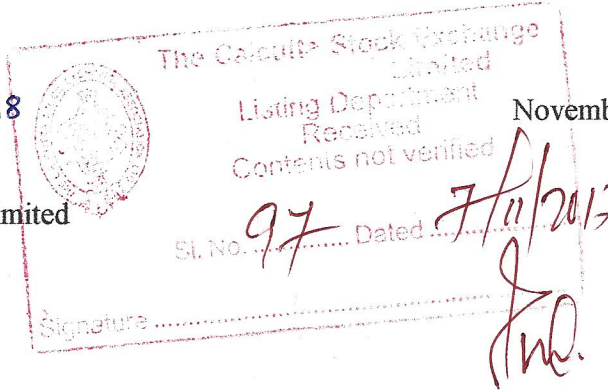




Ref.: KPIL / 2017 – 18 / CSE/118

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



Dear Sir,

Sub.: Outcome of Board Meeting

CSE Stock Code : Physical – 21160 & Demat – 10021160
ISIN : INE264E01016

Pursuant to regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (LODR), please be informed that the Board of Directors at their meeting, held today, 7th November, 2017, have inter – alia approved the following items:-

- 1) Appointed Smt. Vedika Kothari (DIN – 07189991) as an Additional Director of the Company to hold office as such Director till the conclusion of the next Annual General Meeting. The brief profile of Smt. Vedika Kothari (DIN – 07189991) is attached herewith.
- 2) Accepted resignation of Sri Arun Kumar Kothari (DIN – 00051900) and Smt. Prabhawati Devi Kothari (DIN – 00051860) from the Directorship of the Company.
- 3) Approved for issuing a counter Guarantee of ₹ 25,00,00,000/- (Rupees Twenty Five Crores only) in favour of Tata Capital Financial Services Limited (TCFSL) Mumbai, for securing the repayment of proposed Term Loan to be extended by them to Bharat Fritz Werner Limited.
- 4) Reconstituted the Committees of the Board due to the circumstances arising out of the resignation of Sri Arun Kumar Kothari (DIN – 00051900) & Smt. Prabhawati Devi Kothari (DIN – 00051860) as under:
 - a) **Audit Committee.**
 - i) Sri Surendra Bagri – Chairman.
 - ii) Sri Ajit Khandelwal – Member.
 - iii) Sri Anand Vardhan Kothari – Member.

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b) Nomination and Remuneration Committee.

- i) Sri Surendra Bagri – Chairman.
- ii) Sri Ajit Khandelwal – Member.
- iii) Sri Anand Vardhan Kothari – Member.

c) Stakeholders Relationship Committee.

- i) Sri Ajit Khandelwal – Chairman.
- ii) Sri Surendra Bagri – Member.
- iii) Smt. Vedika Kothari – Member.

5) Approved Due Diligence Report submitted by the Merchant Banker VC Corporate Advisors Private Limited certifying the eligibility of the Company under regulation 8 (1) (E) (a) & 8 (1) (E) (b) for delisting of equity shares of the Company from the Stock Exchange and after reviewing and taking into consideration the same, the Board certifies that (i) the Company is in compliance with the applicable provisions of securities laws; (ii) the promoter or promoter group or their related entities, are in compliance with sub – regulation (5) of regulation 4; and (iii) the delisting is in the interest of the shareholders, together with the following.

- a) Delisting of equity shares of the Company from The Calcutta Stock Exchange Limited ('CSE') i. e., the only Stock Exchange where the equity shares of the Company is listed, subject to the approval of the shareholders through Postal Ballot in compliance with applicable provisions of the Companies Act, 2013, to the extent rules notified & SEBI (Delisting of Equity Shares) Regulations, 2009 and subsequent amendments thereto.
- b) Approved the draft notice of Postal Ballot to be sent to shareholders.
- c) Appointed Sri Atul Kumar Labh, Practicing Company Secretary as Scrutinizer.

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- d) Appointed Sri Madan Lal Daga, Company Secretary as Compliance Officer who will also redress investor grievances. In addition Sri M. L. Daga is further authorized on behalf of Board to discuss / take decision for any matter relating to the Delisting proposal of Company including signing, verifying any document / affidavit and also for appointing any other person to appear / plead before any statutory authority in this regard on behalf of the Company.
- e) Approved the Draft Copy of Advertisement to be published in the newspapers.
- f) Fixed the cut – off – date to determine the eligible shareholders who will participate in postal ballot as 10th November, 2017.

The Meeting commenced at 11.00 a. m. and concluded at 1.00 p.m.

Thanking you,

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



M. L. Daga
(FCS – 2650)
Company Secretary cum Compliance Officer

Enclosed: Brief Profile of Smt. Vedika Kothari, Additional Director.



Kothari
Group
Imagine Inspire Deliver

KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.

CIN : L15491WB1897PLC001365

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



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

Brief profile of Smt. Vedika Kothari, Additional Director (DIN – 07189991)

Smt. Vedika Kothari (Age – 25) is a BBA in Finance and Chartered Financial Planner. She has completed Post Graduate Diploma in Business Management from Symbiosis Institute of Distance Learning. She has made extensive research on Indian Cotton Industry, Automobile Sector in India, and Derivatives market in India. She has a lot of Awards and Accolades to her credit from her school & college.

The Board will be enriched by the induction of Smt. Vedika Kothari as a women and Additional Director. The Board of Directors feel she will contribute a lot in the growth of the Company and creation of stakeholders wealth.

Smt. Vedika Kothari is related as wife of Sri Anand Vardhan Kothari, and, Daughter – in – law of Sri Arun Kumar Kothari and Smt. Prabhawati Devi Kothari, the outgoing Directors.

Except as above, no other Director has concern or interest in the aforesaid appointment.

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LTD.**

M. L. Daga
(FCS – 2650)
Company Secretary cum Compliance Officer