



## KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED

Regd. Office: 8, Netaji Subhash Road, C – 4 Gillander House, Kolkata – 700 001, West Bengal

Phone: 2230 – 2331 (2 Lines), E. Mail: [hokothari@yahoo.com](mailto:hokothari@yahoo.com)

Website: [www.kothariphyto.com](http://www.kothariphyto.com) CIN: U15491WB1897PLC001365

---

### NOTICE

#### TO THE SHAREHOLDERS

**NOTICE** is hereby given that the 129<sup>th</sup> Annual General Meeting (“AGM”) of the Shareholders of Kothari Phytochemicals & Industries Limited (“the Company”) will be held on **Thursday, 25<sup>th</sup> September, 2025 at 11:00 A. M.**, India Standard Time (“IST”), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 and the Reports of Auditors thereon.
2. To appoint Vedika Kothari (DIN: 07189991) as Director, who retires by rotation and offers herself for re – appointment.

#### SPECIAL BUSINESS:

3. **RE – APPOINTMENT OF A. K. TOSHNIWAL (DIN: 06872891) AS MANAGING DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR:**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION.**

**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule – V of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and the Rules made thereunder (including the statutory modifications or re – enactment thereof for the time being in force) and the Article of Association of the company and subject to such other approvals as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for the re – appointment of A. K. Toshniwal, (DIN: 06872891), aged over 70 years as Managing Director designated as Executive Director of the Company for a period of 3 years with effect from 1st April, 2025 to 31st March, 2028 on such terms and conditions and payment of remuneration and other perquisites / benefits as are set out in the Explanatory Statement annexed to this Notice with an authority to the Board of Directors of the Company to vary and alter such terms and conditions in accordance with Schedule – V of the Companies Act, 2013 or any amendment or re – enactment thereof and / or any Rules / Regulations framed there under.

**RESOLVED FURTHER that** in the event of absence or inadequacy of profits in any financial year A. K. Toshniwal, Managing Director designated as Executive Director of the Company will be paid salary and perquisites as minimum remuneration not exceeding the limits specified under Section – II of Part – II of Schedule – V of the Companies Act, 2013 by making such compliance as provided in the said Schedule.

**RESOLVED FURTHER that** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and exercise all such powers as may be required for giving effect to the aforesaid resolutions.

**4. REGULARIZATION OF ADDITIONAL DIRECTORS OF THE COMPANY:**

**To consider and, if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Rajendra Kumar Duggar (DIN: 00403512) who was appointed as Additional Director of the Company by the Board of Directors on 7th of March, 2025 and Mr. Surendra Bagri (DIN: 00659888), who were appointed as Additional Director of the Company by the Board of Directors on 5th of May, 2025, and hold office up to the date of upcoming Annual General Meeting, be and are hereby appointed as Directors of the Company.

**RESOLVED FURTHER THAT** Directors or the Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.

**5. APPROVAL OF RENTAL AGREEMENT WITH KOTHARI CHARITY TRUST:**

**To consider and, if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 (“Rules”), as amended from time to time, and other applicable provisions of the Act read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and the Company’s Policy on Related Party Transactions, consent of members of the Company be and is hereby accorded to the ratify the payment of Rent by the Company to Kothari Charity Trust being related party, during the financial year 2025-26, amounting to Rs. 2.25 Lacs per month, being rent for premises at 6A Penn Road, Alipore, Kolkata – 700 027.

**RESOLVED FURTHER THAT** the rental agreement entered into between the Company and Kothari Charity Trust, are treated related parties, executed on 1st April, 2025, for payment of monthly rent of Rs. 2,25,000/- with effect from 1st April, 2025 be and is hereby approved.

**FURTHER RESOLVED THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari

Director

(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

8, Netaji Subhash Road,

C – 4, Gillander House, Kolkata – 700 001, West Bengal

Dated : 28<sup>th</sup> August, 2025

-----

**NOTES:**

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 8th April, 2020, read with circulars dated 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” / “the Meeting”) through Video Conferencing / Other Audio Visual Means (“VC” / “OVAM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), MCA Circulars, the 129th Annual General Meeting of the Company is being held through VC / OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company.
- 2) An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“Explanatory Statement”) in relation to the Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice convening this AGM.
- 3) The Meeting has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14 / 2020 dated 8th April, 2020, Circular No. 17 / 2020 dated 13th April, 2020, Circular No. 20 / 2020 dated 5th May, 2020, Circular No. 02 / 2021 dated 13th January, 2021, Circular No. 19 / 2021 dated 8th December, 2021, Circular No. 21 / 2021 dated 14th December, 2021, Circular No. 02 / 2022 dated 5th May, 2022, Circular No. 11 / 2022 dated 28th December, 2022 and Circular No. 09 / 2023 dated 25th September, 2023.
- 4) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 the Company is providing facility of remote e – voting to its Members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e – Voting’s agency. The facility

of casting votes by a member using remote e – voting as well as the e – voting system on the date of the AGM will be provided by CDSL. For further details, please read the Note No. 26.

- 5) The Members can join the Meeting through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC / OAVM will be made available to at least 1000 members on first come first served basis. However, the participation of large Shareholders (Shareholders holding 2 % or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Stakeholders Relationship Committee and Auditors etc. are not restricted on first come first served basis.
- 6) Pursuant to MCA Circulars, the Meeting will be held through VC / OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and attendance sheets are not annexed to this Notice.
- 7) Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a certified true copy of the Board Resolution or Power of Attorney, (PDF / JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution / Authorization shall be sent to the Company by email through its registered email address to [hokothari@yahoo.com](mailto:hokothari@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 8) In compliance with the aforesaid MCA Circulars, the Notice of AGM and Annual Report of the Company for the FY 2024 – 2025 are being sent in electronic mode to Members whose e – mail address is registered with the Company / RTA or the Depository Participant(s). Members holding physical share certificates are requested to directly register their email id and update their PAN (if not already registered / updated) by visiting the link provided by the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited as given below:  
  
Link for email registration – [www.mdpl.in/form](http://www.mdpl.in/form)  
Link for PAN Updation – [www.mdpl.in/form](http://www.mdpl.in/form)
- 9) In line with MCA Circulars, the Notice calling the AGM and Annual Report for FY 2024 – 2025 has been uploaded on the website of the Company at [www.kothariphyto.com](http://www.kothariphyto.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e – Voting facility and e – voting) system during the AGM i. e. [www.evotingindia.com](http://www.evotingindia.com).
- 10) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e – voting are given in this Notice under Note No. 26. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e – Voting system. After the Members participating through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e – Voting will be closed with the formal announcement of closure of the AGM.
- 11) Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- 12) Notice is also given under Section 91 of the Act, that the Register of Members and the Share Transfer Book of the Company will remain closed from **Friday, 19th September, 2025 to Thursday, 25th September, 2025 (both days inclusive)** for the purpose of the Meeting.
- 13) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available electronically for inspection by the members at AGM. Members are requested to write to [hokothari@yahoo.com](mailto:hokothari@yahoo.com) for inspection of all relevant documents referred to in the accompanying Notice & Explanatory Statement through electronic means upon Log – in to CDSL e – Voting system at [www.evotingindia.com](http://www.evotingindia.com) up to the date of the Meeting.
- 14) Share transfer / transmission / transposition / name deletion related documents and all correspondence relating thereto should be addressed to the Company's RTA Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. Nos.: (033) 2248 – 2248 / 2243 – 5029; Fax No.: (033) 2248 – 4787, Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- 15) Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i. e. Maheshwari Datamatics Private Limited ("MDPL") in case the shares are held by them in physical form, at: Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. Nos.: (033) 2248 – 2248 / 2243 – 5029; Fax No.: (033) 2248 – 4787, Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
- 16) The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with the RTA. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, a Member may send an email to RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- 17) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form using the link given at Note No. 8 above.
- 18) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 19) Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH – 13, to the RTA. Further, Members desirous of cancelling / varying nomination pursuant to the Rule 19 (9) of the

Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH – 14 to the RTA. These forms will be made available on request.

- 20) Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [hokothari@yahoo.com](mailto:hokothari@yahoo.com) up to 11th September, 2025 (5:00 p.m. IST) with regard to the financial statements or any other matter to be placed at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries upto 11th September, 2025 (5:00 p.m. IST) mentioning their name, demat account number / folio number, email id, mobile number at [hokothari@yahoo.com](mailto:hokothari@yahoo.com). These queries will be replied to by the Company suitably by email.
- 21) Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- 22) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- 23) Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), dividends remaining unpaid or unclaimed for a period of seven years from the date of their transfer to the Unpaid Dividend Account(s) are required to be transferred to the Investor Education and Protection Fund Authority ("IEPF Authority") constituted by the Central Government. The underlying shares in respect of which dividends have remained unclaimed / unpaid for 7 consecutive years or more are also liable to be transferred to the demat account of the IEPF Authority. The Company has already transferred the unpaid or unclaimed dividend pertaining to the financial year 2016 – 2017 being Rs. 45,762/- and also the underlying 308 equity shares of the Company to the demat account of the IEPF Authority. All subsequent unpaid dividends will be transferred to IEPF, from time to time.
- 24) MCA on 10th May, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 ("IEPF Rules"), which is applicable to the Company. The objective of the IEPF Rules is to help the Members to ascertain the status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends under "Investors Section" on the website of the Company. Members who have not encashed their dividend warrants after the unclaimed / unpaid dividend is transferred to the designated account of IEPF can claim the same by making an online application in the prescribed Form IEPF 5 available on the website and send a physical copy of the Form IEPF 5 to the Company along with complete set of documents enumerated in the Form IEPF 5.
- 25) Since the Meeting will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice.
- 26) The information and instructions for shareholders for remote e – voting are as under: In compliance with the provisions of Sections 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial

Standards on General Meetings, the Company is providing facility to all its Members to enable them to cast their votes on the matters listed in this Notice of AGM by electronic means (e – voting). The e – voting facility is being provided by Central Depository Services (India) Limited (CDSL).

The remote e – voting period begins on **Monday, 22nd September, 2025 at 9.00 a.m. (IST)** and **ends on Wednesday, 24th September, 2025 at 5.00 p. m. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut – off date i. e. **Thursday, 18th September, 2025** (Record Date) only shall be entitled to avail the facility of e – voting. The e – voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Voting rights shall be reckoned on the paid – up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on the cut – off date, i.e., **Thursday, 18th September, 2025**. A person who is not a Member as on the cut – off date should treat this Notice of AGM for information purposes only.

- i) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by email and holds shares as on cut – off date i. e., **Thursday, 18th September, 2025**, may obtain the User ID and password by sending a request to the Company’s email address at [hokothari@yahoo.com](mailto:hokothari@yahoo.com). However, if you are already registered with CDSL for remote e – voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password?” or “Physical User Reset Password?” option available on [www.evotingindia.com](http://www.evotingindia.com).
- ii) The Board of Directors of the Company has appointed CS Ashok Kumar Daga (FCS - 2699, CP No. 2948), Practicing Company Secretary, Kolkata, as Scrutinizer to scrutinize the e – voting process in a fair and transparent manner.
- iii) The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated Scrutinizer’s report which shall be placed on the website of the Company, i. e. [www.kothariphyto.com](http://www.kothariphyto.com) and on the website of CDSL.
- iv) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i. e. **Thursday, 25th September, 2025**.
- v) Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- vi) During the AGM, the Chairman shall, after responding to the questions raised by the Members (in advance or as a speaker at the AGM), formally propose to the Members participating through VC / OAVM facility to vote on the resolutions as set out in the Notice of the AGM, and announce the start of the casting of votes through the e – voting system. After the Members participating through VC / OAVM facility, eligible and interested to vote, have cast their votes, the e - voting module will be closed with the formal announcement of closure of the AGM.
- vii) Currently, there are multiple e – voting service providers (ESPs) providing e – voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e – voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e – voting process.

viii) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e – Voting facility.

Login method for e – Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e – Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login, the Easi / Easiest user will be able to see the e – Voting Menu. On clicking the e – voting menu, the user will be able to see his / her holdings along with links of the respective e – Voting service provider i. e. CDSL / NSDL / KARVY / LINKINTIME as per information provided by Issuer / Company. Additionally, we are providing links to e – Voting Service Providers, so that the user can visit the e – Voting service providers' site directly.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e – Voting page by providing Demat Account Number and PAN Number from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e –</p>



	Voting option where the evoting is in progress and also able to directly access the system of all e – Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e – Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</p> <p>Once the home page of e – Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e – Voting page. Click on company name or e – Voting service provider name and you will be re – directed to e – Voting service provider website for casting your vote during the remote e – Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>Visit the e – Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e – Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i. e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e – Voting page. Click on company name or e – Voting service provider name and you will be redirected to e – Voting service provider website for casting your vote during the remote e – Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e – Voting facility. After Successful login, you will be able to see e – Voting option. Once you click on e – Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e – Voting feature. Click on company name or e – Voting service provider name and you will be redirected to e – Voting service provider’s website for casting your vote during the remote e – Voting</p>

	period or joining virtual meeting & voting during the meeting.
--	--

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i. e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 – 2305 – 8738 and 022 – 2305 – 8542 / 43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

ix) Login method for e – Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

1. The shareholders should log on to the e – voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - (i) For CDSL: 16 digits beneficiary ID,
  - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e – voting of any company, then your existing password is to be used.

6. If you are a first – time user follow the steps given below

	<b>For shareholders holding shares in Demat Form other than individual and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha – numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li></ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

7. After entering these details appropriately, click on “SUBMIT” tab.

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e – voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e – voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Kothari Phytochemicals & Industries Limited> on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL’s mobile app m – Voting. The m – Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

x) Facility for Non – Individual Shareholders and Custodians –Remote Voting.

- Non – Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system

for the scrutinizer to verify the same.

- Alternatively Non – Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) and [hokothari@yahoo.com](mailto:hokothari@yahoo.com) respectively, if they have voted from individual tab and not uploaded same in the CDSL e - voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e – Voting from the CDSL e – Voting System, you can refer e – Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Paral (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E – VOTING DURING MEETING ARE AS UNDER:**

- i) The procedure for attending meeting and e – Voting on the day of the AGM is same as the instructions mentioned above for Remote e – voting.
- ii) The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e – voting.
- iii) Shareholders who have voted through Remote e – Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

- iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi – Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- viii) Only those Shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e – Voting and are otherwise not barred from doing so, shall be eligible to vote through e – Voting system available during the AGM.
- ix) If any Votes are cast by the Shareholders through the e – voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e – voting during the meeting is available only to the Shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E – VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
2. For Demat shareholders – please provide Demat account details (CDSL – 16 digit

beneficiary ID or NSDL – 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) (RTA) or [hokothari@yahoo.com](mailto:hokothari@yahoo.com)

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari

Director

(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

8, Netaji Subhash Road,

C – 4, Gillander House, Kolkata – 700 001, West Bengal

Dated : 28<sup>th</sup> August, 2025

-----

**Brief profile of Directors / Managing Director eligible for appointment / re – appointment vide item no. 2, 3 and 4 pursuant to Secretarial Standard (SS – 2) issued by the Institute of Company Secretaries of India.**

Item No.	2	3	4	4
Particulars	Vedika Kothari	A. K. Toshniwal	Rajendra Kumar Duggar	Surendra Bagri
DIN	07189991	06872891	00403512	00659888
Date of Birth	18-04-1991	03-07-1952	26-11-1950	15-12-1965
Date of Appointment	07-11-2017	01-07-2014	07-03-2025	05-05-2025
Qualifications	Master of Business Application (MBA)	Post Graduate in Commerce (M. COM)	Chartered Accountant	Chartered Accountant
Experience in specific functional areas	v. Kothari is highly energetic, very young with good business acumen and commercial prudence	A. K. Toshniwal is having experience of Finance, Accounts and Administration.	R. K. Duggar is having experience of Finance and Accounts.	S. Bagri is having experience of Finance and Accounts.



Directorship held in other listed entities	Nil	Nil	Nil	Nil
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	Nil	Nil	Nil	Nil
Number of shares held in the company	Nil	Nil	Nil	Nil
Relationship with any Director(s) of the Company	Anand Vardhan Kothari – Spouse	Nil	Nil	Nil

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT**

#### **Item No. 3:**

The tenure of Mr. A. K. Toshniwal (DIN: 06872891) as the Managing Director of the Company expired on 31st March, 2025. Mr. Toshniwal, aged over 70 years, has expressed his willingness vide letter dated 1st February, 2025 to continue as the Managing Director of the Company.

Mr. Toshniwal is a Post Graduate in Commerce and has vast experience of Finance, Accounts and Administration and is in the employment of the Company for more than thirty years. He is looking after the Phytochemical Plant of the Company at Madurai.

Considering his vast experience, knowledge and continued contribution in the growth and management of the Company, the Board of Directors, at its meeting held on 7<sup>th</sup> March 2025, has approved his re-appointment as Managing Director for a further term of 3 year with effect from 1st April, 2025 to 31st March, 2028, subject to approval of the members at the ensuing Annual General Meeting.

Mr. Toshniwal is a highly experienced person and has contributed immensely to the growth of the Company and has proved himself to be a valuable asset for the Company. In his association, the Company has made a great progress and is able to explore overseas market for its product as well. The Company is also planning to further expand its business in the coming years and for that purpose, the Company will require his

experience and knowledge. Thus, it is for the benefit of the Company and its members to continue his appointment for a further period of three years.

Mr. Toshniwal satisfied all the conditions set out in Part – I of Schedule – V and the conditions given under sub – section (3) of Section 196 of the companies Act, 2013 for being eligible for his re – appointment.

Mr. Toshniwal is not disqualified from being re – appointed as a Director in terms of Section 164 (2) of the Companies Act, 2013.

Mr. Toshniwal, Managing Director designated as Executive Director of the Company shall, subject to the provision of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company to perform such duties and exercises such powers as have been made from time to time be entrusted to or conferred to him by the Board of Directors.

**The terms and conditions, of his re – appointment and remuneration are as follows: -**

1. Basic Salary – Rs. 1,71,600/- (Rupees One lakh seventy one thousand six hundred only) per month.
2. Special Allowance – Rs. 94,075/- (Rupees Ninety four thousand seventy five only) per month.
3. Perquisites

**Part – A:**

- (i) Housing: Mr. A. K. Toshniwal shall be entitled to House Rent Allowance limited to 8 % of his per month Basic Salary.
- (ii) He will be reimbursed to the extent of 10 % of the Basic Salary towards expenses incurred for self and family for medical expenses / Leave Travel Concession incurred in India.

**Part – B:**

- (i) Company's contribution to Provident Fund as per Rules of the Company.
- (ii) Encashment of leaves – Encashment of leaves as per Rules of the Company.

**Part – C:**

- (i) Use of car for Company's business. Any use of car for private purpose will be valued as per Income Tax Rules, 1962.
- (ii) Free telephone facility at residence.

Perquisites payable to Mr. A. K. Toshniwal, shall be evaluated as per Income Tax Rules, 1962, wherever applicable, and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

In terms of the provisions of Section 196(3)(a) of the Companies Act, 2013, approval of the members by way of a special resolution is required for the appointment/re-appointment of a person who has attained the age of 70 years as Managing Director.

### **Justification of re-appointment**

Mr. A. K. Toshniwal, has attained the age of 70 years. First proviso of Section 196(3) of the Companies Act, 2013 provides for justification of appointment of Executive Director who has attained the age of 70 years.

Mr. A. K. Toshniwal who was appointed as Managing Director of the Company with effect from 1st July 2014.

Mr. Toshniwal is a highly experienced person and has contributed immensely to the growth of the Company. In his association, the Company has achieved substantial development in business activities and is able to explore overseas market for its product as well.

The Board recommends the resolution as set out at Item No. 3 of the Notice for approval by way of a Special Resolution.

Except Mr. A. K. Toshniwal, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

### **Item No. 4:**

The Board of Directors, at its meeting held on 7th March, 2025, and 5th of May, 2025 respectively appointed Mr. Rajendra Kumar Duggar and Mr. Surendra Bagri as an Additional Directors of the Company pursuant to Section 161 of the Companies Act, 2013. In terms of the provisions of the said section, they hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Rajendra Kumar Duggar and Mr. Surendra Bagri for the office of Director of the Company.

The Board considers that the appointment of Mr. Rajendra Kumar Duggar and Mr. Surendra Bagri would be in the best interest of the Company and accordingly recommends the resolution set out at Item No. 4 of the Notice for approval of the members.

Except Mr. Rajendra Kumar Duggar and Mr. Surendra Bagri being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

### **Item No. 5:**

Provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") state that any related party transaction in relation to sale, purchase or supply of goods or material and availing of rendering of any services, directly or through appointment of agent, and those relating to leasing of property of any kind as per the audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution.

The Company has entered into a rental agreement with Kothari Charity Trust for the premises located at Ground Floor of Alankar, 6A, Penn Road, Kolkata – 700 027.

Since payment of rent to Kothari Charity Trust being a related party within the meaning of Section 2(76) of the Companies Act, 2013, the aforesaid transaction falls under the ambit of Section 188 of the Companies Act, 2013 and requires the approval of members by way of an ordinary resolution.

The Board of Directors have reviewed the terms of the agreement and are of the view that the transaction is being carried out at an arm's length basis and in the ordinary course of business. The Board recommends the resolution as set out in Item No. 5 of the Notice for approval of the members.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 the requisite information is given below:

<b>Name of the Related Party</b>	<b>Kothari Charity Trust</b>
Type/ Nature of Transaction	Tenant in respect of premises at, 6 Penn Road, Alipore, Kolkata – 700 027
Name of the Director/ Key Managerial Personnel who is related	Mr. Anand Vardhan Kothari and Mrs. Vedika Kothari, Directors
Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Relative of trustee of <b>Kothari Charity Trust</b> .
Material terms, monetary value and particulars of contract or arrangement, Manner of determining pricing & other commercial terms	Pricing and payment terms:- As per Indenture of monthly tenancy Agreement dated 01 <sup>st</sup> April, 2025
Tenure of proposed transaction	At the option of Owner and Tenant
Value of Transaction	Rent @ Rs. 2,25,000/- per month
Justification as to why the RPT is in the interest of the Company	Forms part of the explanatory statement to the resolution no. 5
Copy of the Valuation or other external party report, if any, if such report has been relied upon	Not applicable for the said transactions
Any other information	All material / required information has been provided. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Except Mr. Anand Vardhan Kothari and Mrs. Vedika Kothari none of the other Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

By Order of the Board

For **KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED**

Anand Vardhan Kothari

Director

(DIN: 02572346)

CIN: U15491WB1897PLC001365

Registered Office:

8, Netaji Subhash Road,

C – 4, Gillander House, Kolkata – 700 001, West Bengal

Dated : 28<sup>th</sup> August, 2025