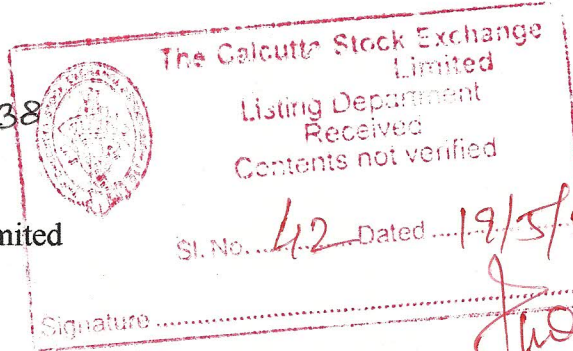




Ref: KPIL / 2016 - 17 / CSE / 38

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



May 19, 2016

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

Dear Sir,

NOTICE is hereby given that the meeting of the **Board of Directors** will be held at its Registered Office at C - 4, Gillander House, 8, Netaji Subhas Road, Kolkata - 700 001 on Monday, the 30<sup>th</sup> May, 2016 at 1.30 p.m. to deal with the following agenda :

1. To grant leave of absence to Directors unable to attend the meeting.
2. (a) To take note of the minutes of the last Board Meeting held on Tuesday, the 22<sup>nd</sup> March, 2016.  
(b) To take note of the minutes of the Nomination and Remuneration Committee.  
(c) To take note of the minutes of the Audit Committee.
3. To place and record the disclosure of Interest under Section 184 of the Companies Act, 2013 of the Directors.
4. To place and record the declaration of the Directors under Section 164 (2) of the Companies Act, 2013.
5. To place and note the declaration of Independent Directors under Sub - section 7 of Section 149 of the Companies Act, 2013.
6. To approve contracts or arrangements under Section 184 and 188 of the Companies Act, 2013, if any.
7. To discuss Related Party Transactions under Section 188 of the Companies Act, 2013, if any.

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8. To place and get signed Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013.
9. To consider the Internal Auditor's Report of various divisions for the year 2015 – 16 as received and approved by the Audit Committee.
10. 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.
11. a) To consider and approve Standalone Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2016 as reviewed and approved by the Audit Committee with or without modification.  
b) To consider and approve Consolidated Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2016.  
c) To review Statutory Auditor's Report on the Financial Statement for the year ended 31<sup>st</sup> March, 2016 and give explanation on qualifications, if any.  
d) To consider and approve the Audited Financial Results of the Company for the quarter / year ended 31<sup>st</sup> March, 2016 as recommended by the Audit Committee for publication in the newspaper.
12. To consider and recommend dividend, if any, on ordinary shares of the Company for the year ended 31<sup>st</sup> March, 2016 for approval by the shareholders in the next Annual General Meeting.
13. To consider and approve opening of Dividend Account to facilitate payment of Dividend, if declared.
14. To consider and approve Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2016.
15. To consider and approve the Directors' Report and Report on Corporate Governance for the year ended on 31<sup>st</sup> March, 2016.

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16. To fix up the date for closure of Register of Members of the Company.
17. To approve re – appointment of Statutory Auditor and Branch Auditor as recommended by Audit Committee.
18. 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.
19. To consider and appoint Scrutinizer for e – voting facility to be provided by the Company in the ensuing Annual General Meeting.
20. To take note of quarterly compliances for the quarter ended 31<sup>st</sup> March, 2016 of the Company.
21. To take note of transfer, transmission, rematerialisation, consolidated, sub – division and duplicate / replacement of shares of the Company since the reporting in last Board Meeting held on Tuesday, the 22<sup>nd</sup> March, 2016.
22. 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.

Your presence at the meeting is earnestly solicited.

For KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED

  
Company Secretary cum Compliance Officer