

KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED

Regd. Office: C-4 Gillander House, 8, Netaji Subhas Road, Kolkata - 700 001 Phone: 2230-2331 (6 lines), E-mail: hokothari@yahoo.com Website: www.kothariphyto.com CIN: L15491WB1897PLC001365

ATTENDANCE SLIP

121st Annual General Meeting Tuesday, 5th September, 2017 at 11.00 a.m.

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| I/We hereby record my/our presence at the 121st Annual General Meeting of the Comp | oany held on Tuesday, the 5th day of September, 2017 at 11.00 a.m. at Indian Chamber o | f Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata - 700 001 |
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| | | |
| 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) |
|------------------------------|---------|---|
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Please refer to the AGM Notice for e-voting instructions.

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121st Annual General Meeting

PROXY FORM

| | Imagine Inspire Deliver | Website: www.kothariphyto.com C | CIN : L15491WB1897PLC001365 | Tuesday, 5th September, 2017 at 11.00 a.m. |
|----|----------------------------------|----------------------------------|-----------------------------|--|
| 17 | We, being the member(s), holding | shares of the above named compar | ny, hereby appoint | |
| 1. | Name | | Address | |
| | E.mail Id | | Signature : | , or failing him / her |
| 2. | Name | | Address | |
| | E.mail Id | | Signature : | , or failing him / her |
| 3. | 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 121st Annual General Meeting of the Company, to be held on Tuesday, the 5th day of September, 2017 at 11.00 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:

| Resolutions Ordinary Business Adoption of the Audited Standalone & Consolidated Financial Statements, the Report of the Board of Directors' and Auditor's for the year ended 31st March, 2017. | For | Against | Abstain |
|--|--|--|---|
| Adoption of the Audited Standalone & Consolidated Financial Statements, the Report of the Board of Directors' | | | |
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| Declaration of dividend on Ordinary Shares of the Company for the year ended 31st March, 2017. | | | |
| Re - appointment of Smt. Prabhawati Devi Kothari (DIN 00051860) as Director, who retires by rotation and offers perself for re-appointment. | | | |
| Re - appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers inmself for re - appointment. | | | |
| Appointment of Messrs. K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E) as the Statutory Auditors of the Company for five years in place of Messrs. Dutta Ghosh & Associates, Chartered Accountants, (Firm Registration No. 309088E) the retiring Auditors and to authorize the Board of Directors to Fix heir remuneration. | | | |
| Appointment of Messrs. Jitendra K Agarwal & Associates, Chartered Accountants, (Firm Registration No. 18086E) as the Branch Auditors of the Company for five years in place of Messrs. Singhi & Company, Chartered Accountants, (Firm Registration No. 302049E) for Phytochemicals Division and Messrs. Srikanth & Shanthi Associates, Chartered Accountants (Firm Registeration No. 004006S) for Southern Synthetics and Claro India Divisions, the retiring Branch Auditors and to authorize the Board of Directors to Fix their remuneration. | | | |
| Special Business | | | |
| Re-appointment of Sri A. K. Toshniwal (DIN 06872891) as Managing Director of the Company for the period from st April, 2017 to 31st March, 2020. | | | |
| Payment of Commission to Directors @ 1% of the Net Profit of the Company subject to a ceiling of ₹ 3,00,000/- exclusive of taxes, if any, computed u/s 197 & 198 of the Companies Act, 2013 for a period of five years till 31st March, 2022. | | | |
| R ii Alsand C C C C C C C C C C C C C C C C C C C | e - appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers imself for re - appointment. ppointment of Messrs. K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E) as the tatutory Auditors of the Company for five years in place of Messrs. Dutta Ghosh & Associates, Chartered accountants, (Firm Registration No. 309088E) the retiring Auditors and to authorize the Board of Directors to Fix their remuneration. ppointment of Messrs. Jitendra K Agarwal & Associates, Chartered Accountants, (Firm Registration No. 18086E) as the Branch Auditors of the Company for five years in place of Messrs. Singhi & Company, Chartered accountants, (Firm Registration No. 302049E) for Phytochemicals Division and Messrs. Srikanth & Shanthi ssociates, Chartered Accountants (Firm Registeration No. 004006S) for Southern Synthetics and Claro India invisions, the retiring Branch Auditors and to authorize the Board of Directors to Fix their remuneration. Special Business e-appointment of Sri A. K. Toshniwal (DIN 06872891) as Managing Director of the Company for the period from st April, 2017 to 31st March, 2020. ayment of Commission to Directors @ 1% of the Net Profit of the Company subject to a ceiling of ₹ 3,00,000/-xclusive of taxes, if any, computed u/s 197 & 198 of the Companies Act, 2013 for a period of five years till 31st larch, 2022. | e - appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers imself for re - appointment. ppointment of Messrs. K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E) as the tatutory Auditors of the Company for five years in place of Messrs. Dutta Ghosh & Associates, Chartered accountants, (Firm Registration No. 309088E) the retiring Auditors and to authorize the Board of Directors to Fix neir remuneration. ppointment of Messrs. Jitendra K Agarwal & Associates, Chartered Accountants, (Firm Registration No. 18086E) as the Branch Auditors of the Company for five years in place of Messrs. Singhi & Company, Chartered accountants, (Firm Registration No. 302049E) for Phytochemicals Division and Messrs. Srikanth & Shanthi sociates, Chartered Accountants (Firm Registeration No. 004006S) for Southern Synthetics and Claro India indicates the retiring Branch Auditors and to authorize the Board of Directors to Fix their remuneration. Special Business e-appointment of Sri A. K. Toshniwal (DIN 06872891) as Managing Director of the Company for the period from stapril, 2017 to 31st March, 2020. ayment of Commission to Directors @ 1% of the Net Profit of the Company subject to a ceiling of ₹ 3,00,000/-xclusive of taxes, if any, computed u/s 197 & 198 of the Companies Act, 2013 for a period of five years till 31st larch, 2022. | e - appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers imself for re - appointment. ppointment of Messrs. K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E) as the tatutory Auditors of the Company for five years in place of Messrs. Dutta Ghosh & Associates, Chartered accountants, (Firm Registration No. 309088E) the retiring Auditors and to authorize the Board of Directors to Fix leir remuneration. ppointment of Messrs. Jitendra K Agarwal & Associates, Chartered Accountants, (Firm Registration No. 18086E) as the Branch Auditors of the Company for five years in place of Messrs. Singhi & Company, Chartered accountants, (Firm Registration No. 302049E) for Phytochemicals Division and Messrs. Srikanth & Shanthi ssociates, Chartered Accountants (Firm Registeration No. 004006S) for Southern Synthetics and Claro India ivisions, the retiring Branch Auditors and to authorize the Board of Directors to Fix their remuneration. Special Business e-appointment of Sri A. K. Toshniwal (DIN 06872891) as Managing Director of the Company for the period from st April, 2017 to 31st March, 2020. ayment of Commission to Directors @ 1% of the Net Profit of the Company subject to a ceiling of ₹ 3,00,000/-xclusive of taxes, if any, computed u/s 197 & 198 of the Companies Act, 2013 for a period of five years till 31st |

| Signed thisday of2017. | |
|----------------------------------|-------------------------------|
| Member's Folio / DP ID-Client ID | _Signature of Shareholder (s) |
| Signature of Proxy holder(s) | |

Affix Revenue Stamp

Notes: 1. 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.

- 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 121st Annual General Meeting.

 *3. 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.