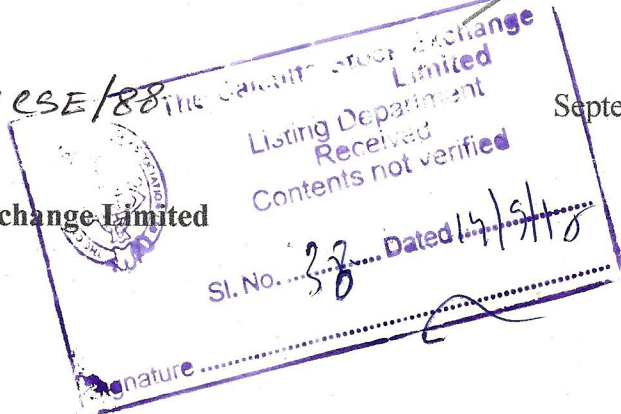




Ref.: KPIL / 2015 - 16 / CSE / 88

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



September 14, 2015

Dear Sirs,

Sub. : 119th Annual General Meeting of Members of the Company.

This is to inform you that the Ordinary Shareholders of the Company at their 119th Annual General Meeting of the Company held on 11th September, 2015 at 10.30 A.M. at the Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata - 700 001, have inter alia:

1. Approved and Declared Dividend on 38,83,175 Ordinary Shares of ₹ 10/- @ ₹ 2.50 per Ordinary Shares of the Company.
2. Re - appointed Smt. Prabhawati Devi Kothari (DIN 00051860) as a Non - Executive Promoter Director of the Company, liable to retire by rotation.
3. Re - appointed M/s. Dutta Ghosh & Associates, Chartered Accountants, Kolkata, (Firm Registration No. 309088E) as the Auditor of the Company, to hold office upto the conclusion of the next Annual General Meeting.
4. Appointed Sri Anand Vardhan Kothari (DIN 02572346) as a Non - Executive Promoter Director of the Company, liable to retire by rotation.
5. Approved payment of Commission to Directors exclusive of Service Tax @ 1 % of the Net Profit of the Company till 31st March, 2017.
6. Authorised the Board of Directors for creation of charges u/s 180 (1) (a) on the assets of the Company in respect of borrowings from the Banks and other Institutions.

In accordance with Clause 35A & 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 the Company had provided E - Voting facility to facilitate all Ordinary Shareholders of the Company (as at cut - off date of 4th September, 2015) to cast their votes electronically on all business proposed in the notice of AGM dated 29th May, 2015. The E - Voting period commenced on Tuesday, 8th September, 2015 at 9.00 A.M. and ended on Thursday, 10th September, 2015 at 5.00 P.M.



Kothari
Group
Imagine Inspire Deliver

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

Page - 2

Based upon the report dated 12th September, 2015, submitted by the Scrutinizer CS Ashok Kumar Daga, Practicing Company Secretary, who was appointed by the Board of Directors to act as such for the said purpose, the Chairman declared that all the Resolution Nos. 1 to 7 contained in the Notice of AGM dated 29th May, 2015 were approved and passed with requisite majority by the Ordinary Shareholders of the Company.

Copy of the Scrutinizer's report along with requisite particulars of E – Voting results as per Clause 35A of Listing Agreement is forwarded herewith for your information and record.

Thanking you,

Yours faithfully,
For **Kothari Phytochemicals & Industries Limited**


Company Secretary

Encl. : As above



119th Annual General Meeting (AGM) of KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED

– Details of voting results.

Date of the AGM:	11 th September, 2015
Total number of shareholders on record date : (being the cut-off date for determining shareholders entitled to e-voting - 4 th September, 2015)	2,815
No. of Shareholders present in the meeting either in person or through proxy :	
Promoter and Promoter Group:	13
Public :	177
No. of Shareholders attended in meeting through Video Conferencing :	
Promoter and Promoter Group:	Not Applicable
Public :	Not Applicable
Mode of Voting	(i) Remote e-voting from 8 th September, 2015 from 9.00 a.m. to 10 th September, 2015 upto 5.00 p.m. (ii) Postal Ballot (Clause 35B). (iii) Ballot Process at the AGM.

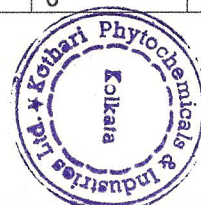
Agenda - wise

ORDINARY BUSINESS:

Item No.1 of the Notice - Ordinary Resolution

Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the year ended 31st March, 2015.

Promoter/Public	No.-of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0



: 2 :

Item No. 2 of the Notice - Ordinary Resolution

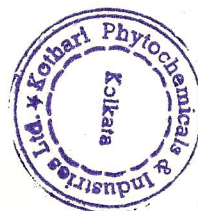
 Declaration of Dividend on Ordinary Shares for the year ended 31st March, 2015.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0

Item No. 3 of the Notice - Ordinary Resolution

To appoint Smt. Prabhawati Devi Kothari (DIN 00051860) as Director, who retires by rotation and offers herself for re-appointment.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0

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: 3 :

Item No. 4a. of the Notice - Ordinary Resolution

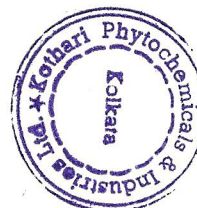
Appointment of Auditors and to fix their remuneration.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0

Item No. 4b. of the Notice - Ordinary Resolution

Appointment of Branch Auditors for the Phytochemicals Division and Southern Synthetics and Claro India Divisions and to fix their remuneration.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0

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: 4 :

SPECIAL BUSINESSES

Item No. 5 of the Notice - Ordinary Resolution

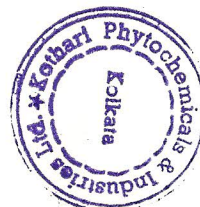
Appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director who was appointed as Additional Director of the Company.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0

Item No. 6 of the Notice – Special Resolution

Approval for payment of Commission to Directors exclusive of Service Tax @ 1 % of the Net Profit of the Company till 31st March, 2017.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0



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: 5 :

Item No. 7 of the Notice – Special Resolution

Approval under section 180 (1) (a) of the Companies Act, 2013 for Creation of Charge / mortgage / hypothecation on the Company's Assets by the Board of Directors.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	2847945	2847945	100.00	2847945	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	1035230	1000264	96.62	1000264	0	100	0
Total :	3883175	3848209	99.09	3848209	0	100	0

All the resolutions with respect to the agenda items, were passed by requisite majority. The resolutions as approved by the Members of the Company, in terms of the Notice dated 29th May, 2015, will form part of the Minutes of the 119th Annual General Meeting.

For Kothari Phytochemicals & Industries Limited

A. K. Kothari
Chairman

Place : Kolkata

Date : 14th September, 2015

