



KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED

Regd. Office: C – 4, Gillander House, 8, Netaji Subhas Road, Kolkata – 700 001

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

Website: www.kothariphyto.com CIN: U15491WB1897PLC001365

NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the **Extra – Ordinary General Meeting (“EGM”)** of the Shareholders of Kothari Phytochemicals & Industries Limited (“the Company”) will be held on **Monday, 11th March, 2024 at 11.00 A. M.**, India Standard Time (“IST”), through Video Conferencing (“VC”) / Other Audio – Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESS

1. APPROVAL OF LOANS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and other applicable provisions, if any, and any amendments / enactments / re – enactments thereof as are applicable, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to grant inter corporate deposit / loan or give any guarantee or provide any security in connection with loan taken by any entities / persons covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to Sub – section (b) of Section 2 of the Section 185 of the Act (“Entities”), upto an aggregate sum of Rs. 25 Crore (Rupees Twenty Five Crore Only) from time to time in one or more tranches in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing Company for its principal business activities”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, 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.”

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari
Director
(DIN: 02572346)

CIN: U15491WB1897PLC001365
Registered Office:
C – 4, Gillander House
8, N. S. Road, Kolkata – 700 001
Dated: **10th February, 2024**

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, 28th December, 2022 and 25th September, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the General Meeting ("EGM" / "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 convened Extraordinary 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 EGM.
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, Circular No. 11 / 2022 dated 28th December, 2022 and Circular No. 09 / 2023 dated 25th September, 2023.
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, 28th December, 2022 and 25th September, 2023, 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 authorized 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 EGM will be provided by CDSL. For further details, please read the Note No. 22.
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 Corporate Members may be appointed for the purpose of voting through remote e – voting for participation and voting in the Meeting to be conducted through VC / OAVM.
8. 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 hokothari@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com .

9. In line with MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.kothariphyto.com . The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e – Voting facility and e – voting) system during the EGM 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. 22. During the EGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the EGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the EGM 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 EGM.
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. The Register of Director's 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 EGM. 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.
13. 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.**
14. 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.
15. 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. 22 below.
16. 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.
17. 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.

18. 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 26th February, 2024 (5:00 p. m. IST)** with regard to the 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 EGM. The Members who do not wish to speak during the EGM but have queries may send their queries **up to 26th February, 2024 (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.
19. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
20. 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.
21. Since the Meeting will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice.
22. 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 by electronic means for all the resolutions detailed in the Notice of Extraordinary General Meeting scheduled to be held on **11th March, 2024 at 11:00 A. M.** on resolutions proposed to be passed in the Meeting by electronic means.
 - II. The Company as authorized agency engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e – voting facility to the Members.
 - III. 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., Monday, 4th March, 2024**. A person who is not a Member as on the cut – off – date should treat this Notice for information purposes only.
 - IV. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the **cut – off – date, i. e., Monday, 4th March, 2024**, only shall be entitled to avail the facility of e – voting.
 - V. The Board of Directors of the Company has appointed **Mr. Ashok Kumar Daga** (Mem No. - 2699, CP 2948), Practicing Company Secretary, Kolkata, as **Scrutinizer** to scrutinize the e – voting process in a fair and transparent manner.
 - VI. 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.
 - VII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i. e. **Monday, 11th March, 2024**.
 - VIII. Information and other instructions relating to e – voting are as under:
 - (i) The remote e – voting facility will be available during the following period:

Commencement of e – voting: From **9:00 a. m. (IST) on Friday, 8th March, 2024**.

End of e – voting: Up to **5:00 p. m. (IST) on Sunday, 10th March, 2024**.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **cut – off – date i. e. Monday, 4th March, 2024** may cast their votes electronically. The remote e – voting will not be allowed beyond the aforesaid date and time and the e – voting module shall be disabled by CDSL upon expiry of the aforesaid period.
 - (ii) The Members who have cast their vote by remote e – voting prior to the Meeting

may also attend / participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.

- (iii) The shareholders should log on to the e – voting website www.evotingindia.com .
- (iv) Click on “Shareholders / Members” module.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next, enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha – numeric PAN issued by the Income Tax Department (Applicable for shareholders holding shares both in demat and in physical form).
	Shareholders who have not updated their PAN with the Company / Depository Participant are requested to send an email to the Company’s RTA at mdpldc@yahoo.com to obtain a sequence number for such login.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 also to be 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.
- (xi) For Members holding shares in physical form, the details can be used only for e – voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (EVSN) of “Kothari Phytochemicals & Industries Limited” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK”, if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolutions, you will not be allowed to modify your vote or cast your vote again.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to

print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the changed 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.
- (xix) 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.

IX Note for Non – Individual Shareholders and Custodians.

- (i) Non – Individual shareholders (i. e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the Corporate module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
- (iii) After receiving the login details a Compliance User should be created using the admin login and password.
- (iv) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (v) 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 or the Company at the email address viz. daga.ashok@gmail.com , or hokothari@yahoo.com , if they have voted from individual tab & not uploaded same in the CDSL e – voting system for the scrutinizer to verify the same.

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 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 EGM. However, they will not be eligible to vote at EGM.

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 under the help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Arghya Majumdar, Deputy Manager, CDSL, 22, Camac Street, Block A, 1st Floor, Kolkata – 700 016, Tel: (033) 2282 – 1361, Email: arghyam@cdslindia.com / helpdesk.evoting@cdslindia.com .

Members who need technical assistance before or during the EGM can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari
Director
(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

C – 4, Gillander House

8, N. S. Road, Kolkata – 700 001

Dated: **10th February, 2024**

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

Item No. 1:

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ('Act'), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that —

- (a) a special resolution is passed by the company in general meeting; and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Members of the Company are hereby further informed that the Company may have to render support for the business requirements of its group entities / persons covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub – section (b) of Section 2 of the section 185 of the Act ("Entities"), from time to time. Therefore, the Board of Directors seek consent of the members by way of a special resolution pursuant to section 185 of the Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities, as may be required from time to time, which shall be utilised for principal business activities of such Entities. The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of such Entities.

As per the provisions of the Section 185 of the Companies Act, 2013 approval of the Members is sought for authorization to Board of Directors for granting the power to provide Loan, Guarantee or Security to the extent of Rs. 25 Crores (Rupees Twenty Five Crore Only) to Group Company / Companies.

Accordingly, the Board of Directors recommend the special resolution as set out in Item no. 1 of Notice of EGM for approval of the Members of the Company as a special resolution.

Except to the extent of Directors shareholdings and Directorships in the Group Companies, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above stated resolution.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari
Director
(DIN: 02572346)

CIN: U15491WB1897PLC001365
Registered Office:
C – 4, Gillander House
8, N. S. Road, Kolkata – 700 001
Dated: **10th February, 2024**