



**Kothari  
Group**  
Imagine Inspire Deliver

## 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

### NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the ONE HUNDRED TWENTY SECOND 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 Thursday, the 20th September, 2018 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, 2018.
2. To declare dividend on Ordinary Shares of the Company for the year ended 31st March, 2018.
3. To appoint Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers himself for re-appointment.

#### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Vedika Kothari (DIN 07189991) as a Director :-

**“RESOLVED THAT** Vedika Kothari (DIN 07189991) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th November, 2017 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 her candidature for the Office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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 : 30th May, 2018

#### 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 in their email ID 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 Friday 14th September, 2018 to Thursday 20th September, 2018 (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 Thursday, the 13th September, 2018.

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:

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 2017 - 18 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 2017 - 18 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 122nd 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 122nd 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. Brief resume of the Directors seeking appointment/ re-appointment at the Meeting alongwith details of their other Directorship and shareholding in the Company pursuant to Regulation 26(4) and 36(3), as applicable, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as an annexure to this Notice.
10. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, all unclaimed dividend till the financial year ended on 31st March, 2010 has already been transferred to the Investor Education and Protection Fund (IEPF) and all subsequent unpaid dividend will be transferred to IEPF, from time to time. Members who have not yet encashed the dividend warrant(s), for the financial year 2010-2011 or any subsequent financial year(s) are requested to submit their claims at the Registered Office of the Company. The dividend for the financial year(s) 2010-2011 is due to be transferred to IEPF immediately after 16th September, 2018. Hence, it is in the shareholders' interest to claim any uncashed dividends/ unclaimed dividends. It may also be noted that once the unclaimed dividend is transferred to IEPF, as stated, no further claim shall be entertained by the Company in that respect. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which require Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more.

In accordance with the aforesaid provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, audit, Transfer and Refund) Rules, 2016, as amended, the Company has already transferred all the shares in respect of which dividend declared for the financial year 2008-2009 and 2009-2010, which has not been claimed for seven consecutive years or more to the Investor Education and Protection Fund. Members are advised to visit the Company's website at <https://www.kothariphyto.com> to ascertain details of shares liable for transfer to IEPF Authority for the financial year 2010-2011.

#### 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 122nd 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 17, 2018 (9:00 am) and ends on September 19, 2018 (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 13th September, 2018**. 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. 13th September, 2018, 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 17, 2018 (9:00 am)** till **September 19, 2018 (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.**

Madan Lal Daga  
Company Secretary

CIN : L15491WB1897PLC001365

Registered Office :

C - 4, Gillander House

8, N. S. Road, Kolkata – 700 001

Dated : 30th May, 2018

**Brief profile of Directors / Managing Director eligible for re – appointment vide item no. 3 & 4 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
Particulars	Sri Anand Vardhan Kothari	Smt. Vedika Kothari
DIN	02572346	07189991
Date of Birth	17 – 10 – 1990	18 – 04 – 1991
Date of Appointment	14 – 11 – 2014	07 – 11 – 2017
Qualifications	Bachelor of Business Administration (BBA)	MBA
Experience in specific functional areas	Sri Anand Vardhan Kothari is highly energetic, very young, with good business acumen and commercial prudence.	Smt. Vedika Kothari is very young, with good business acumen and commercial prudence. The Board need to balance its strength with the appointment of Women Director.
Directorship held in other listed entities	Nil	Nil
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the company	13300	-
Relationship with any Director(s) of the Company	Smt. Vedika Kothari	Sri Anand Vardhan Kothari

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

**Item No. 4 :**

Under Section 161 (1) of the Companies Act, 2013, Smt. Vedika Kothari (DIN 07189991) was appointed as an Additional Director with effect from 7th November, 2017 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 her candidature for the office of Director of the Company.

Smt. Vedika Kothari (DIN 07189991) is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Companies Act, 2013. She has also given her consent to act as Director.

The Board considers the appointment of Smt. Vedika Kothari (DIN 07189991) would be in the interest of the Company. Accordingly, the Board of Directors recommend her appointment as a Director of the Company.

Save and Except Smt. Vedika Kothari (DIN 07189991) and Sri Anand Vardhan Kothari (DIN 02572346) being her relative, 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.



Route Map of the Venue of the 122nd Annual  
General Meeting at Indian Chamber of Commerce,  
Auditorium, 4, India Exchange Place, 10th Floor,  
Kolkata – 700 001