



Summary of Proceedings of the 121st Annual General Meeting of Kothari Phytochemicals & Industries Limited

1. Date, Time and Venue of the Meeting

The 121st Annual General Meeting of the Company was held on Tuesday, 5th September, 2017 at Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata – 700 001. The meeting commenced at 11.00 a. m. and concluded at 11.45 a. m. on the same day.

2. Brief details of items deliberated at the Meeting and result thereof

- Directors Present : Sri Arun Kumar Kothari
: Smt. Prabhawati Devi Kothari
: Sri Surendra Bagri
: Sri Ajit Khandelwal
: Sri A. K. Toshniwal – Managing Director
- Sri Arun Kumar Kothari, Chairman of the Company, chaired the Meeting. The business before the Meeting was taken up, as the requisite quorum was present, which remained present throughout the Meeting. As per the records of attendance, 34 Members were present in person or through proxy at the Meeting.
- The Chairman informed that the Company had engaged the Services of National Securities Depository Limited (NSDL) for providing e – voting facilities. The remote e – voting period commenced at 9.00 a. m. on September 2, 2017 and ended at 5.00 p. m. on September 4, 2017. Facility for voting through Ballot Paper was also provided at the venue of the meeting.
- The following items of business as set out in the Notice calling the Meeting were put for Shareholders' approval –

Ordinary Business

1. Ordinary Resolution for Adoption of the Audited Standalone and Consolidated Financial Statements, the Report of the Board of Directors' and Auditors' for the year ended 31st March, 2017.
2. Ordinary Resolution for Declaration of Dividend on Ordinary Shares of the Company for the year ended 31st March, 2017.



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3. Ordinary Resolution for Re - appointment of Smt. Prabhawati Devi Kothari (DIN 00051860) as Director, who retires by rotation and offers herself for re - appointment.
4. Ordinary Resolution for Re – appointment of Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers himself for re - appointment.
5. Ordinary Resolution for Appointment of Messrs K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E), as the Statutory Auditors of the Company to hold office for five consecutive years upto the conclusion of 126th Annual General Meeting to be held in the Calendar Year 2022 in place of Messrs. Dutta Ghosh & Associates, Chartered Accountants, (Firm Registration No. 309088E) the retiring Auditors and to authorize the Board of Directors to fix their remuneration.
6. Ordinary Resolution for Appointment of Messrs. Jitendra K Agarwal & Associates, Chartered Accountants (Firm Registration No. 318086E), as the Branch Auditors of the Company to hold office for five consecutive years upto the conclusion of 126th Annual General Meeting to be held in the Calendar Year 2022 in place of Messrs. Singhi & Company, Chartered Accountants (Firm Registration No. 302049E) for Phytochemicals Division and Messrs. Srikanth & Shanthi Associates, Chartered Accountants (Firm Registration No. 004006S) for Southern Synthetics and Claro India Divisions the retiring Branch Auditors and to authorize the Board of Directors to fix their remuneration.

Special Business

7. Ordinary Resolution for Re – appointment of Sri A. K. Toshniwal (DIN 06872891) as Managing Director of the Company for a period of 3 years from 1st April, 2017 to 31st March, 2020.
8. Special Resolution for Payment of Commission to Directors @ 1 % of the Net Profit of the Company subject to a ceiling of ₹ 3,00,000/- exclusive of taxes, if any, computed u/s 197 & 198 of the Companies Act, 2013 for a period of five years till 31st March, 2022.

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- Clarifications were provided by the Chairman to the queries raised by the members at the meeting.
- The Chairman informed the Members that Sri Ashok Kumar Daga, Practicing Company Secretary was appointed as the scrutinizer for the purpose of scrutinizing the remote e – voting, and ballot process at the AGM venue.
- The Chairman informed the Members that the result of voting will be placed on the Company's website www.kothariphyto.com as well as NSDL's website. Report of the result will be sent to The Calcutta Stock Exchange Limited.

3. Manner of approval

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e – voting facility to its Members to cast votes electronically, on all the resolutions set out in the notice.
- Further, the facility for voting through ballot paper was made available to the Members who were present at the Meeting and had not cast their votes by remote e – voting.
- All the resolutions set out in the Notice calling the Annual General Meeting were passed with the requisite majority and are deemed to be passed on the date of the Annual General Meeting, i. e. 5th September, 2017.

For KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED


M. I. Daga
(FCS – 2650)

Company Secretary cum Compliance Officer

Kolkata
September 6, 2017