

NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the ONE HUNDRED TWENTY FIRST 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 Tuesday, the 5th September, 2017 at 11.00 a.m.** to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone & Consolidated Financial Statements, the Report of the Board of Directors' and Auditor's for the year ended 31st March, 2017.
2. To declare dividend on Ordinary Shares of the Company for the year ended 31st March, 2017.
3. To appoint Smt. Prabhawati Devi Kothari (DIN 00051860) as Director, who retires by rotation and offers herself for re – appointment.
4. To appoint Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers himself for re – appointment.
5. To appoint M/s. K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E) as the Statutory Auditors of the Company in place of M/s. Dutta Ghosh & Associates, Chartered Accountants, (Firm Registration No. 309088E) upon completion of their term and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Dutta Ghosh & Associates, Chartered Accountants, (Firm Registration No. 309088E) the retiring Statutory Auditors and to hold office for a period of 5 years from the conclusion of 121st Annual General Meeting till the conclusion of 126th Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting, on a remuneration as may be mutually agreed between the Board of Directors and the Auditors plus applicable taxes and reimbursement of out of pocket expenses.

6. To appoint M/s. Jitendra K Agarwal & Associates, Chartered Accountants, (Firm Registration No. 318086E) as the Branch Auditors of the Company in place of M/s. Singhi & Company, Chartered Accountants, (Firm Registration No. 302049E) for Phytochemicals Division and M/s. Srikanth & Shanthi Associates, Chartered Accountants (Firm Registration No. 004006S) for Southern Synthetics and Claro India Divisions upon completion of their term and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Jitendra K Agarwal & Associates, Chartered Accountants, (Firm Registration No. 318086E) be and are hereby appointed as the Branch Auditors of the Company in place of M/s. Singhi & Company, Chartered Accountants, (Firm Registration No. 302049E) for Phytochemicals Division and M/s. Srikanth & Shanthi Associates, Chartered Accountants (Firm Registration No. 004006S) for Southern Synthetics and Claro India Divisions the retiring Branch Auditors and to hold office for a period of 5 years from the conclusion of 121st Annual General Meeting till the conclusion of 126th Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting, on a remuneration as may be mutually agreed between the Board of Directors and the Auditors plus applicable taxes and reimbursement of out of pocket expenses.

SPECIAL BUSINESS

7. To consider and if thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**
RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule – V of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and the Rules made thereunder (including the statutory modifications or re – enactment thereof for the time being in force) the Company hereby approves and accords its consent to the appointment of Sri A. K. Toshniwal (DIN 06872891) as Managing Director designated as Executive Director and Chief Executive Officer of the Company for a period of 3 years with effect from 1st April, 2017 to 31st March, 2020 on such terms and conditions and payment of remuneration and other perquisites / benefits as are set out in the Explanatory Statement annexed to this Notice with an authority to the Board of Directors of the Company to vary and alter such terms and conditions including remuneration in accordance with Schedule – V of the Companies Act, 2013 or any amendment or re – enactment thereof and / or any Rules / Regulations framed there under.

RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year Sri A. K. Toshniwal, Managing Director designated as Executive Director and Chief Executive Officer of the Company will be paid salary and perquisites as minimum remuneration not exceeding the limits specified under Section – II of Part – II of Schedule – V of the Companies Act, 2013 by making such compliance as provided in the said Schedule.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and exercise all such powers as may be required for giving effect to the aforesaid resolutions.

8. 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 taxes as may be applicable, for a further period of five years commencing from 1st April 2017:

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 / Whole time Director or a Nominee Director nominated by Financial Institutions, if any, be continued to be so payable for a period of 5 years with effect from 1st April, 2017 @ 1 % (One per cent) of the net profits of the Company, subject to ceiling of ₹3,00,000/- (Rupees three lakh only) exclusive of taxes, if any, 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, 2022.

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, 2017

Madan Lal Daga
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A 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) in number and holding in the aggregate not more than ten percent of the paid up capital of the Company carrying voting rights. A Member holding more than ten percent of the paid up capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.
Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
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.
Members are requested to register their email addresses with the Registrar and Share Transfer Agents of the Company to mdpldc@yahoo.com or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e – mail instead of physical copy.
2. The register of Members of the Company in respect of Ordinary Shares will remain closed from Tuesday 29th August, 2017 to Tuesday 5th September, 2017 (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 28th August, 2017.
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)
23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001
Phone : (033) 2243 – 5029 / 2248 – 2248 / 2231 – 6839
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 2016 - 17 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 2016 - 17 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 121st 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 121st 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.

Pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the shareholder for seven years, to the Demat Account of the IEPF Authority. The Company has sent communication to all Members concerned with respect to this requirement and is in the process of transferring such shares to the Demat Account of the IEPF Authority.

The Members / claimants whose shares, unclaimed dividends etc. will have been transferred to the Fund may claim the same or apply for refund by making an application to the IEPF Authority in Form IEPF – 5 (available on www.iepf.gov.in) along with requisite fees. As per IEPF Rules, only one consolidated claim in a financial year can be made. Members are requested to submit proper documentary evidence to establish their claim. In terms of the Listing Regulations, till such claim is made, voting rights on such shares shall remain frozen.

The Route Map to the venue of the Meeting is also annexed for the convenience of the Members.

Voting through electronic means

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 121st 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

The e-voting period commences on September 2nd, 2017 (9:00 am) and ends on September 4, 2017 (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 29th August, 2017**. 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. 29th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mldaga1957@yahoo.co.in / 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
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 2nd, 2017 (9:00 am) till September 4, 2017 (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 with a copy marked to 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 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.**

CIN : L15491WB1897PLC001365
Registered Office :
C - 4, Gillander House
8, N. S. Road, Kolkata – 700 001
Dated : 30th May, 2017

Madan Lal Daga
Company Secretary

Brief profile of Directors / Managing Director eligible for re – appointment vide item no. 3, 4 and 7, Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS – 2) issued by the Institute of Company Secretaries of India.

Item No.	3	4	7
Particulars	Smt. Prabhawati Devi Kothari	Sri Anand Vardhan Kothari	Sri A. K. Toshniwal
DIN	00051860	02572346	06872891
Date of Birth	10 – 09 – 1957	17 – 10 – 1990	03 – 07 - 1952
Date of Appointment	14 – 04 – 1998	14 – 11 – 2014	01 – 07 – 2014
Qualifications	Commerce Graduate (B. COM)	Bachelor of Business Administration (BBA)	Post Graduate in Commerce (M. COM)
Experience in specific functional areas	Smt. Prabhawati Devi Kothari is an industrialist having rich experience in the field of Tea, Salt, Textiles, Pharmaceuticals and Trading Business. She has expertise in business and management.	Sri Anand Vardhan Kothari is highly energetic, very young, with good business acumen and commercial prudence.	Sri A. K. Toshniwal is having experience of Finance, Accounts and Administration.
Directorship held in other listed entities	1) Gillanders Arbuthnot & Company Limited. 2) Albert David Limited.	Nil	Nil
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	1) Gillanders Arbuthnot & Company Limited. 2) Albert David Limited.	Nil	Nil
Number of shares held in the company	6500	13300	Nil
Relationship with any Director(s) of the Company	1) Sri Arun Kumar Kothari. 2) Sri Anand Vardhan Kothari.	1) Sri Arun Kumar Kothari. 2) Smt. Prabhawati Devi Kothari.	Nil

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

Item No. 7 :

Sri A. K. Toshniwal is a Post Graduate in Commerce and has vast experience of Finance, Accounts and Administration and is in the employment of the Company for more than thirty years. He is looking after the Phytochemical Plant of the Company at Madurai.

He was appointed as Managing Director designated as Executive Director and Chief Executive Officer of the Company with effect from 1st July, 2014 for a period of 2 years 9 months and ended on 31st March, 2017.

During his tenure as Managing Director and Chief Executive Officer, the product of the Company has been established in the overseas market and the export has increased. The Plant is being run efficiently under his guidance and supervision.

The Board of Directors of the Company in their meeting held on 10th February, 2017 has re-appointed Sri A. K. Toshniwal (DIN 06872891) as Managing Director designated as Executive Director and Chief Executive Officer of the Company for a period 3 years with effect from 1st April, 2017 to 31st March, 2020 subject to approval of the members of the Company.

Sri A. K. Toshniwal satisfied all the conditions set out in Part – I of Schedule – V and the conditions given under sub – section (3) of Section 196 of the companies Act, 2013 for being eligible for his re-appointment.

Sri A. K. Toshniwal is not disqualified from being re-appointed as a Director in terms of Section 164 (2) of the Companies Act, 2013.

Sri A. K. Toshniwal, Managing Director designated as Executive Director and Chief Executive Officer of the Company shall, subject to the provision of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company to perform such duties and exercises such powers as have been made from time to time be entrusted to or conferred to him by the Board of Directors.

The terms and conditions, of his re-appointment and remuneration are as follows:-

1. Basic Salary -₹ 1,30,000/- (Rupees one lakh thirty thousand only) per month in the scale of (₹ 1,30,000/- to ₹ 1,75,000/-).
2. Special Allowance -₹ 42,500/- (Rupees forty two thousand five hundred only) per month in the scale of (₹ 42,500/- to ₹ 1,00,000/-).
3. Perquisites

Part – A:

 - (i) Housing: Sri A. K. Toshniwal shall be entitled to House Rent Allowance limited to 8 % of his per month Basic Salary.
 - (ii) He will be reimbursed to the extent of 10 % of the Basic Salary towards expenses incurred for self and family for medical expenses / Leave Travel Concession incurred in India.

Part – B:

 - (i) Company's contribution to Provident Fund as per Rules of the Company.

(ii) Encashment of leaves – Encashment of leaves as per Rules of the Company.

Part – C:

(i) Use of car for Company's business. Any use of car for private purpose will be valued as per Income Tax Rules, 1962.

(ii) Free telephone facility at residence.

Perquisites payable to Sri A. K. Toshniwal, shall be evaluated as per Income Tax Rules, 1962, wherever applicable, and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

4. In the event of absence or inadequacy of profits in any financial year, the present salary, perquisites and other benefits shall be governed by the provisions of Section - II of Schedule - V of the Companies Act, 2013 or re-enactment thereof as may be for the time being in force.

A copy of his re-appointment and remuneration as approved by Nomination and Remuneration Committee as referred above are available for inspection by the shareholders at the Registered Office of the Company during the office hours on any working day except Saturday between 11.00 a.m. to 1.00 p.m. up to 5th September, 2017.

The Board considers that the re-appointment of Sri A. K. Toshniwal as Managing Director designated as Executive Director and Chief Executive Officer of the Company would be in the interest of the Company. Accordingly, the Board of Directors recommend his re-appointment as a Managing Director designated as Executive Director and Chief Executive Officer of the Company.

It is proposed to seek the shareholders' approval for the re-appointment of Sri A. K. Toshniwal as Managing Director designated as Executive Director and Chief Executive Officer of the Company in terms of appropriate provisions of the Company.

Sri A. K. Toshniwal and their relatives may be deemed to be interested in the above resolution at Item No. 7 of the Notice. Save as aforesaid none of the Director and Key Management Personnel of the Company and their relatives is in any way concerned or interested in the said resolution.

Item No. 8:

The Shareholders have by Special Resolution passed on 11th September 2015, 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 upto 31st March, 2017. In view of the expiry of sanction, it is now proposed to renew the payment of commission for a period of five years from 1st April, 2017 under Section 197 & 198 of the Companies Act, 2013, subject to a ceiling of ₹ 3,00,000/- (Rupees Three lakh only) exclusive of taxes, if any, and be paid and distributed 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. Hence, the resolution is put before you for approval.

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.

Venue of 121st Annual General Meeting "Indian Chamber of Commerce" Auditorium, 10th Floor 4, India Exchange Place, Kolkata - 700 001

