

**NOTICE**

**TO THE SHAREHOLDERS**

NOTICE is hereby given that the ONE HUNDRED NINETEENTH Annual General Meeting of the Shareholders of the Company will be held at **Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata – 700 001 on Friday, the 11th September, 2015 at 10.30 a.m.** to transact the following business :

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements, the report of the Board of Directors' and Auditor's for the year ended 31st March, 2015.
2. To declare dividend on Ordinary Shares of the Company for the year ended 31st March, 2015.
3. To appoint a Director in place of Smt. Prabhawati Devi Kothari (DIN 00051860), who retires by rotation and being eligible, offers herself for re-appointment.
4. a) To appoint Auditors and to fix their remuneration.  
b) To appoint Branch Auditors for its Phytochemicals Division, Southern Synthetics Division and Claro India Division and to fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Sri Anand Vardhan Kothari (DIN 02572346) as a Director :-

**“RESOLVED THAT** Sri Anand Vardhan Kothari (DIN 02572346) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2014 in terms of Section 161(1) of the Companies Act, 2013 and whose term of Office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** for approving payment of Commission to Non – Executives Directors without deduction of Service Tax :-

**“RESOLVED THAT** the commission payable under Article 93(a) of the Articles of Association of the Company to the Directors other than the Ex-officio Director / Wholetime Director or a Nominee Director nominated by Financial Institutions, if any, be continued to be so payable @ 1 % (One per cent) of the net profits of the Company, subject to ceiling of ₹ 3,00,000/- (Rupees three lacs only) exclusive of Service Tax as computed according to the provisions of Section 197 & 198 of the Companies Act, 2013 and be paid to the Directors in such proportion between them as may be decided by the Directors entitled to the same for such financial year from time to time within the limit aforesaid uptill 31st March, 2017.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**, to approve creation of Charges under Section 180 (1) (a) on the assets of the Company, in respect of borrowings from Banks and other Institutions :-

**“RESOLVED THAT** in supersession of the Ordinary resolution dated 29th March, 1994 under Section 293 (1) (a) of the Companies Act, 1956, and, pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the rules made thereunder (including any statutory modification(s) or re – enactment thereof for the time being in force), and in terms of Article 56 of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, if any, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, and other investing agencies, provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre – payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created on the borrowings of the Company, shall not, at any time exceed ₹ 100 crores (Rupees One hundred crores) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

By Order of the Board  
For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.**

Madan Lal Daga  
Company Secretary

CIN : L15491WB1897PLC001365  
Registered Office :  
C-4, Gillander House  
8, N. S. Road, Kolkata – 700 001  
Dated : 29th May, 2015

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**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT / PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

2. The register of Members of the Company in respect of Ordinary Shares will remain closed from Thursday 20th August, 2015 to Friday 28th August, 2015 (both days inclusive). Dividend, if any, declared at the AGM, shall be paid to those Members, whose name appears in the Register of Members / Participating DPs on Wednesday, the 19th August, 2015.
3. Members holding shares in physical form are requested to notify immediately changes, if any in their registered address, bank particulars and Income Tax Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent at the below mentioned address quoting their Folio Numbers :-

M/s. Maheshwari Datamatics Private Limited  
(Unit : Kothari Phytochemicals & Industries Limited)  
6, Mangoe Lane, 2nd Floor, Kolkata – 700 001  
Phone : (033) 2243-5809 / 5029  
Fax : (033) 2248-4787, Email : mdpldc@yahoo.com

In case Shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

4. Members / Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. Electronic copy of the Annual Report for 2014 - 15 is being sent to all Members whose email ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 - 15 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 119th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 119th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's investor email id : mldaga1957@yahoo.co.in
9. Members wishing to claim dividends, which remain unclaimed are requested to correspond with Maheshwari Datamatics Private Limited, Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investors Education & Protection Fund.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

11. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 119th Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.kothariphyto.com](http://www.kothariphyto.com)

**The e-voting period commences on September 8, 2015 (9:00 am) and ends on September 10, 2015 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up ordinary share capital of the Company as on the **cut-off date of 4th September, 2015**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mldaga1957@yahoo.co.in](mailto:mldaga1957@yahoo.co.in) / [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

The facility for voting through ballot paper / Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file **“e-Voting.pdf”** giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select **“EVEN” of Kothari Phytochemicals & Industries Limited**. Members can cast their vote online from **September 8, 2015 (9:00 am) till September 10, 2015 (5:00 pm)**.  
**Note: e-Voting shall not be allowed beyond said time.**
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to Mr. Ashok Kumar Daga (PCS) as the Scrutineer, who is appointed by the Company through e-mail [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; **www.icicidirect.com** for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website **www.icicidirect.com**. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

By Order of the Board  
For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.**

Madan Lal Daga  
Company Secretary

CIN : L15491WB1897PLC001365  
Registered Office :  
C-4, Gillander House  
8, N. S. Road, Kolkata – 700 001  
Dated : 29th May, 2015

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#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

##### **Item No. 5 :**

Under Section 161(1) of the Companies Act, 2013, Sri Anand Vardhan Kothari (DIN 02572346) was appointed as an Additional Director with effect from 14th November, 2014 to hold office only up to the date of this Annual General Meeting of the Company. A Notice under Section 160 of the Companies Act, 2013 with requisite deposit has been received from a member proposing his candidature for the office of Director of the Company.

Sri Anand Vardhan Kothari (DIN 02572346) is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013. He has also given his consent to act as Director.

The Board considers the appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director of the Company would be in the interest of the Company. Accordingly, the Board of Directors recommend his appointment as a Director of the Company.

Save and Except Sri Anand Vardhan Kothari (DIN 02572346), Sri Arun Kumar Kothari (DIN 00051900) and Smt. Prabhawati Devi Kothari (DIN 00051860) being his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said resolution.

##### **Item No. 6 :**

The Shareholders have by Special Resolution dated 17th August 2012, approved payment of Commission to Directors, excluding Ex – officio / Wholetime Directors, if any, @ 1 % (One percent) of the net profits of the Company in any financial year for a period of five years with effect from 1st April, 2012. However, the Central Excise Department has imposed Service Tax w. e. f. 1st July, 2012, on the Directors Fees, Directors Commission etc., to be paid by the Company and the payment of Service Tax is deemed to enhance the ceiling fixed through the said resolution. Hence, to enable the Company to pay full commission to the Directors, exclusive of Service Tax for the period upto 31st March 2017, the resolution is proposed under Section 197 & 198 of the Companies Act, 2013 for your appraisal.

Except Sri A. K. Toshniwal (DIN 06872891), Managing Director, all the Directors are interested in the above resolution to the extent they may be entitled to receive their respective share of managerial remuneration by way of commission.

##### **Item No. 7 :**

It is necessary to obtain fresh approval of the Members under Section 180 (1) (a) by means of a Special Resolution, to enable the Board of Directors of the Company to create charge / mortgage / hypothecation on the Company's assets, both present and future, in favour of the lenders, to secure the repayment of moneys borrowed by the Company (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business). The Board commends the Resolutions set out at Item No. 7 of the accompanying Notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution at item No. 7 of the accompanying notice.



**KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**  
 Regd. Office : C-4 Gillander House, 8 Netaji Subhas Road, Kolkata - 700 001  
 Phone : 2230-2331 (6 lines), Fax : 2242-7286, E.mail : hokothari@yahoo.com  
 Website : www.kothariphyto.com, CIN : L15491WB1897PLC001365

**ATTENDANCE SLIP**

**119th Annual General Meeting**  
**Friday, 11th September, 2015 at 10.30 a.m.**

I/We hereby record my/our presence at the 119th Annual General Meeting of the Company held on Friday, the 11th day of September, 2015 at 10.30 a.m. at Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata - 700 001

\_\_\_\_\_  
 Name of Proxy (in BLOCK LETTERS)

\_\_\_\_\_  
 Signature of Shareholder/ Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	User ID	Password (As per Point No.11(4) of the e - voting instructions)

Please refer to the AGM Notice for e-voting instructions.



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 Regd. Office : C-4 Gillander House, 8 Netaji Subhas Road, Kolkata - 700 001  
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**PROXY FORM**

**119th Annual General Meeting**  
**Friday, 11th September, 2015 at 10.30 a.m.**

I / We, being the member(s), holding \_\_\_\_\_ shares of the above named company, hereby appoint

- Name \_\_\_\_\_ Address \_\_\_\_\_  
 E.mail Id \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him / her
- Name \_\_\_\_\_ Address \_\_\_\_\_  
 E.mail Id \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him / her
- Name \_\_\_\_\_ Address \_\_\_\_\_  
 E.mail Id \_\_\_\_\_ Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 119th Annual General Meeting of the Company, to be held on Friday, the 11th day of September, 2015 at 10.30 a.m. at Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Optional*		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the year ended 31st March, 2015.			
2.	Declaration of Dividend on Ordinary Shares for the year ended 31st March, 2015.			
3.	To appoint Smt. Prabhawati Devi Kothari (DIN 00051860) as Director, who retires by rotation and offers herself for re-appointment.			
4a.	Appointment of Auditors and to fix their remuneration.			
4b.	Appointment of Branch Auditors for the Phytochemicals Division and Southern Synthetics and Claro India Divisions and to fix their remuneration.			
<b>Special Business</b>				
5.	Appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director who was appointed as Additional Director of the Company.			
6.	Approval for payment of Commission to Directors exclusive of Service Tax @ 1% of the Net Profit of the Company till 31st March, 2017.			
7.	Approval under section 180 (1) (a) of the Companies Act, 2013 for Creation of Charge / mortgage / hypothecation on the Company's Assets by the Board of Directors.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Member's Folio / DP ID-Client ID \_\_\_\_\_ Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Affix  
 Revenue  
 Stamp**

- Notes :**
- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 119th Annual General Meeting.
  - It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Dayglo, Ph. : 2243-0482

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