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**NOTICE**

TO THE SHAREHOLDERS

NOTICE is hereby given that the ONE HUNDRED TWENTIETH Annual General Meeting of the Shareholders of the Company will be held at **Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10<sup>th</sup> Floor, Kolkata -700 001 on Monday, the 19<sup>th</sup> September, 2016 at 10.30 a.m.** to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt :
  - a) the Audited Financial Statements, the Report of the Board of Directors' and Auditor's for the year ended 31<sup>st</sup> March, 2016.
  - b) the Audited Consolidated Financial Statements, the Report of the Auditor's for the year ended 31<sup>st</sup> March, 2016.
2. To declare dividend on Ordinary Shares of the Company for the year ended 31<sup>st</sup> March, 2016.
3.
  - a) To appoint Sri Arun Kumar Kothari (DIN 00051900) as Director, who retires by rotation and offers himself for re – appointment.
  - b) To appoint Sri Keshari Chand Mohta (DIN 00051816) as Director, who retires by rotation and offers himself for re – appointment.
4.
  - a) To appoint Messrs. Dutta Ghosh & Associates, Chartered Accountants (Firm Registration Number - 309088E), as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.
  - b) To appoint Messrs. Singhi & Company, Chartered Accountants (Firm Registration Number – 302049E), as the Branch Auditors for the Phytochemicals Division of the Company and to authorize the Board of Directors to fix their remuneration.
  - c) To appoint Messrs. Srikanth & Shanthy Associates, Chartered Accountants (Firm Registration Number – 004006S), as the Branch Auditors for the Southern Synthetics and Claro India Divisions of the Company and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to Section 186 and other applicable Provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules 2014 or any amendments or re – enactment thereto as may be in force from time to time, consent of the Company be and is hereby accorded to the Board of Directors (a) to give any loan to any person or other body corporate(s) (b) to give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s) which together with the existing loans / deposits, guarantees / Securities given or provided and investments made, shall not exceed at any time the aggregate amount of ₹ 100 Crores (Rupees One hundred crores only) notwithstanding that such loans / deposits, guarantees given and security Provided and investments made, shall be in excess of any or all of the percentages prescribed under the provisions of Section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the specific amount within the aggregate limit of ₹ 100 Crores (Rupees One hundred crores only), particular of the Body corporate in which loan / deposit or guarantee / security is proposed to be given or provided, and investment to be made, the purpose of such loans / deposits and guarantee / security and investment, specific sources of funding and such other details, which in their absolute discretion may deem appropriate and in the best interest of the Company pursuant to Section 179 and other applicable provisions if any of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things as may be considered incidental, necessary and expedient to give effect to the above resolutions.”

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

CIN : L15491WB1897PLC001365  
Registered Office :  
C - 4, Gillander House  
8, N. S. Road, Kolkata – 700 001  
Dated : 30th May, 2016

Madan Lal Daga  
Company Secretary

## 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 Tuesday 13th September, 2016 to Monday 19th September, 2016 (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 Monday, the 12th September, 2016.

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 2015 - 16 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 2015 - 16 is being sent in the permitted mode.

7. Electronic copy of the Notice of the 120th 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 120th 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 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (LODR), the Company is pleased to provide members facility to exercise their right to vote at the 120th 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 16th, 2016 (9:00 am) and ends on September 18, 2016 (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 12th September, 2016**. 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 12th September, 2016, 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 16th, 2016 (9:00 am) till September 18, 2016 (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 Scrutinizer, 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 scrutinizer, 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 scrutinizer'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](http://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](http://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.**

CIN : L15491WB1897PLC001365  
Registered Office :  
C - 4, Gillander House  
8, N. S. Road, Kolkata – 700 001  
Dated : 30th May, 2016

Madan Lal Daga  
Company Secretary

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

#### Item No. 5 :

It is thought desirable to authorize the Board of Directors (a) to give any loan to any person or other body corporate, (b) to give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate to the extent of ₹ 100 Crores (Rupees One hundred crores only) notwithstanding that such loans and guarantees given and securities provided shall be in excess or any or all of the percentages prescribed under the provisions of Section 186 of the Companies Act, 2013 and the provisions thereto.

Your Directors commend the resolution for approval.

None of the Directors of the Company is interested in the said resolution except as Shareholders.



### Venue of 120th Annual General Meeting

“Indian Chamber of Commerce”  
Auditorium, 10th Floor

4, India Exchange Place, Kolkata - 700 001

