



KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED

Regd. Office: 8, Netaji Subhash Road, C – 4 Gillander House Kolkata – 700001, West Bengal

Phone: 2230 – 2331 (6 Lines), E. Mail: hokothari@yahoo.com

Website: www.kothariphyto.com CIN: U15491WB1897PLC001365

NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the 127th Annual General Meeting ("AGM") of the Shareholders of Kothari Phytochemicals & Industries Limited ("the Company") will be held on **Tuesday, 26th September, 2023 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 Standalone Financial Statement of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditor thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the Reports of Auditor thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2023.
3. To appoint Vedika Kothari (DIN:07189991) as Director, who retires by rotation and offers herself for re – appointment.

SPECIAL BUSINESS

4. **RE – APPOINTMENT OF A. K. TOSHNIWAL (DIN: 06872891) AS MANAGING DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER.**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL 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) and the Article of Association of the company and subject to such other approvals as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for the re – appointment of A.K. Toshniwal, (DIN: 06872891), aged over 70 years as Managing Director designated as Executive Director and Chief Executive Officer of the Company for a period of 1 year with effect from 1st April, 2023 to 31st March, 2024 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 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.

5. **GRANTING OF INTER – CORPORATE LOAN TO KARUNASINDHU PROPERTIES PRIVATE LIMITED.**

To consider and if deemed fit, pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to provisions of section 185 and 186 of the Companies Act, 2013 read with section 179 of the Companies Act, 2013 and rules made thereunder (including any modification thereon) and Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to extend an Inter – Corporate Loan to KARUNASINDHU PROPERTIES PRIVATE LIMITED, an existing group company upto a sum not exceeding ₹3,00,00,000/- (Rupees Three Crore Only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in

order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

6. **SELL / DISPOSAL OF “CLARO INDIA” DIVISION OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re – enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board”) to sell / transfer / dispose of its Claro India Unit situated at B – 7 SIPCOT Industrial Complex Gummidipoondi – 601201, Tamilnadu together with all specified tangible and intangible assets, including land, plant and machinery and other assets in relation to the Undertaking and liabilities including unregistered brand name, as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s. Amlav Labs Private Limited for a consideration of ₹ 8,40,00,000/- (Rupees Eight Crore Forty Lakhs Only) on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari
Director
(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

8, Netaji Subhash Road,

C – 4, Gillander House, Kolkata – 700001, West Bengal

Dated :4thSeptember, 2023

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 8th April, 2020, read with circulars dated 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 (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 127th 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 Business 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. 14 / 2020 dated 8th April, 2020, Circular No. 17 / 2020 dated 13th April, 2020, Circular No. 20 / 2020 dated 5th May, 2020, Circular No. 02 / 2021 dated 13th January, 2021, Circular No. 19 / 2021 dated 8th December, 2021, Circular No. 21 / 2021 dated 14th December, 2021, Circular No. 02 / 2022 dated 5th May, 2022 and Circular No. 11 / 2022 dated 28th December, 2022.
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 Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 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. 26.
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, Auditor 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. Corporate Members intending to attend the Meeting through their authorized 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 to hokothari@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com.
8. In compliance with the aforesaid MCA Circulars, the Notice of AGM and Annual Report of the Company for the FY 2022 – 2023 are being sent in electronic mode to Members whose – 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 – www.mdpl.in/form

Link for PAN Updation – www.mdpl.in/form
9. In line with MCA Circulars, the Notice calling the AGM and Annual Report for FY 2022 – 2023 has been uploaded on the website of the Company at www.kothariphyto.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote – Voting facility and e – voting) system during the AGM i.e. www.evotingindia.com.
10. 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. 26. 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.

11. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Notice is also given under Section 91 of the Act, that the Register of Members and the Share Transfer Book of the Company will remain closed from **Wednesday, 20th September, 2023 to Tuesday, 26th September, 2023 (both days inclusive)** for the purpose of the Meeting.
13. 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 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 up to the date of the Meeting.
14. 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 – 700001, Tel. Nos.: (033) 2248 – 2248 / 2243 – 5029; Fax No.: (033) 2248 – 4787, Email: mdpldc@yahoo.com.
15. 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 – 700001, 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.
16. 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.

17. 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. 8 above.
18. 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.
19. 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.
20. 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 12th September, 2023 (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 12th September, 2023 (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.
21. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
22. 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.
23. 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 ("IEPFAuthority") 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 2014– 2015 being ₹41,743/- and also the underlying 217 equity shares of the Company to the demat account of the IEPF Authority. All subsequent unpaid dividends will be transferred to IEPF, from time to time.

24. MCA on 10th 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 cashed 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.

25. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

26. The information and instructions for shareholders for remote e – voting are as under:

In compliance with the provisions of Sections 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standards on General Meetings, the Company is providing facility to all its Members to enable them to cast their votes on the matters listed in this Notice of AGM by electronic means (e – voting). The e – voting facility is being provided by Central Depository Services (India) Limited (CDSL).

The remote e – voting period begins on **Friday, 22nd September, 2023 at 9.00 a. m. (IST)** and ends on **Monday, 25th September, 2023 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. **Tuesday, 19th September, 2023** (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., **Tuesday, 19th September, 2023**. A person who is not a Member as on the cut – off date should treat this Notice of AGM for information purposes only.

- i) 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., **Tuesday, 19th September, 2023**, may obtain the User ID and password by sending a request to the Company's email address at 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.
- ii) The Board of Directors of the Company has appointed CS Ashok Kumar Daga (FCS - 2699, CP No. 2948), Practicing Company Secretary, Kolkata, as Scrutinizer to scrutinize the e – voting process in a fair and transparent manner.
- iii) The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated Scrutinizer's report which shall be placed on the website of the Company, i. e. www.kothariphyto.com and on the website of CDSL.
- iv) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i. e. **Tuesday, 26th September, 2023**.
- v) Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- vi) 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.
- vii) Currently, there are multiple e – voting service providers (ESPs) providing e – voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs 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.

- viii) 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:

Type of shareholders	Login Method
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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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/KARVY/LINKINTIME 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e – Voting page by providing Demat Account Number and PAN Number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e – Voting option where the e voting is in progress and also able to directly access the system</p>

	of all e – Voting Service Providers.
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: https://eservices.nSDL.com 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 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 & voting during the meeting.</p> <p>If the user is not registered for IDeAS e – Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS”Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e – Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com 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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their	<p>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</p>

Depository Participants	website for casting your vote during the remote e – Voting period or joining virtual meeting & voting during the meeting.
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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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

ix) 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.
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 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

	For shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<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"> • Shareholders who have not updated their PAN with theCompany/Depository Participant are requested to use the sequence number sent byCompany/RTA or contact Company/RTA.
Dividend BankDetails OR Date ofBirth (DOB)	<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"> • 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.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For shareholders holding shares in physical form, the details can be used only for e – voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Kothari Phytochemicals & Industries Limited> on which you choose to vote.

11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. 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.
17. Shareholders can also cast their vote using CDSL's mobile app m – Voting. The m – Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

x) 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 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.
- 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 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 mdpldc@yahoo.com and hokothari@yahoo.com respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e – Voting from the CDSL e – Voting System, you can refer e – Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Paral (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E – VOTING DURING MEETING ARE AS UNDER:

- i) The procedure for attending meeting and e – Voting on the day of the AGM is same as the instructions mentioned above for Remote e – voting.
- ii) The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e – voting.
- iii) Shareholders who have voted through Remote e – Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

- iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- vi) 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.
- vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- viii) Only those Shareholders, who are present in the AGM 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 AGM.
- ix) If any Votes are cast by the Shareholders through the e – voting available during the AGM 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.

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:

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to mdpldc@yahoo.com
2. For Demat shareholders – please provide Demat account details (CDSL – 16 digit beneficiary ID or NSDL – 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to mdpldc@yahoo.com (RTA) or

hokothari@yahoo.com

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari

Director

(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

8, Netaji Subhash Road,

C – 4, Gillander House, Kolkata– 700001, West Bengal

Dated: 4thSeptember, 2023

Brief profile of Directors / Managing Director eligible for appointment/ 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 highly energetic, very young, with good business acumen and commercial prudence.	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)	Nil	Nil

Committee)		
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 Executive Director and Chief Executive Officer of the Company with effect from 1st April, 2022 for a period of 1 year and ended on 31st March, 2023.

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 20th March, 2023 has re – appointed A. K. Toshniwal (DIN:06872891) as Managing Director designated as Executive Director and Chief Executive Officer of the Company for a period 1 year with effect from 1st April, 2023 to 31st March, 2024 subject to approval of the members of the Company.

A. K. Toshniwal has attained the age of seventy years on 3rd day of July, 2022. As per the provisions of section 196 of the Companies Act, 2013, for continuing the appointment of a managing director who has attained the age of seventy years, the Company have to obtain the consent of the members of the Company by passing a special resolution and the justification for his appointment as an Managing Director is briefed below.

A. K. Toshniwal is a highly experienced person and has contributed immensely to the growth of the Company and has proved himself to be a valuable asset for the Company. In his association, the Company has made a great progress and is able to explore overseas market for its product as well. The Company is also planning to further expand its business in the coming years and for that purpose, the Company will require his experience and knowledge. Thus, it is for the benefit of the Company and its members to continue his appointment for a further period of one year.

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 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 – ₹ 1,53,600/- (Rupees One lakh fifty three thousand six hundred only) per month.
2. Special Allowance – ₹ 79,575/- (Rupees Seventy nine thousand five hundred and seventy five 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 26th September, 2023.

The Board considers that the re – appointment of 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 recommends 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 Executive Director and 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:

The company was approached by Karunasindhu Properties Private Limited requesting for a grant of loan of ₹3,00,00,000/- (Rupees Three Crore Only). Since, Karunasindhu Properties Private Limited is an existing group Company and their financial status and the utilization of loan for the principal business activities are known to the Management of the Company. The loan shall be granted as unsecured loan and the other terms and rate of interest will be as per the prevailing market rate. Further the loan shall be on demand basis or for a tenure of 2 years.

Accordingly, the Board of Directors on their meeting held on 25th May, 2023 have approved the grant of aforesaid loan subject to the consent of members in the General Meeting.

Pursuant to Section 185 / 186 of the Companies Act, 2013 the Company may give any loan to other Body Corporate which is under the same group on seeking approval of Members by Special Majority.

The Board therefore, placed the resolution set out at Item No. 5 above for approval of the members as a special resolution.

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. 6:

The members of the Company are requested to note that as per Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of the Directors of the Company ("the Board") can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the company, only with the prior approval of the members of the company by way of a special resolution.

As per Explanation (i) & (ii) of Section 180(1)(a) of the Act:

"undertaking" means an undertaking in which the company's investment exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year on an undertaking which generates 20% of the total income of the company during the previous financial year;

"substantially the whole of the undertaking" in any financial year means 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Company has identified its 'Claro India' situated at B – 7SIPCOT Industrial Complex, Gummidipoondi – 601201, Tamilnadu. as 'substantial' and has proposed to dispose/sell the whole of the "Claro India " in terms of Section 180(1)(a) of the Companies Act, 2013 and therefore requires members' approval by way of 'Special Resolution' for disposal of the said business undertaking.

With the growing cut – throat competition in the market and for future profitability, the Board is of the view that it will be better for the company to focus its attention on only one of the business undertakings i.e. '**Kothari Phytochemicals International**', out of the two undertakings the company has now, and hence the company is willing to sell, transfer, or dispose of the other business undertaking i.e. '**CLARO INDIA**' and hence the company should sell, transfer, or dispose of the subject business undertaking i.e. Claro India.

Our Company has received proposal from M/s. Amlav Labs Private Limited (**CIN: U24290TN2021PTC147540**), a Company incorporated under the Companies Act, 2013, having its registered office at Office No 1, Real Tower First Floor, 51 – 52 Royapettah high Road, Mylapore Chennai – 600004 (**the Buyer**) who has shown interest in buying the 'Claro India' on a slump sale basis at a Consideration of ₹ 8,40,00,000/- (Rupees Eight Crore Forty Lakh Only). The Board believes that the proposed Buyer being a reputed Business establishment should be able to run the business of Claro India efficiently.

None of the Directors or Key Managerial Person (KMP) or their respective relatives is interested

financially or otherwise in the above resolution.

The Board proposes that the resolution set out at **Item no. 6** above for approval of the members as a special resolution.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari

Director

(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

8, Netaji Subhash Road,

C – 4, Gillander House, Kolkata – 700001, West Bengal

Dated: 4th September, 2023