

KATARIA INDUSTRIES LIMITED

CIN: U27300MP2004PLC029530

Registered Office: 34-38 and 44, Industrial Area, Ratlam, Madhya Pradesh, 457001

Email: cs@katariagroup.co.in; Web: www.katariaindustries.co.in; Phone: +91 7412 299407



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with

Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with the Companies (Management and Administration) Rules, 2014, ('Rules') (which shall include any statutory modifications, amendments or re-enactments thereto,) read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 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, 09/2023 dated 25th September, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and other relevant circulars issued by the Securities & Exchange Board of India, if any, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs and any other applicable laws, rules and regulations circulars (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Shareholders of the Company (as on the Cut-off Date), for Special Business as set out in this Postal Ballot Notice ("Notice" or "the Postal Ballot Notice"), through Postal Ballot only by way of voting by electronic means ("Remote e-voting").

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice.

In terms of the MCA Circulars and 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, the manner of voting on the proposed resolution is only by way of remote e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. 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 Postal Ballot Notice. The Notice is also available on the website of the Company.

Accordingly, in compliance with the requirements of MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice is being sent by the Company only through electronic means to all the Shareholders whose email addresses are registered with the Company, RTA and Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, December 06, 2024 ("Cut-off Date") and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Remote E-voting period shall commence on Wednesday, December 11, 2024 (at 09:00 A.M. IST) and end on Thursday, January 09, 2025 (at 05:00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Thursday, January 09, 2025. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Once vote on a resolution is cast by the Member, they will not be allowed to change it subsequently or cast the vote again. The voting rights of the Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, December 06, 2024.

The Board of Directors has appointed Shri Anand Lavingia (COP No.: 11410), Partner or failing him, Smt. Ankita Patel (COP No. 16497), Partner, M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot through E-voting process in a fair and transparent manner.

Subject to the receipt of sufficient votes cast by the members of the Company, the Resolution shall be deemed to be passed on the last date of voting i.e. on Thursday, January 09, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.katariaindustries.co.in and on NSDL Website www.evoting.nsdl.com and Stock Exchange's website at www.nseindia.com and shall also be displayed at the registered office of the Company.

Registered office:

34-38 and 44, Industrial Area, Ratlam,
Ratlam, Madhya Pradesh, India, 457001

By order of the Board of Directors
For, **KATARIA INDUSTRIES LIMITED**
CIN: U27300MP2004PLC029530

-- sd --

Place: Ratlam
Date: 06/12/2024

Arun Kataria
Managing Director
DIN: 00088999

KATARIA INDUSTRIES LIMITED

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SPECIAL BUSINESS:

Item No. 1:

ALTERATION IN TERMS OF OBJECTS OF THE ISSUE PROCEEDS RAISED VIDE PROSPECTUS DATED JULY 20, 2024:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Sections 13 and 27 of the Companies Act, 2013, as amended ("Companies Act"), read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, if any, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or that it will hereinafter constitute to exercise its powers including the powers conferred by this resolution) (i) to alter the terms of objects of the issue proceed referred to in the prospectus dated July 20, 2024 (the "Prospectus"), filed with Registrar of the Companies, Gwalior, and (ii) utilize the issue proceed raised through prospectus for the objects, other than those mentioned in the Prospectus, in the manner as mentioned in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers herein conferred to any committee thereof or to any one or more executives of the Company."

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Ratlam, Madhya Pradesh, India, 457001

By order of the Board of Directors
For, **KATARIA INDUSTRIES LIMITED**
CIN: U27300MP2004PLC029530

-- sd --

Place: Ratlam
Date: 06/12/2024

Arun Kataria
Managing Director
DIN: 00088999

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Sections 102(1) of the Act and Regulation 36 of SEBI Listing Regulation setting out material facts of the proposed resolution is annexed hereto and forms a part of this Postal Ballot Notice.
2. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 3.00 P.M. (IST) to 5.00 P.M. (IST) on all working days (except Saturdays, Sundays and Holidays) up to the last date of e-voting. Such documents shall also be made available on the Company's website www.katariaindustries.co.in to facilitate online inspection up to the last date of e-voting.
4. In terms of the MCA Circulars and Section 110 of the Act and the Rules made thereunder, this Postal Ballot Notice is being sent only to the Shareholders in electronic mode ONLY, whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company/RTA/Depository Participant(s), as on Friday, December 06, 2024 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only and 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. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the ASSENT or DISSENT of the Shareholders would only take place through the e-voting system only, in compliance with the provisions of Sections 108 of the Act read with the rules framed thereunder and the MCA Circulars.
5. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 and Section 110 of the Act read with applicable Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically and for the same, the Company has engaged the services of National Securities Depository Limited ('NSDL'). The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.katariaindustries.co.in, NSDL www.evoting.nsd.com and Stock Exchange's website www.nseindia.com.
6. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, December 06, 2024.
7. The Board of Directors has appointed Shri Anand Lavingia (COP No.: 11410), Partner or failing him, Smt. Ankita Patel (COP No. 16497), Partner, M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make, not later than Two working days of the conclusion of the e-voting i.e., by Monday, January 13, 2025, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the National Stock Exchange of India Limited and shall also be available on the Company's website www.katariaindustries.co.in and on NSDL Website www.evoting.nsd.com and Stock Exchange's website at www.nseindia.com.

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8. Subject to the receipt of sufficient votes cast by the members of the Company, the resolution shall be deemed to be passed on the last date specified for e-voting, i.e. Thursday, January 09, 2025 in terms of SS-2.
9. As required under Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) having nationwide circulation and one Vernacular newspaper (in vernacular language i.e. Hindi), having wide circulation in the district where the registered office of the Company is situated.
10. The remote e-voting period shall commence on Wednesday, December 11, 2024 (at 09:00 A.M. IST) and shall end on Thursday, January 09, 2025 (at 05:00 P.M. IST) (both days inclusive). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Friday, December 06, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
11. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by email at evoting@nsdl.com or to the Company at cs@katariagroup.co.in.
12. Members may download the Notice from the Company's website at www.katariaindustries.co.in or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of NSE at www.nseindia.com respectively.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. The resolution if passed by requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (Remote E-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Thursday, January 09, 2025.
15. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - (a) 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 cs@katariagroup.co.in.
 - (b) 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 cs@katariagroup.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
16. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to Bigshare Services Private Limited ("BSPL") in case the shares are held in physical form.
18. Relevant documents referred to in the accompanying Notice of Postal Ballot are available on the website of the Company for inspection by the Members.
19. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE POSTAL BALLOT:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Postal Ballot. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.
 - ii. The remote e-voting will commence on 9:00 A.M. on Wednesday, December 11, 2024 and will end on 5:00 P.M. on Thursday, January 09, 2025. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, December 06, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - iii. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - iv. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, December 06, 2024.

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INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Wednesday, December 11, 2024 at 09:00 A.M. and ends on Thursday, January 09, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, December 06, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, December 06, 2024.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-voting system:

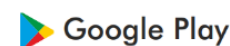
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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.	<p>A. 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.nsd.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>B. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

NSDL Mobile App is available on



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 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 helpdesk.evoting@cdslindia.com 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?

- 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, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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*****.
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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*****.
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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***
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- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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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 csanandlavingia@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@katariagroup.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@katariagroup.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

CONTACT DETAILS

Company	KATARIA INDUSTRIES LIMITED 34-38 and 44, Industrial Area, Ratlam, Madhya Pradesh, 457001 Tel No.: +91 7412 299407; Email: cs@katariagroup.co.in; Web: www.katariaindustries.co.in
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Tel No.: +91-22-6263 8200; Email: investor@bigshareonline.com; Web: www.bigshareonline.com
E-Voting Agency & VC / OAVM	NATIONAL SECURITIES DEPOSITORY LIMITED Email: evoting@nsdl.co.in NSDL Help Desk: 022 - 4886 7000
Scrutinizer	M/s. ALAP & CO. LLP, Practicing Company Secretaries - Mr. Anand S Lavingia Email: csanandlavingia@gmail.com; Tel No.: +91 79 – 3578 9144

KATARIA INDUSTRIES LIMITED

CIN: U27300MP2004PLC029530

Registered Office: 34-38 and 44, Industrial Area, Ratlam, Madhya Pradesh, 457001

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EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated December 06, 2024)

Item No. 1:

Alteration in terms of Objects of the Issue Proceeds raised vide Prospectus dated July 20, 2024: SPECIAL RESOLUTIONS

The Company had filed its prospectus dated July 20, 2024 ("Prospectus") with the Registrar of Companies, Gwalior, Madhya Pradesh, in connection with its initial public offering ("Offer") of its equity shares of ₹ 10/- each ("Equity Shares") and the Equity Shares are presently listed on the National Stock Exchange of India Limited ("Stock Exchange").

Pursuant to the Prospectus dated July 20, 2024, the Offer comprised of fresh issue of 5684400 equity shares of face value of ₹ 10 each ("equity shares") for cash at a price of ₹ 96.00 per equity share (including a share premium of ₹ 86.00 per equity share) ("offer price") aggregating to ₹ 5,457.02 Lakhs ("offer").

The utilization of the Net Proceeds of the Offer was proposed to be deployed in the following manner, as set forth under the schedule of deployment as disclosed in the Prospectus:

(₹ in Lakhs)

Sr. No.	Particulars of Object(s)	Total Estimated Cost	Amount already deployed	Estimated utilization of net proceeds in FY 2024-2025
1.	Capital Expenditure for plant and machineries	175.00	0.00	175.00
2.	Repayment of Loan	4,600.00	0.00	4,600.00
3.	General corporate purposes ¹	505.02	0.00	505.02
	Total	5,280.02	0.00	5,280.02

¹ The amount utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue.

The members are hereby informed that as set forth in the Prospectus of the Company dated July 20, 2024, the Company had earmarked a sum of ₹ 175.00 Lakhs towards the object 'Capital Expenditure for plant and machineries'. The Company raised an aggregate of ₹ 5,457.02 Lakhs (including offer expenses) pursuant to the Fresh Issue. The utilization of the Net Proceeds of the Offer was proposed to be deployed by financial year 2024-25.

Out of the above-mentioned objects of the issue, and as stated in the implementation schedule of the prospectus dated July 20, 2024, the Company has, till November 30, 2024, utilized ₹ 4,600 Lakhs towards Repayment of Loan and ₹ 505.02 Lakhs towards General Corporate Purpose. As on November 30, 2024, ₹ 175.00 Lakhs are unutilized which was to be utilized for Capital Expenditure for plant and machineries in terms of Prospectus.

As disclosed in the Prospectus, the Company has proposed to utilize ₹ 175.00 Lakhs towards 'Capital Expenditure for plant and machineries', more precisely – to purchase following machineries for which the Company had obtained Quotations from various suppliers of that machineries;

Sr. No.	Particulars of Machinery	Name of Supplier	Quantity	Price (₹ in Lakhs)	Date of Quotation
1.	Threading Machine Model No. ROHITA-1.5	Rohita Industries, Ludhiana	1	3.25	July 02, 2024
2.	Heavy Duty Lathe Machine Model -4	Bhavya, Ahmedabad	1	13.41	July 03, 2024
3.	Double column all Geared Radial Drill Machine	Bhavya, Ahmedabad	1	12.52	July 03, 2024
4.	Radial Drill Machine-IR -MM	Banka, Rajkot	1	12.39	July 02, 2024
5.	4W Automatic Blasting Machine with roller Conveyor System	Surface Preparation solutions and Technologies Private Limited, Pithampur	1	47.79	July 03, 2024
6.	Mac power CNC Vertical Turret Lathe Machine Model VTX1000	Macpower CNC Machines Private Limited	1	85.43	July 04, 2024
	Total			174.79	
	Say			175.00	

At the time of planning of IPO Fund utilisation, the management of the Company had anticipated expanding its product portfolio within the PTS Division by venturing into the manufacturing of Rebar Couplers and Bridge Bearings. These products are integral components used as post-tensioning anchorages in the installation of LRPC (Low Relaxation Prestressed Concrete) strands in concrete structures, addressing growing infrastructure needs.

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Since October 2024, the Company has been actively evaluating various options for the procurement of the required machinery and equipment for this manufacturing initiative. However, due to prevailing unfavorable economic conditions, there has been a noticeable slowdown in infrastructure projects across the country. This downturn has directly impacted the projected market demand for Rebar Couplers and Bridge Bearings, making the business case for these products, as outlined in the Prospectus, no longer viable. Additionally, the global economic climate has resulted significant cost escalations for the machinery and equipment required for this venture.

Accordingly, the Audit Committee and Board of Directors of the Company, at their respective meetings held on Friday, December 06, 2024, have carefully evaluated other options available including enhancing the manufacturing facilities of Wire Division and proposed to install (1) PIT Type Electric Heated Bight Annealing Furnace and (2) 6T Capacity Bell Type Annealing Furnace (hereinafter referred as "New Machineries / Equipment") out of the proceeds of IPO which was originally allocated for purchase of various machineries for expanding its product portfolio within the PTS Division. The decision of the Board has resulted into alteration of Object of the Issue proceed raised through Prospectus.

Therefore, as mentioned above, the Company intends to alter the terms of Objects of the Issue as referred to in the Prospectus. The relevant and material information as per Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below:

Sr. No.	Particulars of Object(s)	Amount to be funded from the Net Proceeds (₹ in Lakhs)	Total Amount Utilized up to November 30, 2024 (₹ in Lakhs)	Total Amount Unutilized up to November 30, 2024 (₹ in Lakhs)	% of achievements as per prospectus	% of unutilized amount as per prospectus
1.	Capital Expenditure for plant and machineries	175.00	0.00	175.00	0.00%	100.00%
2.	Repayment of Loan	4,600.00	4,600.00	0.00	100.00%	0.00%
3.	General corporate purposes	505.02	505.02	0.00	100.00%	0.00%
Total		5,280.02	5,105.02	175.00	96.69%	3.31%

The particulars of the proposed alteration or change in the objects:

The unutilized IPO proceeds of ₹ 175.00 Lakhs is intended to be utilized for installation of (1) PIT Type Electric Heated Bight Annealing Furnace and (2) 6T Capacity Bell Type Annealing Furnace.

Details of New Machineries / Equipment to be purchased / acquired from Issue Proceeds

Sr. No.	Particulars of Machinery	Name of Supplier#	Quantity	Total Cost of New Machineries / Equipment (₹ in Lakhs)	Date of Quotation
1.	PIT Type Electric Heated Bight Annealing Furnace	Vertex Thermal Engineer	1	56.00	December 01, 2024
2.	6T Capacity Bell Type Annealing Furnace	Precision Control	1	141.65	December 01, 2024
Total				197.86	

The Company shall have flexibilities in choosing the Suppliers within the parameter of cost, time, quality and such other parameters as may be decided by the Board of Directors.

Means of Finance:

The Audit Committee and Board of Directors have proposed to utilize ₹ 175.00 Lakhs raised through Public Offer in terms of Prospectus, which remained unutilized as on November 30, 2024 and any balance amount required shall be paid from internal accruals / secured or unsecured loans availed or to be availed by the Company.

The reason for the alteration or changes in the objects:

At the time of planning of IPO Fund utilisation, the management of the Company had anticipated expanding its product portfolio within the PTS Division by venturing into the manufacturing of Rebar Couplers and Bridge Bearings. These products are integral components used as post-tensioning anchorages in the installation of LRPC (Low Relaxation Prestressed Concrete) strands in concrete structures, addressing growing infrastructure needs.

Since October 2024, the Company has been actively evaluating various options for the procurement of the required machinery and equipment for this manufacturing initiative. However, due to prevailing unfavorable economic conditions, there has been a noticeable slowdown in infrastructure projects across the country. This downturn has directly impacted the projected market demand for Rebar Couplers and Bridge Bearings, making the business case for these products, as outlined in the Prospectus, no longer viable. Additionally, the global economic climate has resulted significant cost escalations for the machinery and equipment required for this venture.

Accordingly, the Company would now like to spend the unutilized amount of ₹ 175.00 Lakhs, which was originally proposed for purchase of various plant and machineries as disclosed in Prospectus, in purchase of new machineries / equipment as stated above. This strategic reallocation is aimed at enhancing the Company's operational efficiency, strengthening its core production capabilities, and supporting sustainable growth.

Benefits of the New Machinery

1. PIT Type Electric Heated Bright Annealing Furnace:

- Designed to deliver superior product quality, this furnace enhances the heat-treatment process by ensuring consistent and precise annealing of metal wires.
- It enables the production of high-performance, durable wires that meet stringent quality standards required for fastener manufacturing.
- The advanced technology incorporated in this furnace minimizes energy consumption and operational downtime, resulting in improved efficiency.

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2. 6T Capacity Bell Type Annealing Furnace:

- This furnace offers increased production capacity, enabling the Company to meet growing demand effectively.
- Its flexible and efficient design supports multiple operational cycles, thereby improving throughput and optimizing resource utilization.
- The furnace ensures uniform heating and cooling processes, enhancing the overall quality and mechanical properties of the finished products.

Impact on the Company's Growth and Performance

By redeploying the unutilized proceeds toward these state-of-the-art assets, the Company expects to achieve:

- Improved production timelines due to enhanced operational efficiency.
- Superior product quality, allowing the Company to cater to premium market segments.
- Reduction in operational costs through energy-efficient technologies and optimized processes.
- Strengthening of the Company's market position by providing high-quality, reliable products

These advantages are anticipated to result in increased revenue and profitability, ensuring sustainable growth for the Company.

Therefore, the Company intends to alter the terms of objects of issue as referred in prospectus and utilize/deploy the unspent amount for installing (1) PIT Type Electric Heated Bight Annealing Furnace and (2) 6T Capacity Bell Type Annealing Furnace.

The Company believes that this unutilized issue proceeds of ₹ 175.00 Lakhs if utilized for Purchase of above new machineries / equipment, will result into further strengthening the growth for the Company.

Commitment to Stakeholders

The management firmly believes that this strategic reallocation of funds represents a prudent and forward-looking decision. The new investments will enable the Company to capitalize on emerging opportunities in its core business segments, drive operational excellence, and create long-term value for stakeholders.

This reallocation of the unspent proceeds demonstrates the Company's commitment to maximizing resource utilization and aligning its operational strategies with evolving market needs, ensuring continued growth and success.

The justification for the alteration or changes in the objects and the estimated financial impact of the proposed alteration on the earnings and cash flow of the Company:

The management of the Company foresees that after the utilization of unutilized proceeds in installation of (1) PIT Type Electric Heated Bight Annealing Furnace and (2) 6T Capacity Bell Type Annealing Furnace, the earnings and cash flows of the Company would improve in long term. The management of the Company is of the view that the proposed alteration in terms of the Objects of the Issue will ensure optimum utilization of IPO Proceeds and maximize the return on investment for members.

The amount proposed to be utilised for the new objects – i.e. installation of (1) PIT Type Electric Heated Bight Annealing Furnace and (2) 6T Capacity Bell Type Annealing Furnace:

₹ 197.86 Lakhs which shall be funded from Issue Proceed to the extent of ₹ 175.00 Lakhs which remained unutilized and balance amount from internal accruals / secured or unsecured loans availed or to be availed by the Company.

The proposed time limit within which the proposed varied objects would be achieved or Proposed time schedule within which the proposed delay in implementation of the objects would be achieved:

Within 6 months subject to obtaining any requisite approval wherever required.

The place from where any interested person may obtain a copy of the notice of resolution to be passed:

Any interested person may obtain a copy of the notice of the resolution from the registered office of the Company at business hours or may access from Company's website www.katariaindustries.co.in.

Clause-wise details as specified under Rule 3(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 with respect to the originally proposed objects of the Offer:

Sr. No.	Requirement	Disclosure in the Prospectus																									
1.	The objects of the Offer	The objects for which the Net Proceeds of the Initial Public Offer was to be utilized as set forth below. <table border="1"><thead><tr><th>Sr. No.</th><th>Details of Objects</th></tr></thead><tbody><tr><td>1.</td><td>Capital Expenditure for plant and machineries</td></tr><tr><td>2.</td><td>Repayment of Loan</td></tr><tr><td>3.</td><td>General corporate purposes</td></tr></tbody></table>	Sr. No.	Details of Objects	1.	Capital Expenditure for plant and machineries	2.	Repayment of Loan	3.	General corporate purposes																	
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1.	Capital Expenditure for plant and machineries																										
2.	Repayment of Loan																										
3.	General corporate purposes																										
2.	The proposed schedule of implementation of the project	The Company had proposed to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set out below; <table border="1"><thead><tr><th>Sr. No.</th><th>Particulars of Object(s)</th><th>Total Estimated Cost (₹ in Lakhs)</th><th>Amount already deployed (₹ in Lakhs)</th><th>Estimated utilization of net proceeds in FY 2024-2025 (₹ in Lakhs)</th></tr></thead><tbody><tr><td>1.</td><td>Capital Expenditure for plant and machineries</td><td>175.00</td><td>0.00</td><td>175.00</td></tr><tr><td>2.</td><td>Repayment of Loan</td><td>4,600.00</td><td>0.00</td><td>4,600.00</td></tr><tr><td>3.</td><td>General corporate purposes¹</td><td>505.02</td><td>0.00</td><td>505.02</td></tr><tr><td colspan="2">Total</td><td>5,280.02</td><td>0.00</td><td>5,280.02</td></tr></tbody></table>	Sr. No.	Particulars of Object(s)	Total Estimated Cost (₹ in Lakhs)	Amount already deployed (₹ in Lakhs)	Estimated utilization of net proceeds in FY 2024-2025 (₹ in Lakhs)	1.	Capital Expenditure for plant and machineries	175.00	0.00	175.00	2.	Repayment of Loan	4,600.00	0.00	4,600.00	3.	General corporate purposes ¹	505.02	0.00	505.02	Total		5,280.02	0.00	5,280.02
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Sr. No.	Requirement	Disclosure in the Prospectus
3.	The interim use of funds	<p>The Company in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. The Net Proceeds pending utilization for the purposes described above, in accordance with the SEBI ICDR Regulations, our Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.</p> <p>The Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.</p>

The risk factors pertaining to the new objects:

Change in Government Policies, Economic Environment, period of recovery of amount from debtors, casualties in events, infringement of trademarks registered with our company.

Exit to Dissenting Shareholders

In terms of Conditions for exit offer as mentioned in Schedule XX to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, since, the Company has already achieved 96.69% utilization of total issue proceeds, the promoter(s) and the shareholder(s) in control are not required to make an exit offer to the dissenting shareholders.

Accordingly, in terms of the provisions of Sections 27 of the Companies Act, 2013 and any other applicable provisions and the rules made thereunder, the Company seeks approval of the members by way of Special Resolution through postal ballot for alteration in the Objects of the Issue as disclosed in the Prospectus, for utilization of the issue proceeds pursuant to applicable provisions of the Companies Act, 2013 and relevant rules made there under (including any amendment thereto or re-enactment thereof for the time being in force) and subject to compliance of such other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Any interested person may obtain a copy of the notice of the resolution from the registered office of the Company at business hours or can access the 'Investors' Section of the Company's website at www.katariaindustries.co.in.

The intention of the Board and the Management is to enhance shareholder value by utilizing the issue proceeds adequately and appropriately which will lead to increased profitability.

Your Board recommends the resolution for the member's approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution of this Notice except to the extent of their shareholdings in the Company, if any.

Registered office:

34-38 and 44, Industrial Area, Ratlam,
Ratlam, Madhya Pradesh, India, 457001

By order of the Board of Directors
For, **KATARIA INDUSTRIES LIMITED**
CIN: U27300MP2004PLC029530

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Place: Ratlam
Date: 06/12/2024

Arun Kataria
Managing Director
DIN: 00088999