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****
c) 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.
- 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.co.in. 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.co.in

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.

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

- 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.
- 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.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e- Voting by providing above mentioned documents.
- 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 Tel No.: +91 281 2581152; Fax No.: E-Mail ID: info@kotyark.com Website: www.kotyark.com
Registrar	KFIN TECHNOLOGIES LIMITED, Selenium Tower-B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500032, E-Mail ID: einward.ris@kfintech.com Contact No.: + 91 40 6716 2222, 79611000
e-Voting Agency & VC/OAVM	E-mail ID: evoting@nsdl.co.in NSDL help desk 1800-222-990
Scrutinizer	M/S. SCS AND CO. LLP Ms. Anjali Sangtani (Membership No.: 41942, CP No.: 23630) Partner E-mail ID: scsandcollp@gmail.com ; Tel No.: +918128156833

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 07th AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the 07th AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/shareholders, who will be present in the 07th 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 07th 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.

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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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.

INFORMATION ON DIVIDEND:

1. 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 15, 2023, 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 reason, Dividend warrants/demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, after normalisation 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 or kipl7722@gmail.com by Friday, September 15, 2023. 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 or kipl7722@gmail.com. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, September 15, 2023.
5. The Company has fixed Friday, September 15, 2023 as the 'Record Date' for determining entitlement of members to receive dividend for the FY 2022-23, 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 Wednesday, October 25, 2023, 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. 5

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 06th Annual General Meeting of the Company held on September 22, 2022 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 September 2, 2023 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 1 year to hold office from the conclusion of 07th Annual General Meeting until the conclusion of 08th Annual General Meeting to be held in the calendar year 2024.

The Board recommends the resolution at Item No. 5 for approval by the members. 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.5 of the Notice.

ITEM NO. 6

Approval for Increase in Authorized Share Capital of the Company and Consequential amendment in Capital Clause of the Memorandum of Association of The Company - Ordinary Resolution:-

In order to accommodate the issuance of shares in terms of the Scheme of Amalgamation of the Company pending for final approval with Hon'ble National Company Law Tribunal, Ahmedabad Bench, it is required to increase the Authorized Share Capital of the Company. Currently, the Authorized Share Capital of the Company is consisting Equity Shares only. Therefore, it is required to amend/alter the capital by increasing the Authorised Share Capital of the Company in accordance with the said Scheme of Amalgamation.

The proposal for increase in the Authorised Share Capital of the Company and alteration of Clause V of the Memorandum of Association requires approval of the members at a general meeting. Therefore, the Board of Directors of the Company in their meeting held on September 2, 2023, had approved and recommended to the members for their approval to increase the Authorised Share Capital of the Company ₹ 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of ₹ 10/-

each to ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of ₹ 10/- each and consequent amendment in the Capital Clause (Clause V) of the Memorandum of Association of the Company by substituting the existing Clause V with the following new Clause V:

"The Authorized Share Capital of the Company is ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) Equity Shares of ₹ 10/- (Rupees Ten only) each."

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of an ordinary resolution for increasing the Authorized Share Capital of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise except to the extent of the equity shares held by them, in the said resolution.

The consent of the members is, therefore, being sought for passing the resolution in Item No. 6 of the notice as an Ordinary Resolution.

ITEM NO. 7

Approval of payment of commission to the Non-Executive Directors of the Company - Special Resolution:-

The Company's Non-Executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management amongst others.

Non-Executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI (LODR) with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-Executive directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the

Company if there is a Managing Director. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits.

The Board has at its meeting held on September 2, 2023, on recommendation of Nomination and Remuneration Committee, subject to the approval of the Members, approved payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive Directors of the Company.

In the event there are no profits or profits are inadequate, the Company shall pay to the Non-Executive Directors of the Company commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013 upto ₹ 1/-Crore (One Crore Only) in aggregate.

Non-Executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 07 of the Notice to the extent of the share of commission that may be received by them. Managing Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution.

ITEM 8 AND 9

To consider and approve matter of authorization to borrow money in excess of paid up capital and free reserves

&

To consider and approve matter of authorization to the Board to mortgage/create charge on the assets of the Company for its borrowings - Special Resolution:-

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The shareholders, at their Extra Ordinary General Meeting held on 9 August, 2021 authorized the Board with the total borrowing limits upto ₹ 100.00 Crore (Rupees One Hundred Crore only). Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limit. Keeping in view the existing and future financial requirements to support the business operations of the Company, it is proposed to increase the maximum borrowing limit up to ₹ 500.00 Crore (Rupees Five Hundred Crore only). For the said proposal the shareholders' approval u/s 180(1)(c) and 180(1)(a) is required.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the

Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the under taking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The Board recommends this Special Resolutions at item no. 8 and 9 for your approval.

ITEM NO. 10

Approval to increase the threshold of loans/ guarantees, providing securities and making investments in securities under section 186 of the companies act, 2013 - Special Resolution:-

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of ₹ 300/- Crore (Rupees Three Hundred Crore Only) as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 10 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 11**Approval for giving loans or guarantees or providing security under section 185 of the companies act, 2013 - Special Resolution:-**

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 11 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing Company for its principal business activities only.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with Yamuna Bio Energy Private Limited are as follows:

Particulars	Remarks
Name of Related Parties	Yamuna Bio Energy Private Limited
Name of the Director or KMP who is related	Mr. Gaurang Shah, Mrs. Bhaviniben Shah & Mrs. Dhruti Shah
Nature of Relationship	Enterprise over which Director has significant influence and Company which is in the process of amalgamating with our Company.
Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 250/-Crore (Rupees Two Hundred Fifty Crore Only) in the FY 2023-24 with Yamuna Bio Energy Private Limited.

or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 12**To Approval of the Related Party Transactions with Yamuna Bio Energy Private Limited - Ordinary Resolution:-**

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.

Yamuna Bio Energy Private Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Yamuna Bio Energy Private Limited is likely to exceed the said threshold limit during the financial year 2023-24.

Accordingly transaction(s) entered with Yamuna Bio Energy Private Limited 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 Yamuna Bio Energy Private Limited in the financial year 2023-24. 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.

Particulars	Remarks
Nature materials terms and particulars of the Contracts/arrangements	Purchase and Sale of Products and Raw Materials (excluding Transportation expenses and other related Income and Expenses) and these are dependent on the requirement of both companies for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
Tenure of contracts/arrangement	FY2023-24
Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Except Mr. Gaurang Shah, Mrs. Bhaviniben Shah & Mrs. Dhruvi Shah, 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. Since, entire 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. 12 of this Notice as Ordinary Resolution.

ITEM NO. 13

To Approval of the related party transactions with subsidiary Company "Kotyark Agro Private Limited - Ordinary Resolution:-

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 Agro Private Limited is a wholly Owned Subsidiary Company of Kotyark Industries Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013.

The value of proposed aggregate transactions with Kotyark Agro Private Limited is likely to exceed the said threshold limit during the financial year 2023-24.

Accordingly transaction(s) entered with Kotyark Agro Private Limited 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 Kotyark Agro Private Limited in the financial year 2023-24.

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 Kotyark Agro Private Limited are as follows:

Particulars	Remarks
Name of Related Parties	Kotyark Agro Private Limited
Name of the Director or KMP who is related	N.A.
Nature of Relationship	Wholly Owned Subsidiary Company
Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 100/- Crore (Rupees One Hundred Crore Only) in the FY 2023-24 with Kotyark Agro Private Limited

Particulars	Remarks
Nature materials terms and particulars of the Contracts/arrangements	Borrowings/availing of Loans and advances/Investments, Guarantees, subscriptions in securities as may be required from time to time by the Company. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
Tenure of contracts/arrangement	FY 2023-24
Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

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.

The Board of Directors recommends passing of the resolution as set out item no. 13 of this Notice as Ordinary Resolution.

ITEM NO. 14

To approval of Related party Transaction with Mr. Gaurang Rameshchandra Shah, 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 14 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. 14 of this Notice as Ordinary Resolution.

ITEM NO. 15

Revision in the remuneration of Mrs. Dhruvi Mihir Shah, Whole-Time Director (DIN: 07664924) of the Company - Special Resolution:-

Mrs. Dhruvi Mihir Shah was appointed as Whole-Time Director of the Company with effect from August 9, 2021 for a period of 5 years at the Extra Ordinary General Meeting of the shareholders held on August 9, 2021

Mrs. Dhruvi Mihir Shah manages the day-to-day affairs of the Company. As a strategic planner with a hands-on approach, she has been instrumental in the growth of the Company to this level. She has overall experience of over 10 years in the field of this industry. Under her guidance our Company has witnessed continuous growth. She has sound accounting and commercial knowledge. She brings to the Company her invaluable business acumen and the most critical experience of success.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mrs. Dhruvi Mihir Shah, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on September 2, 2023, has approved the proposal to increase the remuneration of Mrs. Dhruvi Mihir Shah, Whole-Time Director subject to the approval of shareholders, as set out in the resolution being item no. 15 of the accompanying notice w.e.f. September 1, 2023 for the remaining period of her tenure i.e. up to August 8, 2026.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mrs. Dhruvi Mihir Shah as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to her by way of salary, perquisites and allowances as specified in the resolution being item no 15 of the accompanying notice as minimum

remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time

The Nomination and Remuneration Committee at its meeting held on September 2, 2023 has already approved the above remuneration payable to Mrs. Dhruvi Mihir Shah, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as

Whole-Time Director of the Company as approved by the members of the Company shall remain unchanged.

Considering Mrs. Dhruvi Mihir Shah experience in the Company, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Dhruvi Mihir Shah and her relative, are in any way, concerned or interested in the said resolution.

A detailed statement as per requirements of the provisions of Section II part II of schedule V has been annexed with the notice.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

I. General Information

(1)	Nature of Industry	Manufacturing Industry
(2)	Date or Excepted date of Commencement of Commercial Production	December 30, 2016
(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	NIL

II. Information about Appointee

(1)	Age	Mrs. Dhruvi Mihir Shah, aged 33 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. Dhruvi Mihir Shah, was appointed on the Board on as Whole-Time Director on August 9, 2021 and approved by the shareholders at the Extra Ordinary General Meeting held on August 9, 2021 for a period of 5 years at an annual remuneration of ₹ 1,20,000 Per Month.
(6)	Date of First Appointment	December 30, 2016
(7)	Shareholding in the Company	90,375 Shares
(8)	Relationship with others directors and KMP	NIL
(9)	Directorship in other Board	Director in M/s. Yamuna Bio Energy Private Limited.
(10)	Membership/Chairperson of Committees of Company	Member of Stakeholders Relationship Committee

(11)	No. of meetings attended during the financial year 2022-23	Attendance of Meeting during FY 2022-23 1. Board Meeting - 17 out of total 17 2. Stakeholders Relationship Committee - 4 out of 4
(12)	Recognition or awards	NIL
(13)	Job profile and her suitability	Mrs. Dhruvi 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	The terms of remuneration proposed are detailed in the Resolution.
(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. Dhruvi Mihir Shah, Whole-Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably 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	NIL

Annexure to Notice of 07th Annual General Meeting

Details of Directors seeking appointment/re-appointment at the 07th 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. Bhaviniben Gaurang Shah
DIN:	06836934
Designation	Director (Non-Executive)
Date of Birth	December 22, 1976
Date of Appointment	July 24, 2021
Terms and Conditions of Appointment/Re-appointment	In the Extra Ordinary General Meeting held on July 24, 2021, she was appointed as executive director of the Company and In the In the Extra Ordinary General Meeting held on August 9, 2021.
Qualifications	Diploma in Mechanical Engineering and Diploma in Computer Application.
Experience	Mrs. Bhaviniben Gaurang Shah, aged 46 years is the Director of our Company. She having education in Diploma in Mechanical Engineering and Diploma in Computer Application She is having experience of more than 08 years in Marketing and excellent management skill and leadership qualities.
No. of Equity Shares held in the Company	8,68,200
Remuneration last Drawn	NIL
Directors in other Company	Yamuna Bio Energy Private Limited.
Membership of committees	Member of Nomination and Remuneration Committee of Kotyark Industries Limited.
No. of meetings attended during the financial year 2022-23	Attendance of Meeting during FY 2022-23 1. Board Meeting - 16 out of total 17 2. Nomination and Remuneration Committee - 3 out of 4
Inter relationship	Spouse of Managing Director of the Company.

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. 5:

Terms of Appointment	Re-appointment of M/s. Manubhai & Shah LLP, Chartered Accountants, Ahmedabad (FRN: 106041W and Peer Review No. W100136), for One year as the Statutory Auditors of the Company from the conclusion of this 07 th AGM till the conclusion of the 08 th AGM to be held in the year 2024.
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/a. Manubhai & Shah was established in 1975 by Mr. Manubhai Patel who started his practice in the year 1959. It was converted into LLP on April 1, 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>