



## 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](mailto:hokothari@yahoo.com)

Website: [www.kothariphyto.com](http://www.kothariphyto.com) CIN: U15491WB1897PLC001365

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### NOTICE

#### TO THE SHAREHOLDERS

**NOTICE** is hereby given that the 125<sup>th</sup> Annual General Meeting (“AGM”) of the Shareholders of Kothari Phytochemicals & Industries Limited (“the Company”) will be held on **Wednesday, 29<sup>th</sup> September, 2021 at 10.00 a.m.**, India Standard Time (“IST”), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the Reports of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s).
2. To declare a dividend on equity shares for the financial year ended March 31, 2021.
3. To appoint Vedika Kothari (DIN: 07189991) as Director, who retires by rotation and offers herself 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**:

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 A. K. Toshniwal (DIN 06872891) as Managing Director designated as Chief Executive Officer of the Company for a period of 1 year with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022 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 A. K. Toshniwal, Managing Director designated as 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.

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

RESOLVED that in supersession of earlier resolution dated 12<sup>th</sup> August, 2014 under Section 181 of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors for contributing to Charitable and other Funds not directly relating to the business of the Company or the welfare of the Company, any amount from time to time or at any one time not exceeding ₹ 1.50 Crores (Rupees One crore fifty lakh only) in any financial year notwithstanding that the aggregate of such contribution is in excess of 5 % of its average Net Profits for the three immediately preceding financial years as determined in accordance with the provisions of Section 198 of the Companies Act, 2013.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Sd/-

Anand Vardhan Kothari  
Director  
(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

C – 4, Gillander House

8, N. S. Road, Kolkata – 700 001

Dated : 2<sup>nd</sup> September, 2021

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**NOTES:**

1. In view of the continuing COVID – 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 02 / 2021 dated 13<sup>th</sup> January, 2021 read with Circular No. 14 / 2020 dated 8<sup>th</sup> April, 2020, Circular No. 17 / 2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20 / 2020 dated 5<sup>th</sup> May, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” / “the Meeting”) through Video Conferencing / Other Audio Visual Means (“VC” / “OVAM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), MCA Circulars, the 125<sup>th</sup> Annual General Meeting of the Company is being held through VC / OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Explanatory Statement”) in relation to the Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice convening this AGM.
3. The Meeting has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 02 / 2021 dated 13<sup>th</sup> January, 2021 read with Circular No. 14 / 2020 dated 8<sup>th</sup> April, 2020, Circular No. 17 / 2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20 / 2020 dated 5<sup>th</sup> May, 2020.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circular No. 02 / 2021 dated 13<sup>th</sup> January, 2021 read with Circular No. 14 / 2020 dated 8<sup>th</sup> April, 2020, Circular No. 17 / 2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20 / 2020 dated 5<sup>th</sup> May, 2020, the Company is providing facility of remote e – voting to its Members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e – Voting’s agency. The facility of casting votes by a member using remote e – voting as well as the e – voting system on the date of the AGM will be provided by CDSL. For further details, please read the Note No. 30.

5. The Members can join the Meeting through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC / OAVM will be made available to at least 1000 members on first come first served basis. However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee, Auditors etc. are not restricted on first come first served basis.
6. Pursuant to MCA Circulars, the Meeting will be held through VC / OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and attendance sheets are not annexed to this Notice.
7. Pursuant to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e – voting or for participation and voting in the Meeting to be conducted through VC / OAVM.
8. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a certified true copy of the Board Resolution or Power of Attorney, (PDF / JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution / Authorization shall be sent to the Company by email through its registered email address hokothari@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com.
9. In compliance with the aforesaid MCA Circulars, the Notice of AGM and Annual Report of the Company for the FY 2020 – 2021 are being sent in electronic mode to Members whose e-mail address is registered with the Company / RTA or the Depository Participant(s). Members holding physical share certificates are requested to directly register their email id and update their PAN (if not already registered / updated) by visiting the link provided by the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited as given below:  
Link for email registration – <http://mdpl.in/form/email-update>  
Link for PAN Updation – <http://mdpl.in/form/pan-update>
10. In line with MCA Circulars, the Notice calling the AGM and Annual Report for FY 2020 – 2021 has been uploaded on the website of the Company at [www.kothariphyto.com](http://www.kothariphyto.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e – Voting facility and e – voting) system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e – voting are given in this Notice under Note No. 30. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e – Voting system. After the Members participating through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e – Voting will be closed with the formal announcement of closure of the AGM.
12. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. K Ray & Co., Chartered Accountants (ICAI Firm Registration No. 312142E) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 121<sup>st</sup> Annual General Meeting of the members held on 5<sup>th</sup> September, 2017 at a remuneration to be mutually agreed upon by the Board of Directors and the Statutory Auditors.  
Their appointment was subject to ratification by the Members at every subsequent AGM. However, pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute vide notification issued by the Ministry of Corporate Affairs effective from 7th May, 2018.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

14. The Dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting will be credited/dispatched between **30<sup>th</sup> September, 2021 to 29<sup>th</sup> October, 2021** to those members or to those mandates :-

a. Whose name appear as Beneficial Owners as at the end of **22<sup>nd</sup> September, 2021** in the statements of beneficial owner furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), in respect of shares held in electronic form and

b. Whose names appear as Members in Register of Members of the Company, after giving effect to all valid share transfers/transmissions in physical form lodged with the Company/ RTA on or before the **22<sup>nd</sup> September, 2021**.

Notice is also hereby given under Section 91 of the Act, that the Register of Members and the Share Transfer Book of the Company will remain closed from **Thursday, 23<sup>rd</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (both days inclusive)** for the purpose of the Meeting.

15. The Board of Directors have recommended a dividend of ₹ 4.50 (Rupees Four and paise fifty only) per equity share (i. e. 45 % of face value of ₹ 10/- per share) subject to approval of the Members in the ensuing Annual General Meeting of the Company. If the dividend, as recommended by the Board, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made to all the Members holding shares as on the record date. The dividend will be paid to the Members whose names appear on the Company's Register of Members / Beneficial Owners as on the Record Date. The payment of dividend shall be made through electronic mode to the members who has registered their bank account details with the Company / RTA. Dividend warrants / Bankers' cheques / Demand draft will be dispatched to the registered address of the Members who have not registered their bank account details with the Company / RTA, as soon as possible.
16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of the Members w. e. f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to its Members at the prescribed rates. For the prescribed rates applicable for various categories, the Members are requested to refer to the Finance Act, 2020 and any amendments thereof. Members are requested to submit their residential status, PAN and category to their respective depository participant(s) (DPs) in case of shares held in dematerialised form and with the Company / RTA in case of shares held in physical form by sending documents through e – mail or uploading on weblink: <https://mdpl.in/form> (select as applicable) on or before **Saturday, 18th September, 2021**. A communication providing information and detailed instructions with respect to tax on the Dividend for the financial year ended 31st March, 2021 is being sent separately to the Members. The aforesaid communication is also available on Company's website at [www.kothariphyto.com](http://www.kothariphyto.com).
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available electronically for inspection by the members at AGM. Members are requested to write to [hokothari@yahoo.com](mailto:hokothari@yahoo.com) for inspection of all relevant documents referred to in the accompanying Notice & Explanatory Statement through electronic means upon Log-in to CDSL e – Voting system at [www.evotingindia.com](http://www.evotingindia.com) up to the date of the Meeting.
18. Share transfer / transmission / transposition / name deletion related documents and all correspondence relating thereto should be addressed to the Company's RTA Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. Nos.: (033) 2248 – 2248 / 2243 – 5029; Fax No.: (033) 2248 – 4787, Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

19. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Maheshwari Datamatics Private Limited ("MDPL") in case the shares are held by them in physical form, at: Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. Nos.: (033) 2248 – 2248 / 2243 - 5029; Fax No.: (033) 2248 – 4787, Email: mdpldc@yahoo.com. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
20. The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with the RTA. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, a Member may send an email to RTA at mdpldc@yahoo.com.
21. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form using the link given at Note No. 9 above.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
23. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH - 13, to the RTA. Further, Members desirous of cancelling / varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH – 14 to the RTA. These forms will be made available on request.
24. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at hokothari@yahoo.com **up to 15<sup>th</sup> September, 2021 (5:00 p.m. IST)** with regard to the financial statements or any other matter to be placed at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries **up to 15<sup>th</sup> September, 2021 (5:00 p.m. IST)** mentioning their name, demat account number / folio number, email id, mobile number at hokothari@yahoo.com. These queries will be replied to by the Company suitably by email.
25. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
27. Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), dividends remaining unpaid or unclaimed for a period of seven years from the date of their transfer to the Unpaid Dividend Account(s) are required to be transferred to the Investor Education and Protection Fund Authority ("IEPF Authority") constituted by the Central Government. The underlying shares in respect of which dividends have remained unclaimed / unpaid for 7 consecutive years or more are also liable

to be transferred to the demat account of the IEPF Authority. The Company has already transferred the unpaid or unclaimed dividend pertaining to the financial year 2012 – 2013 being ₹ 33,704/- and also the underlying 3864 equity shares of the Company to the demat account of the IEPF Authority. All subsequent unpaid dividend will be transferred to IEPF, from time to time.

28. MCA on 10<sup>th</sup> May, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 ("IEPF Rules"), which is applicable to the Company. The objective of the IEPF Rules is to help the Members to ascertain the status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends under "Investors Section" on the website of the Company. Members who have not encashed their dividend warrants after the unclaimed / unpaid dividend is transferred to the designated account of IEPF can claim the same by making an online application in the prescribed Form IEPF 5 available on the website and send a physical copy of the Form IEPF 5 to the Company along with complete set of documents enumerated in the Form IEPF 5.
29. Since the Meeting will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice.
30. Information and other instructions relating to e – voting are as under:
  - I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and MCA Circulars the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e – voting facility to the Members.
  - III. The Board of Directors of the Company has appointed CS Ashok Kumar Daga (FCS - 2699, CP No. 2948), Practicing Company Secretary, Kolkata, as Scrutiniser to scrutinise the e – voting process in a fair and transparent manner.
  - IV. The Scrutiniser, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated Scrutiniser's report which shall be placed on the website of the Company, i.e. [www.kothariphyto.com](http://www.kothariphyto.com) and on the website of CDSL.
  - V. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Wednesday, 29<sup>th</sup> September, 2021.**
  - VI. The information and instructions for Members for remote e – voting are as under:
    - i) The remote e – voting period begins on **Saturday, 25<sup>th</sup> September, 2021** at 9.00 a.m. (IST) and ends on **Tuesday, 28<sup>th</sup> September, 2021** at 5.00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut – off date i.e., **Wednesday, 22<sup>nd</sup> September, 2021** (Record Date), only shall be entitled to avail the facility of e – voting. The e – voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on the cut – off date, i.e., Wednesday, 22<sup>nd</sup> September, 2021. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
    - ii) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by email and holds shares as on cut – off date i.e., Wednesday, 22<sup>nd</sup> September, 2021, may obtain the User ID and password by sending a request to the Company's email address at [hokothari@yahoo.com](mailto:hokothari@yahoo.com). However, if you are already registered with CDSL for remote e - voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evotingindia.com](http://www.evotingindia.com).

- iii) Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- iv) During the AGM, the Chairman shall, after responding to the questions raised by the Members (in advance or as a speaker at the AGM), formally propose to the Members participating through VC / OAVM facility to vote on the resolutions as set out in the Notice of the AGM, and announce the start of the casting of votes through the e – voting system. After the Members participating through VC / OAVM facility, eligible and interested to vote, have cast their votes, the e – voting module will be closed with the formal announcement of closure of the AGM.
- v) All entities are required to provide remote e – voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non – institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e – voting service providers (ESPs) providing e – voting facility to entities in India. This necessitates registration on various ESPs and maintenance of multiple user ID’s and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e – voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e – voting process.

- vi) In terms of one – voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e – voting facility.

Login method for e – voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e – voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login, the Easi / Easiest user will be able to see the e – voting Menu. On clicking the e – voting menu, the user will be able to see his / her holdings along with links of the respective e – voting service provider i.e. CDSL / NSDL as per information provided by Issuer / Company. Additionally, we are providing links to e – voting Service Providers, so that the user can visit the e – voting service providers’ site directly.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e – voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e – voting option where the evoting is in progress and also able to directly access the system of all e – voting Service Providers.</p>

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e – Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e – Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e – voting services. Click on “Access to e – voting” under e – voting services and you will be able to see e – voting page. Click on company name or e – voting service provider name and you will be re – directed to e – voting service provider website for casting your vote during the remote e – voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e – Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e – voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e - voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e – voting page. Click on company name or e – voting service provider name and you will be redirected to e – voting service provider website for casting your vote during the remote e – voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e – voting facility. After successful login, you will be able to see e – voting option. Once you click on e – voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e – voting feature. Click on company name or e – voting service provider name and you will be redirected to e – voting service provider’s website for casting your vote during the remote e – voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 – 2305 – 8738 and 022 – 2305 – 8542 / 43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



- vii) Login method for e – voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
1. The shareholders should log on to the e – voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e – voting of any company, then your existing password is to be used.
  6. If you are a first – time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	<p>Enter your 10 digit alpha - numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e – voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For shareholders holding shares in physical form, the details can be used only for e – voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Kothari Phytochemicals & Industries Limited> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Facility for Non – Individual Shareholders and Custodians – Remote Voting.
- Non – Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) and [hokothari@yahoo.com](mailto:hokothari@yahoo.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e – voting system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e – voting, you may refer the Frequently Asked Questions ("FAQs") and e – voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 22 55 33.
  - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 22 55 33 / Mr. Arghya Majumdar, Deputy Manager, CDSL, 22, Camac Street, Block A, 1st Floor, Kolkata – 700 016, Tel: (033) 2282 – 1361, Email: [arghyam@cdslindia.com](mailto:arghyam@cdslindia.com) / [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E – VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders – Members are requested to directly register their email id / update their PAN by visiting the link of the Company's Registrar and Share Transfer Agent Maheshwari Datamatics Private Limited as given below:

Link for email registration – <http://mdpl.in/form/email-update>

Link for PAN Updation – <http://mdpl.in/form/pan-update>

- (ii) For Demat shareholders – Register / Update through respective Depository Participants (DPs) (Any such updation effected by the DPs will automatically reflect in the Company's subsequent records).
- (iii) The Company / RTA shall co – ordinate with CDSL and provide the login credentials to the above mentioned Members.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC / OAVM ARE AS UNDER:**

- (i) Shareholder will be provided with a facility to attend the Meeting through VC / OAVM through the CDSL e – voting system. Shareholders may access the same at [www.evotingindia.com](http://www.evotingindia.com) under Shareholders / Members login by using the remote e - voting credentials. The link for VC / OAVM will be available in Shareholders / Members login where the EVSN of the Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E – VOTING DURING THE MEETING ARE AS UNDER:-**

- (i) The procedure for e – voting on the day of the Meeting is same as the instructions mentioned above for remote e - voting.
- (ii) Only those Shareholders, who are present in the Meeting through VC / OAVM facility and have not casted their vote on the Resolutions through remote e – voting and are otherwise not barred from doing so, shall be eligible to vote through e – voting system available during the Meeting.
- (iii) If any Votes are cast by the Shareholders through the e – voting available during the Meeting and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e – voting during the Meeting is available only to the Shareholders attending the Meeting.
- (iv) Shareholders who have voted through Remote e – voting will be eligible to attend the AGM. However, they will not be eligible to vote at AGM.

In case you have any queries or issues regarding e – voting, you may refer to the Frequently Asked Questions ("FAQs") and e – voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under the help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 22 55 33 / Mr. Arghya Majumdar, Deputy Manager, CDSL, 22, Camac Street, Block A, 1st Floor, Kolkata – 700 016, Tel: (033) 2282 – 1361, Email: [arghyam@cdslindia.com](mailto:arghyam@cdslindia.com) / [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Members who need technical assistance before or during the AGM can send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Sd/-  
Anand Vardhan Kothari  
Director  
(DIN: 02572346)

CIN: U15491WB1897PLC001365  
Registered Office:  
C – 4, Gillander House  
8, N. S. Road, Kolkata – 700 001  
Dated : 2<sup>nd</sup> September, 2021

**Brief profile of Directors / Managing Director eligible for re – appointment vide item no. 3 and 4, Pursuant to Secretarial Standard (SS – 2) issued by the Institute of Company Secretaries of India.**

Item No.	3	4
Particulars	Vedika Kothari	A. K. Toshniwal
DIN	07189991	06872891
Date of Birth	18 – 04 – 1991	03 – 07 – 1952
Date of Appointment	07 – 11 – 2017	01 – 07 – 2014
Qualifications	Master of Business Administration (MBA)	Post Graduate in Commerce (M. COM)
Experience in specific functional areas	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.	A. K. Toshniwal is having experience of Finance, Accounts and Administration.
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	Nil	Nil
Relationship with any Director(s) of the Company	Anand Vardhan Kothari - Spouse	Nil

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 4:**

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 Chief Executive Officer of the Company with effect from 1<sup>st</sup> April, 2017 for a period of 3 years and ended on 31<sup>st</sup> March, 2020.

Further, he was re – appointed as Managing Director designated as Chief Executive Officer of the Company with effect from 1<sup>st</sup> April, 2020 for a period of 1 year and ended on 31<sup>st</sup> March, 2021.

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 17<sup>th</sup> March, 2021 has re – appointed A. K. Toshniwal (DIN 06872891) as Managing Director designated as Chief Executive Officer of the Company for a period 1 year with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022 subject to approval of the members of the Company.

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.

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

A. K. Toshniwal, Managing Director designated as 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 – ₹ 1,37,800/- (Rupees one lakh thirty seven thousand eight hundred only) per month.
2. Special Allowance – ₹ 68,370/- (Rupees Sixty eight thousand three hundred seventy only) per month.
3. Perquisites

Part – A:

- (i) Housing: 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 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 Board of Directors 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 10.00 a.m. to 1.00 p.m. up to 29<sup>th</sup> September, 2021.

The Board considers that the re – appointment of A. K. Toshniwal as Managing Director designated as 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 A. K. Toshniwal as Managing Director designated as Chief Executive Officer of the Company in terms of appropriate provisions of the Company.

A. K. Toshniwal and their relatives may be deemed to be interested in the above resolution at Item No. 4 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. 5:**

Earlier the members of the Company has passed a resolution on 12<sup>th</sup> August, 2014 U/s 181 of the Companies Act, 2013 to make contribution or donation to charitable and other funds not directly relating to the business of the Company or welfare of its employees upto Rs. 1 crore.

Since, the Directors are frequently approached by various trusts and societies from time to time to make some more contribution or donation to charitable and other funds not directly relating to the business of the Company or welfare of its employees. Hence, it is proposed to authorize to Directors to make such contributions or donations not exceeding 1.50 Crore (Rupees One crore fifty lakh only) only in aggregate in any financial year. As the said amount may be in excess of the limit provided under Section 181 of the Companies Act, 2013, approval of the shareholders is necessary. Hence, the resolution is proposed for your approval.

None of the Directors and Key Management personnel and their relative is interested in the said resolution.