



**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:** March 20, 2025

To,  
**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") w.r.t Postal Ballot Notice.**

***Ref: Kotyark Industries Limited (Symbol/ ISIN: KOTYARK/INE0J0B01017)***

Respected Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E-Voting, together with the Explanatory Statement thereto, seeking approval of the Members of the Company by way of a special resolution through the Postal Ballot process for the agenda as mentioned in the postal ballot Notice.

The aforementioned Notice is being sent through electronic mode today i.e., March 20, 2025, to all the Members, who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agents of the Company viz., M/s. Kfin Technologies Limited and whose names appear in the Register of Members as on Friday, March 14, 2025.

The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz., [www.kotyark.com](http://www.kotyark.com) .

The remote e-voting will commence on **Friday, March 21, 2025 at 9.00 A.M.** IST and will end on **Saturday, April 19, 2025 at 5.00 P.M.** IST, and the result thereof will be declared on or before Tuesday, April 22, 2025.

Kindly take the same on your records and oblige us.

For, **Kotyark Industries Limited**

**Bhavesh Nagar**  
Company Secretary and Compliance Officer  
**Mem. No.A62546**

**Place:** Vadodara  
**Encl. A/a-**



**KOTYARK INDUSTRIES LIMITED**

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**Contact No.** 0265-2773672, **E-mail ID:** [info@kotyark.com](mailto:info@kotyark.com), **Website:** [www.kotyark.com](http://www.kotyark.com)

**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 22 of the Companies (Management and Administration) Rules, 2014)

**Dear Member(s),**

**NOTICE** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and other applicable laws and regulations (including any statutory modification or re-enactment(s) thereof for the time being in force) and in terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022, General Circular Nos 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), for seeking the approval of the Members of "**KOTYARK INDUSTRIES LIMITED**" ("The Company") by way of Special Resolution for the Business set out hereunder through Postal Ballot by the members of the Company through remote E-Voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to Section 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reasons thereof is appended herewith for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Saturday, April 19, 2025, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the Services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from Friday, March 21, 2025 9:00 A.M (IST) onwards to Saturday April 19, 2025, 5:00 P.M (IST). Members are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal ballot Notice, before logging into the e-voting link.

The board of directors of the company has appointed M/s. SCS and Co. LLP (FRN: L2020GJOO8700), Company Secretaries as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced on or before Tuesday, April 22, 2025 at the Registered Office of the Company and also by placing the same on the company's website -



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<https://www.kotyark.com/> and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Saturday, April 19, 2025.

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

**Date:** March 20, 2025  
**Place:** Vadodara

**Sd/-  
Gaurang Rameshchandra Shah  
Chairman cum Managing Director  
DIN: 03502841**



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**SPECIAL BUSINESS**

**ITEM NO. 1:**

**TO APPROVE THE APPOINTMENT OF MS. RASHMI KAMLESH OTAVANI (DIN: 06976600) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS:**

**To consider and, if thought fit, to give your Assent or Dissent to the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under read with Schedule IV of the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and on recommendation by Nomination and Remuneration Committee and that of the Board of Directors, Ms. Rashmi Kamlesh Otavani (DIN: 06976600), who was appointed as an Additional Director in the capacity of an Independent Director with effect from January 21, 2025 by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 who shall hold office till ensuing General Meeting or a period of 3 (three) months from the date of appointment whichever is earlier and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director on the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years till January 20, 2030 and that shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle and question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary order, proper or expedient for the purpose of giving effect to this resolution.”

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

**Date:** March 20, 2025  
**Place:** Vadodara

**Sd/-  
Gaurang Rameshchandra Shah  
Chairman cum Managing Director  
DIN: 03502841**



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**NOTES:**

1. Explanatory statement as required under Section 102 of the Companies Act ("the Act") and Secretarial Standard -2 on General Meeting in respect to the Resolution setting out all material facts relating to the Resolution mentioned in this Notice is annexed.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, March 14, 2025 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, KFin Technologies Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e- voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)- 2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e- voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA by following the procedure given below:
  - i. 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](mailto:info@kotyark.com).
  - ii. 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](mailto:info@kotyark.com)
  - iii. Alternatively, member may send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.
  - iv. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
  - v. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents electronically to their e-mail address.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned



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Depository Participants and in respect of physical holdings through the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, March 14, 2025 being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
10. Postal Ballot (e-voting) period commences from 09:00 A.M. IST, on Friday, March 21, 2025 and ends at 5.00 P.M. IST on Saturday, April 19, 2025. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
11. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Saturday, April 19, 2025. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
12. This Notice shall also be available on the website of the Company at [www.kotyark.com](http://www.kotyark.com), websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.

**GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**

- ❖ The voting period begins on 09:00 A.M. IST, on Friday, March 21, 2025 and ends at 5.00 P.M. IST on Saturday, April 19, 2025. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., Friday, March 14, 2025 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ❖ Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- ❖ Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



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- ❖ In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts /websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li> </ol>







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	<p>on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="794 689 1331 999" style="text-align: center;"><p><b>NSDL Mobile App is available on</b></p><p> <b>App Store</b>       <b>Google Play</b></p><p>      </p></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress</li></ol>





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	and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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*



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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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.



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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. 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.



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**CONTACT DETAILS**

<b>Company</b>	<b>Kotyark Industries Limited</b> <b>Registered Office Address:</b> A-3, 2nd Floor, Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara, Gujarat, India, 391740. <b>Tel No</b> +91 265 2773672, 95109 76156; <b>Website:</b> <a href="http://www.kotyark.com">www.kotyark.com</a> ; <b>E-mail:</b> <a href="mailto:info@kotyark.com">info@kotyark.com</a>
<b>Registrar and Transfer Agent</b>	<b>KFIN Technologies Limited</b> <b>Registered Office Address:</b> Selenium Tower-B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500032, <b>Contact No.:</b> + 91 40 6716 2222, 79611000   <b>E-mail ID:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>
<b>E-Voting Agency &amp; VC / OAVM</b>	<b>NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL)</b> <b>Email:</b> <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> <b>NSDL help desk:</b> 1800 1020 990 and 1800 22 44 30 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
<b>Scrutinizer</b>	<b>M/S. SCS and CO. LLP</b> Ms. Anjali Sangtani Partner (Membership No. 41942, CP NO. 23630) <b>Email:</b> <a href="mailto:scsandcollp@gmail.com">scsandcollp@gmail.com</a> <b>M. No.:</b> 079-40051702



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**EXPLANATORY STATEMENT**

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

**ITEM NO. 01:**

**APPOINTMENT OF MS. RASHMI KAMLESH OTAVANI (DIN: 06976600) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Rashmi Kamlesh Otavani (DIN: 06976600) as an Additional Director in the capacity of an Independent Director with effect from January 21, 2025, at its meeting held on January 21, 2025, for a first term of 5 (five) consecutive years, subject to the approval of Members of the Company.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Ms. Rashmi Kamlesh Otavani for appointment as an Independent Director of the Company. Ms. Rashmi Kamlesh Otavani has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Ms. Rashmi Kamlesh Otavani fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and she is independent of management. The Board recommends her appointment as an Independent Director for five (5) consecutive years with effect from January 21, 2025.

Further, Ms. Rashmi Kamlesh Otavani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Rashmi Kamlesh Otavani has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms. Rashmi Kamlesh Otavani is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Rashmi Kamlesh Otavani has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A copy of the draft letter for the appointment of Ms. Rashmi Kamlesh Otavani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Saturday, April 19, 2025. The resolution seeks the approval of members for the appointment of Ms. Rashmi Kamlesh Otavani as a Non-Executive Independent Director of the Company from January 21, 2025 to January 20, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and She shall not be liable to retire by rotation.

The profile and specific areas of expertise of Ms. Rashmi Kamlesh Otavani and other relevant information as required under SEBI LODR Regulations and SS-2 is mentioned hereunder.

She possesses a wealth of professional experience spanning a period exceeding 10 (ten) years, encompassing diverse domains such as due diligence, drafting, administration, and legal and secretarial compliances.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Ms. Rashmi Kamlesh Otavani as a Non-Executive Independent Director of the Company, as a special resolution as set out above.



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Relevant document in respect of the said item are available electronically for inspection by the Members from the date of Circulation of the Notice of the postal ballot. Members seeking to inspect such documents can send an email to [info@kotyark.com](mailto:info@kotyark.com).

Except Ms. Rashmi Kamlesh Otavani, being appointee Director, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution as set out at item no. 01 for approval by the Members.

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

**Date:** March 20, 2025  
**Place:** Vadodara

**Sd/-  
Gaurang Rameshchandra Shah  
Chairman cum Managing Director  
DIN: 03502841**



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Annexure Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below:

Sr. No.	Particulars											
1.	<b>Name</b>	Ms. Rashmi Kamlesh Otavani										
2.	<b>Category / Designation</b>	Non-executive, Independent Director										
3.	<b>DIN</b>	06976600										
4.	<b>Age</b>	44 years										
5.	<b>Nationality</b>	Indian										
6.	<b>Date of First appointment</b>	January 21,2025										
7.	<b>Qualification</b>	<ul style="list-style-type: none"> <li>Company Secretary</li> <li>Bachelor of Commerce from Saurashtra University</li> </ul>										
8.	<b>Experience - Expertise in specific functional areas - Job Profile and Suitability</b>	She holds the degree of Company Secretary from the Institute of Company Secretaries of India. She also holds the degree of Bachelor of Commerce from Saurashtra University. She possesses a wealth of professional experience spanning a period exceeding 10 (ten) years, encompassing diverse domains such as due diligence, drafting, administration, and legal and secretarial compliances.										
9.	<b>Number of Equity Shares held in the Company</b>	Nil										
10.	<b>Number of Equity Shares held in the Company for any other person on a beneficial basis</b>	Nil										
11.	<b>No. of Board Meetings Attended During the Year 2024-2025.</b>	3										
12.	<b>Directorships held in other Companies</b>	<table border="1"> <thead> <tr> <th>Name of Company</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Yuranus Infrastructure Limited</td> <td>Independent Director</td> </tr> <tr> <td>Aristo Bio-Tech and Lifescience Limited</td> <td>Independent Director</td> </tr> <tr> <td>Dynemic Products Limited</td> <td>Independent Director</td> </tr> <tr> <td>United Polyfab Gujarat Limited</td> <td>Independent Director</td> </tr> </tbody> </table>	Name of Company	Designation	Yuranus Infrastructure Limited	Independent Director	Aristo Bio-Tech and Lifescience Limited	Independent Director	Dynemic Products Limited	Independent Director	United Polyfab Gujarat Limited	Independent Director
Name of Company	Designation											
Yuranus Infrastructure Limited	Independent Director											
Aristo Bio-Tech and Lifescience Limited	Independent Director											
Dynemic Products Limited	Independent Director											
United Polyfab Gujarat Limited	Independent Director											
13.	<b>Chairman / Member of the Committees of the Board of Directors of the Public Company</b>	<ul style="list-style-type: none"> <li>Member of committees in 5 public companies.</li> </ul>										



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		<ul style="list-style-type: none"> <li>Chairman of a committee in 1 public company.</li> </ul>
14.	<b>Name of listed entities from which the person has resigned in the past three years</b>	<ul style="list-style-type: none"> <li>Sati Poly Plast Limited</li> <li>United Cotfab Limited</li> <li>Shivansh Finserve Limited</li> </ul>
15.	<b>Inter-se relationship with other Directors</b>	None
16.	<b>Terms and conditions of appointment or re-appointment</b>	Appointed as an Independent Director to hold office for a term up to 5 consecutive years not liable to retire by rotation with effect from January 21, 2025.
17.	<b>Remuneration last Drawn</b>	Not Applicable
18.	<b>Remuneration sought to be paid</b>	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013
19.	<b>Information as required pursuant to Circulars NSE / CML/ 2018 / 24 and LIST / COMP / 14 / 2018 - 19 dated June 20, 2018</b>	The Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
20.	<b>Brief resume of the director</b>	Please refer to the Explanatory Statement forming a part of this Postal Ballot Notice.
21.	<b>Nature of expertise in specific functional areas</b>	
22.	<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	