



Date: February 5th, 2026

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

Dear Sir/Madam,

Sub: **Intimation of Postal Ballot Notice**

Ref: **Kataria Industries Limited (Symbol: KATARIA)**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), please find enclosed herewith a copy of Notice of Postal Ballot dated February 4th, 2026, being sent to the Members of the Company through electronic mode, who have registered their e-mail addresses with the Depositories/Company in compliance with relevant circulars issued by Ministry of Corporate Affairs, to seek their approval for the following resolution:

S.No.	Description of the Resolution	Type of Resolution
1.	Alteration of the Object Clause of the Memorandum of Association of the Company	Special Resolution
2.	To approve enhancement of material related party transaction(s) limit with Ratlam Wires Private Limited (“RWPL”)	Ordinary Resolution

The Company has engaged the services of Bigshare Services Pvt. Ltd. (“Bigshare” or “RTA”) for providing e-voting facility to all its Members. The Postal Ballot e-voting facility will be available during the following period:

Cut-off date for E-Voting	Friday, January 30 th 2026
Commencement of remote E-voting period	Friday, 6 th February, 2026 (9.00 a.m. IST)
Conclusion of remote E-voting period	Saturday, 7 th March, 2026 (5.00 p.m. IST).

The results of the postal ballot will be announced within 2 (Two) working days from the conclusion of the E-voting period.

The Postal Ballot Notice is also available on the website of the Company at www.katariaindustries.co.in

We request you to kindly take the same on your records.

For Kataria Industries Limited

Arun Kataria
Managing Director
DIN: 00088999

Place: Ratlam

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of Companies Act, 2013 (the "Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023, 9/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of **Kataria Industries Limited** ("**KIL**" or the "**Company**") by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

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 resolutions, are 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.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Jai Prakash Sharma, Practising Company Secretary (Membership No. FCS: 5664; CP No: 5161) partner of M/s JPS & Associates, Practising Company Secretaries, to act as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

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 resolutions through the e-voting process not later than 5:00 p.m. (IST) on Saturday, 7th March, 2026 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Bigshare Services Pvt. Ltd.(hereinafter referred to as "**Bigshare**" or "**Service Provider**" or "**RTA**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars,

the Company has made necessary arrangements with Registrar and Share Transfer Agent (“RTA”) namely to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.katariaindustries.co.in, on the website of Bigshare at ivote.bigshareonline.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

The proposed resolutions, 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, 7th March, 2026.**

Special Business:

Item No.1: ALTERATION OF THE OBJECT 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 a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the “MOA”) of the Company by inserting the following new sub clause 2,3 and 4 after sub clause 1 under clause III (A) of the main object clause:

1. To carry on the business in India and abroad of real estate developers, builders, constructors, contractors, erectors, colonizers, and promoters, and for that purpose to acquire, purchase, lease, exchange, hire, develop, hold, improve, mortgage, sell, transfer, or otherwise dispose of any land, buildings, or immovable properties of any nature or tenure and any rights or interests therein, whether freehold or leasehold, for the purpose of development, subdivision, plotting, construction, and sale or leasing of residential apartments, villas, row houses, industrial sheds, warehouses, and other structures, and to plan, develop, construct, operate, and maintain residential, commercial, and industrial townships, housing projects, commercial complexes, shopping malls, hotels, resorts hospitals, educational institutions amusement parks, theme parks, water parks, entertainment centres and other infrastructure projects.
2. To undertake, execute, and carry out renovation, reconstruction, restoration, remodeling, refurbishment, and redevelopment of existing buildings and structures of every description, and to provide integrated infrastructure and allied services, including planning, designing, development, construction, operation, and maintenance of roads, bridges, drainage systems, water supply systems, landscaping, parks, and other civil and urban infrastructure facilities.
3. To act as consultants, advisors, facilitators, brokers, agents, or representatives in connection with the purchase, sale, lease, letting, licensing, or hiring of land, buildings, flats, offices, shops, industrial and commercial premises, and other immovable properties, and to carry on the business of real estate consultancy, property management, facility management, estate agency, and allied services including acting

as manager for Real Estate Investment Trusts (REIT's), subject to compliance with applicable laws and regulations.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

ITEM NO. 2: TO APPROVE ENHANCEMENT OF MATERIAL RELATED PARTY TRANSACTION(S) LIMIT ENTERED BETWEEN THE COMPANY AND RATLAM WIRES PRIVATE LIMITED (“RWPL”)

To consider, and if thought fit, approve incremental amount for the already approved material related party transaction(s) and pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendations of the Audit Committee in its meeting held on 04.02.2026, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), to continue with the existing contracts / arrangements / transactions and/ or to enter into and/or to execute new contracts / arrangements / transactions as fresh and independent transaction(s) or otherwise (whether by way of an individual transaction or a series of transactions taken together) by approving and/or ratifying the incremental amount of material related party transaction(s), as proposed to be entered with Ratlam Wires Private Limited (RWPL) , a company incorporated under the Companies Act, 1956, in which a director or his relative is a member or director, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during any one financial year, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions and settle all questions, difficulties or doubts that may arise in this regard.”

By order of the Board of Directors
For Kataria Industries Limited

Place: Ratlam
Date: February 4th, 2026

(Arun Kataria)
Managing Director
DIN: 00088999

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolutions as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
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, 30th January, 2026** (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, Bigshare Services Pvt. Ltd. (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 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, Bigshare Services Pvt. Ltd., by clicking the link: ivote.bigshareonline.com
6. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e- voting for this Postal Ballot. In case of any queries, member may write to ivote.bigshareonline.com
7. 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 Depository Participants and in respect of physical holdings with the Company’s RTA to enable servicing of notices, etc. electronically to their e-mail address.
8. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, 30th January, 2026** 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.

9. 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.
10. 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 jpsassociates@hotmail.com with a copy marked to evoting@bigshareonline.com
11. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
12. Postal Ballot (e-voting) period commences from **Friday, 6th February, 2026 (9.00 a.m. IST)** and ends on **Saturday, 7th March, 2026 (5.00 p.m. IST)**. 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.
13. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Saturday, 7th March, 2026**. The resolutions 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.
14. This Notice shall also be available on the website of the Company at www.katariaindustries.co.in, 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 and on the website of RTA ivote.bigshareonline.com
15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@katariagroup.co.in Company mail id.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Friday, 6th February, 2026 (9.00 a.m. IST) and ends on Saturday, 7th March, 2026 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 30th January, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Kataria Industries Limited

(Formerly known as Kataria Industries Private Limited)

(An ISO 9001:2015 Certified Company)

CIN: U27300MP2004PLC029530

Regd. Office & Manufacturing Units

34-38 & 44 Industrial Area, Ratlam - 457001 (M.P.) - India

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www.katariaindustries.co.in

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.

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.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Votewebsite for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is 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 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL

Login type	Helpdesk details
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 toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholder holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’(User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“INFAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at:022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Approval for Alteration of object clause of the Memorandum of Association of the Company

To enable the Company to diversify its business portfolio and tap into the growing opportunities in the infrastructure and urban development sectors, the Board of Directors proposes to expand the Company's scope into the Real Estate sector. This diversification is intended to leverage the Company's existing industrial expertise and project management capabilities to create long-term value for the shareholders.

The proposed amendment involves inserting new sub-clauses 2, 3, and 4 after sub-clause 1 under Clause III(A) – Main Objects of the Memorandum of Association. These clauses will empower the Company to engage in real estate development, construction, redevelopment projects, and consultancy services, including property management and infrastructure facilities.

The Board of Directors, at its meeting held on February 4th, 2026, approved this alteration, subject to the approval of the shareholders and the Registrar of Companies (ROC). A copy of the existing MOA and the proposed amended MOA is available for inspection at the Registered Office of the Company during business hours (11:00 AM to 1:00 PM) on all working days until the conclusion of the voting period.

Pursuant to Section 13 of the Companies Act, 2013, any alteration of the Object Clause requires the approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution No. 1 except to the extent of their shareholding in the Company.

The Board recommends the **Special Resolution** as set out at **Item No. 1** of the Notice for approval by the members.

Item No. 2:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Earlier, effective from April 1, 2022, a transaction with a related party was considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, with recent amendment in SEBI Listing Regulations w.e.f. December 19, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) –

Consolidated turnover of listed entity	Materiality threshold for RPTs
Upto Rs. 20,000 crore	10% of annual consolidated turnover
From Rs. 20,000 crore to Rs. 40,000 crore	Rs. 2,000 crore plus 5% of the turnover above Rs. 20,000 crore
More than Rs. 40,000 crore	Rs. 3,000 crore plus 2.50% of the turnover above Rs. 40,000 crore or Rs. 5,000 crore whichever is less.

The Company had, vide resolution number 05 of the AGM Notice dated September 4th, 2025 held on 30.09.2025, inter alia, obtained an approval of the Members to enter into Material related party transaction with Ratlam Wires Private Limited ("RWPL")

The Audit Committee, on the basis of relevant details provided by the management as required by the applicable laws, has reviewed and approved on 04.02.2026, the incremental amount as mentioned in **Annexure-A**, subject to approval of the Members. While according its approval, the Audit Committee noted that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for enhanced limits.

In terms of SEBI Circular dated 26th June, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 1, 2025, the explanatory statement contained in this Notice provides the required information.

Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided as under:

Particulars of the information	Information provided by the management for Item nos. 02
Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as “Annexure – A”
Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	<p>We have been consistently working with Ratlam Wires Private Limited due to a combination of factors that make them the ideal partner for our business needs. Their pricing model is transparent and highly competitive, allowing us to benefit from high-quality services at a reasonable cost.</p> <p>In addition to their competitive pricing, the quality of work delivered by Ratlam Wires Private Limited is unmatched. They have demonstrated a strong commitment to excellence across all aspects of their work. The quality of their products ensures durability and reliability, which are essential to maintaining our own high standards.</p> <p>Another key factor is their timely delivery and efficient project management, which helps us stay on track with our production schedules. Their team is skilled, responsive, and well-equipped to handle both large and small-scale projects with precision, ensuring that deadlines are consistently met without compromising quality.</p> <p>Their ability to understand and cater to our specific needs, provide personalized solutions, and quickly address any concerns or changes has strengthened our long-term relationship with them.</p> <p>In summary, Ratlam Wires Private Limited has proven to be the best option for us due to their combination of affordable pricing, exceptional quality, timely delivery, and outstanding customer service. Their ability to provide high-quality work at a cost-effective rate has made them our preferred partner for the long term.</p> <p>Being a reliable business partner, the company needs to extend them financial support from time to time in the form of loan / guarantee / security.</p>
Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee at its meeting dated 04.02.2026 has reviewed the certificate issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material modifications of RPT have been approved by the Audit Committee and the Board of Directors in their respective meetings dated 04.02.2026 recommended the same to the Members for approval.

Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	We affirm that the Audit Committee and Board of Directors, while providing information to the Members, have redacted only commercially sensitive information, and all necessary information for informed shareholders decision-making has been provided. Refer below table as “Annexure – A”.
Any other information that may be relevant	Not Applicable

“Annexure – A”

Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed material modification to the material RPT(s), in respect of item No. 2, is provided as under:

Sr. No.	Particulars of the information	Information provided by the management
A Details of related party transactions		
A (1) Basic details of the related party		
1	Name of the related party	Ratlam Wires Private Limited <i>Ratlam Wires Private Limited (RWPL)</i>
	Country of incorporation of the related party	India
	Nature of business of the related party	Company is engaged in trading of wires
A (2) Relationship and ownership of the related party		
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following	Ratlam Wires Private Limited - a private company in which a director or his relative is a member or director.
	(A) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Listed entity do not hold any shares in the related party. However, Mr. Arun Kataria, Managing Director of the Company holds shares in the related Party.
	(B) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

	(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Not Applicable																					
A (3) Details of previous transactions with the related party																							
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<p>Details of Transactions during FY 2024-25</p> <table border="1"> <thead> <tr> <th>S.No.</th> <th>Nature of Transactions</th> <th>Amount (Rs. In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Capital Transactions (Slump Purchase)</td> <td>Rs. 3060</td> </tr> <tr> <td>2.</td> <td>Revenue Transactions (Sales)</td> <td>Rs. 7007.03</td> </tr> <tr> <td>3.</td> <td>Job Work Charges Received</td> <td>93.43</td> </tr> <tr> <td>4.</td> <td>Interest Paid</td> <td>12.31</td> </tr> <tr> <td>5.</td> <td>Purchases</td> <td>395.79</td> </tr> <tr> <td>6.</td> <td>Loan & Advances (Net)</td> <td>409.94</td> </tr> </tbody> </table>	S.No.	Nature of Transactions	Amount (Rs. In Lakhs)	1.	Capital Transactions (Slump Purchase)	Rs. 3060	2.	Revenue Transactions (Sales)	Rs. 7007.03	3.	Job Work Charges Received	93.43	4.	Interest Paid	12.31	5.	Purchases	395.79	6.	Loan & Advances (Net)	409.94
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2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter ended December 31, 2025, immediately preceding the quarter in which the approval is sought	<p>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter ended December 31, 2025:-</p> <table border="1"> <thead> <tr> <th>S.No.</th> <th>Nature of Transactions</th> <th>Amount (Rs. In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchases</td> <td>Rs. 70.31</td> </tr> <tr> <td>2.</td> <td>Loan & Advances (Net)</td> <td>Rs. 1219.39</td> </tr> </tbody> </table>	S.No.	Nature of Transactions	Amount (Rs. In Lakhs)	1.	Purchases	Rs. 70.31	2.	Loan & Advances (Net)	Rs. 1219.39												
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3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None																					
A(4) Amount of the proposed transactions																							
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	<p>Enhance Limits :</p> <table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>Amount (inRs.)</th> </tr> </thead> <tbody> <tr> <td>Giving of Loans and/or Providing Guarantees and/or Providing Securities</td> <td>Upto Rs. 100.00 Crores</td> </tr> </tbody> </table>	Nature of Transaction	Amount (inRs.)	Giving of Loans and/or Providing Guarantees and/or Providing Securities	Upto Rs. 100.00 Crores																	
Nature of Transaction	Amount (inRs.)																						
Giving of Loans and/or Providing Guarantees and/or Providing Securities	Upto Rs. 100.00 Crores																						

		Sale, purchase or supply of any goods or material, directly or through appointment of agent	Upto Rs. 3.00 Crores						
		Availing or rendering of any services, directly or through appointment of agent	Upto Rs. 3.00 Crores						
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes							
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<p>The estimated value of the proposed transaction represents:</p> <p>The estimated value of for sale, purchase or supply of any goods or material, directly or through appointment of agent represents 0.86% turnover of the Company for 2024-25.</p> <p>The estimated value of for availing or rendering of any services, directly or through appointment of agent represents 0.86% of turnover of the Company for FY 2024-25.</p> <p>The estimated value for Giving of Loans and/or Providing Guarantees and/or Providing Securities represents 28.52% turnover of the Company for 2024-25.</p>							
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable							
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	<p>The estimated value of the proposed transaction represents:</p> <p>The estimated value of for sale, purchase or supply of any goods or material, directly or through appointment of agent represents 1.97% turnover of the Company for 2024-25.</p> <p>The estimated value of for availing or rendering of any services, directly or through appointment of agent represents 1.97% of turnover of the Company for FY 2024-25.</p> <p>The estimated value for Giving of Loans and/or Providing Guarantees and/or Providing Securities represents 65.76% turnover of the Company for 2024-25.</p>							
6	Financial performance of the related party for the immediately preceding financial year (FY2024-25).	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (Amount in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 15205.20</td> </tr> <tr> <td>Profit After Tax</td> <td>Rs. 612.62</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Amount in Lakhs)	Turnover	Rs. 15205.20	Profit After Tax	Rs. 612.62	
Particulars	FY 2024-25 (Amount in Lakhs)								
Turnover	Rs. 15205.20								
Profit After Tax	Rs. 612.62								

		Net worth	Rs. 6372.67
A (5) Basic details of the proposed transaction			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	S.No.	Nature of Transaction
		1.	Giving of Loans and/or Providing Guarantees and/or Providing Securities
		2.	Sale, purchase or supply of any goods or material, directly or through appointment of agent
		3.	Availing or rendering of any services, directly or through appointment of agent
2	Details of each type of the proposed transaction	1. Advancing of Loan to the related party 2. Sale/Purchase of goods from related party 3. Availing of Job work Services from related party	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	During any one Financial Year	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 100.00 Crores	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>We have been consistently working with Ratlam Wires Private Limited due to a combination of factors that make them the ideal partner for our business needs. Their pricing model is transparent and highly competitive, allowing us to benefit from high-quality services at a reasonable cost.</p> <p>In addition to their competitive pricing, the quality of work delivered by Ratlam Wires Private Limited is unmatched. They have demonstrated a strong commitment to excellence across all aspects of their work. The quality of their products ensures durability and reliability, which are essential to maintaining our own high standards.</p> <p>Another key factor is their timely delivery and efficient project management, which helps us stay on track with our production schedules. Their team is skilled, responsive, and well-equipped to handle both large and small-scale projects with precision, ensuring that deadlines are consistently met without compromising quality.</p> <p>Their ability to understand and cater to our specific needs, provide personalized solutions, and quickly address any concerns or changes has strengthened our long-term relationship with them.</p> <p>In summary, Ratlam Wires Private Limited has proven to be the best option for us due to their combination of affordable pricing, exceptional quality, timely delivery, and outstanding customer service. Their ability to provide high-quality work at a cost-effective rate has made them our preferred partner for the long term.</p>	

		Being a reliable business partner, the company needs to extend them financial support from time to time in the form of loan / guarantee / security.
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	
	a. Name of the director / KMP	Mr. Arun Kataria, Managing Director Mr. Anoop Kataria, Wholetime Director and CFO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Arun Kataria, Managing Director of the Company have 6.14% shareholding in the related party.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9	Other information relevant for decision making.	Not Applicable
B <u>Details to be disclosed only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</u>		
B (2) Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable
a	Nature of indebtedness	-
b	Total cost of borrowing	-
c	Tenure	-
d	Other details	-
3	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p>Note:</p> <p>(1) This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.</p> <p>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</p>	7.50%
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Loan to be granted shall be unsecured, repayable on demand and shall carry interest at rate not lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan.
5	Maturity / due date	repayable on demand

6	Repayment schedule & terms	repayable on demand and shall carry interest at rate not lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of its own business only.
C Specific type of the transaction where proposed RPT is material		
C Transactions relating to any loans and advances (other than trade advance) or inter-corporate (1) deposits given by the listed entity or its subsidiary.		
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Applicable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request;	No Default
a	In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting	Not Applicable
b	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	Not Applicable
c	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	Not Applicable
d	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable

The Board recommends the **Ordinary Resolution** as set out at **Item No. 2** of the Notice for approval by the members.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except Mr. Arun Kataria, Managing Director, Mr. Anoop Kataria, Whole-time Director & CFO of the Company and their relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives



are, in any way, concerned or interested, financially or otherwise, in the resolution no. 2, except to the extent of their shareholding, if any.

By order of the Board of Directors
For Kataria Industries Limited

Place: Ratlam
Date: February 4th, 2026

(Arun Kataria)
Managing Director
DIN: 00088999

Kataria Industries Limited

(Formerly known as Kataria Industries Private Limited)

(An ISO 9001:2015 Certified Company)

CIN: U27300MP2004PLC029530

Regd. Office & Manufacturing Units

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