



Ref. KPIL / 2015 - 16 / 34

The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
KOLKATA - 700 001



May 19, 2015

**CSE Stock Code:- Physical - 21160 & Demat - 10021160**  
**ISIN : INE264E01016**

Dear Sir,

Notice is hereby given that a meeting of the Board of the Directors of the Company will be held at its Registered Office at C-4, Gillander House, 8, Netaji Subhas Road, Kolkata - 700001 on Friday the 29<sup>th</sup> May, 2015 at 3.30 p.m. to deal with the following agenda :

1. To grant leave of absence to Directors unable to attend the meeting.
2. To confirm the minutes of the last Board Meeting held on 16<sup>th</sup> March, 2015.
3. a) To confirm the minutes of the Audit Committee.  
b) To confirm the minutes of the Nomination & Remuneration Committee.
4. To place and record declaration of the Directors under Section 184 of the Companies Act, 2013.
5. To place and record the disclosure of Interest under Section 164(2) of the Companies Act, 2013 of those Directors who are appointed or reappointed.
6. To place and note the declaration of Independent Directors under Sub-section 7 of Section 149 of the Companies Act, 2013.
7. To approve contracts or arrangements under Section 184 and 188 of the Companies Act, 2013, if any.
8. To place and get signed Register of Contracts or arrangements in which Directors are interested u/s.189 of the Companies Act, 2013.
9. To appraise the Board of amended SEBI (Prohibition of Insider Trading) Regulations, 2015 and restriction to communicate, provide or allow access to any unpublished prices sensitive information.

Cont. .... P / 2



: 2 :

10. To consider and approve materiality events policy.
11. To consider the Internal Auditor's Report of various divisions for the year 2014-15 as received and approved by the Audit Committee.
12. To consider and approve payment of commission to non – executive Directors as recommended by the Nomination and Remuneration Committee.
13. To consider the appointment & remuneration of Chief Financial Officer of the Company under Section 203 of the Companies Act, 2013 as recommended by the Nomination and Remuneration Committee .
14. a) To consider and approve the draft Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2015 as reviewed and approved by the Audit Committee with or without modification.  
b) To review Statutory Auditor's Report on the Financial Statement for the year ended 31<sup>st</sup> March, 2015 and give explanation on qualifications, if any  
c) To consider and approve the Audited Financial Results of the Company for the quarter/year ended 31.03.2015 as recommended by the Audit Committee for publication in the newspaper.
15. To consider and recommend dividend, if any, on ordinary shares of the Company for the year ended 31<sup>st</sup> March, 2015 for approval by the shareholders in the next Annual General Meeting.
16. To consider and approve opening of Dividend Account to facilitate payment of Dividend, if declared.
17. To consider and approve closure of Ludhiana Branch.
18. To consider and approve Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2015.
19. To consider and approve the Directors' Report and Report on Corporate Governance for the year ended on 31<sup>st</sup> March, 2015.
20. To fix up the date for closure of Register of Members of the Company.
21. To approve re – appointment of Statutory Auditor and Branch Auditor as recommended by Audit Committee.

Cont . ..... P / 3





# KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.

CIN : L15491WB1897PLC001365



Phone : 91-33-2230-2331/6  
91-33-2230-4184  
Tele Fax : 91-33-2242 6195  
E-mail : hokothari@yahoo.com

REGD. OFFICE  
C-4, GILLANDER HOUSE  
8, NETAJI SUBHAS ROAD  
KOLKATA-700 001  
INDIA

: 3 :

22. To fix date and time of the next Annual General Meeting and approve the draft notice of AGM and the Agenda thereof to be sent to the shareholders of the Company.
23. To consider and appoint Scrutinizer for e – voting facility to be provided by the Company in the ensuing Annual General Meeting.
24. To take note of quarterly compliances for the quarter ended 31<sup>st</sup> march, 2015 of the company.
25. To take note of transfer, transmission, rematerialization, sub-division and duplicate/Replacement of shares of the Company since the reporting in last Board Meeting held on 16<sup>th</sup> March, 2015.
26. To review the financial position and general affairs of the Company and to take any matter that may be brought before the meeting with the permission of the Chair.

Thanking you,

Yours faithfully,  
For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.**

  
**DIRECTOR / SECRETARY**