



NOTICE

TO THE SHAREHOLDERS

Notice is hereby given that 123rd Annual General Meeting of the Shareholders of the Company will be held at Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata – 700 001 on Friday, the 27th September, 2019 at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 and the report 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, 2019.
3. To appoint Vedika Kothari (DIN 07189991) as Director, who retires by rotation and offers herself for re – appointment.

By Order of the Board
For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.**

Madan Lal Daga
Company Secretary

CIN : U15491WB1897PLC001365

Registered Office :

C - 4, Gillander House

8, N. S. Road, Kolkata – 700 001

Dated : 9th August, 2019

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY DULY COMPLETED MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

Corporate Members are required to send to the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

In case of joint holders attending the meeting, 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

Members are requested to register their email addresses with the Registrar and Share Transfer Agents of the Company in their email ID mdpldc@yahoo.com or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e – mail instead of physical copy.

2. The Register of Members of the Company in respect of Equity Shares will remain closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019 (both days inclusive). Dividend if any, declared at the AGM, shall be paid to those members, whose name appears in the Register of Members / Participating DPs on Friday, the 20th September, 2019.

3. Members holding shares in physical form are requested to notify immediately changes, if any in their registered address, bank particulars and Income Tax Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent at the below mentioned address quoting their Folio Numbers :-

Maheshwari Datamatics Private Limited.

(Unit : Kothari Phytochemicals & Industries Limited)

23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001

Phone : (033) 2248-2248, 2243-5029, Fax : (033) 2248-4787, Email : mdpldc@yahoo.com

In case Shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

4. Members / Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. Electronic copy of the Annual Report for 2018 - 19 is being sent to all Members whose email ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 - 19 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 123rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 123rd Annual General Meeting of the Company inter alia indicating the process and manner of e - voting along with attendance Slip and Proxy Form is being sent in the permitted mode.
8. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's investor email id: midaga1957@yahoo.co.in
9. Brief resume of the Directors seeking appointment / re-appointment at the Meeting alongwith details of their other Directorship and shareholding in the Company are provided as an annexure to this Notice.
10. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, all unclaimed dividend till the financial year ended on 31st March, 2011 has already been transferred to the Investor Education and Protection Fund (IEPF) and all subsequent unpaid dividend will be transferred to IEPF, from time to time. Members who have not yet encashed the dividend warrant(s), for the financial year 2011-2012 or any subsequent financial year(s) are requested to submit their claims at the Registered Office of the Company. The dividend for the financial year(s) 2011-2012 is due to be transferred to IEPF immediately after 23rd September, 2019. Hence, it is in the shareholders' interest to claim any uncashed dividends / unclaimed dividends. It may also be noted that once the unclaimed dividend is transferred to IEPF, as stated, no further claim shall be entertained by the Company in that respect. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which require Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more.

In accordance with the aforesaid provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already transferred all the shares in respect of which dividend declared for the financial year 2009-2010 and 2010-2011, which has not been claimed for seven consecutive years or more to the Investor Education and Protection Fund. Members are advised to visit the Company's website at <https://www.kothariphyto.com> to ascertain details of shares liable for transfer to IEPF Authority for the financial year 2011-2012.

11. Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 123rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.kothariphyto.com

The e-voting period commences on September 24, 2019 (9:00 am) and ends on September 26, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up ordinary share capital of the Company as on the cut-off date of 20th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i. e. 20th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mldaga1957@yahoo.co.in / mdpldc@yahoo.com

The facility for voting through ballot paper / Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of our company Kothari Phytochemicals & Industries Ltd to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Con?rm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the con?rmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i. e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to Mr. Ashok Kumar Daga (PCS) as the Scrutinizer, who is appointed by the Company through e-mail daga.ashok@gmail.com with a copy marked to evoting@nsdl.co.in

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i. e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e – voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

By Order of the Board
For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.**

Madan Lal Daga
Company Secretary

CIN : U15491WB1897PLC001365

Registered Office :

C-4, Gillander House

8, N. S. Road, Kolkata - 700 001

Dated : 9th August, 2019

Brief profile of Directors / Managing Director eligible for re-appointment vide item no. 3 and Secretarial Standard (SS-2) issued by The Institute of Company Secretaries of India.

Item No.	3
Name	Vedika Kothari
DIN	07189991
Date of Birth	18-04-1991
Date of Appointment	07-11-2017
Qualifications	MBA
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.
Directorship held in other listed entities	Nil
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Number of shares held in the company	-
Relationship with any Director(s) of the Company	Vedika Kothari is related to Anand Vardhan Kothari as spouse

