



# PHYTO CHEM (INDIA) LIMITED

CIN : L24110TG1989PLC009500

Corporate Office : 8-3-229/23, First Floor, Thaherville,  
Yousufguda Checkpost, Hyderabad-500 045, Telangana.  
Tel : 040 - 23557712, 23557713, Fax : 91-40-23557714.  
Email : info@phytochemindia.com

PCIL/BSE/2022-23/AR/0089/2023-24

Date: 13-07-2023

To  
M/s. BSE Limited,  
Floor 25, PJ Towers,  
Dalal Street,  
Mumbai – 400 001,  
Tel: 022-22721234/ 33.

Kind Attn: Dept. of Corporate Services.

Dear Sir(s),

Sub: Submission of Notice of Thirty Fourth Annual General Meeting of the  
Company – Regarding.  
Ref: BSE Scrip Code – 524808.

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In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We wish to inform you that the Thirty Fourth Annual General Meeting of our Company for the Financial Year 2022-23 will be held on Monday the 07<sup>th</sup> day of August 2023 at 11:30 A.M. at the Registered Office at Survey No. 628, Temple Street, Bonthapally – 502 313, Gummadidala Mandal, Sangareddy District, Telangana.

We herewith attach soft copy of Notice of AGM for the Financial Year 2022-23. This is for your information and record.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Phyto Chem (India) Limited

  
(Y. Nayudamma)  
Managing Director  
DIN: 00377721



Encl: as above.

**Notice of Annual General Meeting:**

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of M/s Phyto Chem (India) Limited (CIN: L24110TG1989PLC009500) will be held on Monday the 07<sup>th</sup> day of August 2023 at 11:30 A.M. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502 313, Gummadidala Mandal, Sangareddy District, Telangana State, India to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31<sup>st</sup> March 2023, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anjaneyulu Prathipati (DIN: 00377635), who retires by rotation and being eligible, offers himself for reappointment.
- 3. To Appoint M/s. T. Adinarayana & Co., Chartered Accountants (Firm Registration Number: 000041S), Hyderabad as the Statutory Auditors of the Company.**

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary resolution:-

**“RESOLVED THAT** pursuant to the provisions of sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under, M/s. T. Adinarayana & Co., Chartered Accountants (Firm Registration Number: 000041S), Hyderabad be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Auditors M/s. S. T. Mohite & Co, (Firm Registration Number: 011410S) Chartered Accountants, Hyderabad to hold office for a period of 5 years i.e., from the conclusion of 34<sup>th</sup> Annual General meeting till the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be agreed upon by the Board of Directors and Auditors, in addition to reimbursement of out of pocket expenses in connection with the audit of the accounts of the Company”.

**Special Business:**

**4. Appointment of Mr. N. Nagendra Naidu (DIN: 10180163) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. N. Nagendra Naidu (DIN: 10180163), be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the Board and/ or Committees as determined by the Board from time to time.”

For and on behalf of the Board

**Y.Nayudamma**  
Managing Director  
DIN: 00377721

Place : Hyderabad  
Date : 27<sup>th</sup> May 2023

## Notes

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself and a proxy need not be a member of the Company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty eight hours before the commencement of the meeting.  

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 01-08-2023 to 07-08-2023 (both days inclusive) for the purpose of the meeting.
3. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company 'inter-alia' indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose e-mail id's are registered with the Company/ Depository Participant (s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the above documents are being sent in the permitted mode.
4. Members are requested to notify any change in their addresses to the Company or Registrar and Transfer Agent immediately. Members holding shares in electronic form are requested to advise change of address, e-mail id's and Bank details to their Depository Participants.  

The Members are aware that the Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the depository system, the Members are requested to avail the facility of Dematerialisation of the Company's shares on NSDL or CDSL. The ISIN allotted to the Company's Equity shares is INE 037C01010.
5. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. The Corporate members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorising their representatives to attend and vote at the Annual General Meeting.
6. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Survey No.628, Temple Street, Bonthapally – 502 313, Gummadidala Mandal, Sangareddy District, Telangana State for inspection during normal business hours on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same by post at free of cost.
7. Voting through Electronic means:
  - a. The Company is pleased to provide members the facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
  - b. Voting rights are reckoned on the basis of the shares registered in the names of the members/ beneficial owners as on the record date fixed for this purpose viz., 31-07-2023.
  - c. Mr. Palavalasa Vijendra, representing M/s. Vijendra & Co, Practicing Company Secretary has been appointed as scrutinizer for conducting the e-voting process in a fair and transparent manner.
  - d. Members are requested to read the instructions given below:
  - e. The e-voting facility is available at the link:

EVSN (e-voting Sequence Number)	Commencement of e-voting	End of e-voting
230701003	04-08-2023	06-08-2023

In case of members receiving e-mail:

- i. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “Shareholders” tab to cast your votes.
- iii. Now, select the “EVSN” along with “PHYTO CHEM (INDIA) LIMITED” from the drop down menu and click on “SUBMIT”
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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 voting of any Company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <p>* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 on the 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 is confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the relevant EVSN on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution if 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- \* Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- \* They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- \* After receiving the login details, they have to create a compliance user using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote
- \* The list of accounts 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.
- \* They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from S.No. i to xvii of notes 7.e. above to cast vote.
- B. The e-voting period begins from 9:00 am on Friday, the 04<sup>th</sup> August 2023 and closes by 5:00 pm on Sunday, the 06<sup>th</sup> August 2023. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (holding date) i.e Monday, 31<sup>st</sup> July 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an e-mail to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- D. The Scrutinizer shall within a period not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.

- E. The results declared along with the Scrutinizer's Report will be placed on the Company's website [www.phytochemindia.com](http://www.phytochemindia.com) and on the website of CDSL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchange.
- F. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of the AGM.

**Additional information about the Directors/ Auditors being appointed/ reappointed as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 2. Re-appointment of Mr. Anjaneyulu Prathipati (DIN: 00377635), as Director of the Company.**

Mr. Anjaneyulu Prathipati (DIN: 00377635), aged about 72 years is a Graduate in Telecommunications Engineering. He has rich experience in Real Estate Operations and he is the promoter Director of the Company. He holds 64,400 Equity Shares in the Company and he is also Director of M/s. Rasasri Developers Private Ltd., M/s. Rasasri Infrastructures Private Ltd., and M/s. Prathipati Projects Private Ltd.

**Explanatory Statement:**

This explanatory statement is provided as per Section 102 of the Act read with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

**Item No.3**

The Statutory Auditors, M/s. S. T. Mohite & Co, Chartered Accountants (Firm Registration No. 011410S) the existing auditors who were appointed on 29-09-2018 **as the Statutory Auditors of the Company** to hold office for a period of five years till conclusion of 34<sup>th</sup> Annual General Meeting have retired as Statutory Auditors of the Company. A notice under the provisions of Section 140(4)(i) read with Section 115 of the Companies Act, 2013 and Rule 23 of the Companies (Management and Administration) Rules, 2014 has been received from a Member proposing the appointment of

M/s. T. Adinarayana & Co., Chartered Accountants (Firm Registration Number: 000041S), Hyderabad as the Statutory Auditors in place of M/s. S. T. Mohite & Co, Chartered Accountants (Firm Registration No: 011410S), Hyderabad.

M/s. T. Adinarayana & Co., have confirmed that the appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013.

The Audit Committee has recommended to the Board of Directors, the appointment of M/s. T. Adinarayana & Co., as the Statutory Auditors as their qualifications and experience have been found to be commensurate with the size and requirements of the Company. The Board of Directors considered the matter and has recommended, to the Members, the appointment of M/s. T. Adinarayana & Co., as the Statutory Auditors in place of M/s. S. T. Mohite & Co, who have retired as Statutory Auditors. The Directors recommend the Resolution for the approval of the Members.

None of the Directors, of the Company and their relatives, are in any way, whether financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution set forth in Item No.3 for approval of the shareholders.

**Special Business:**

**Item No. 04:**

The Board of Directors of your Company felt necessary to fill the vacancy caused due to the resignation of Mr. K. Ravindra Babu (DIN: 00328421), Independent Director of the Company and at the recommendation of the Nomination and Remuneration Committee, the Board found the profile of Mr. N. Nagendra Naidu (DIN: 10180163) as an eligible and experienced candidature to act as Independent Director of the Company.

Mr. N. Nagendra Naidu (DIN: 10180163) being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years i.e., upto 39<sup>th</sup> Annual General Meeting of the Company. A notice has been received from a member proposing Mr. N. Nagendra Naidu (DIN: 10180163) as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. N. Nagendra Naidu (DIN: 10180163) fulfills the criteria specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director.

The Board considers that his induction into the Board would be of immense benefit to the Company and it is desirable to avail the services of Mr. N. Nagendra Naidu (DIN: 10180163) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. N. Nagendra Naidu (DIN: 10180163) as an Independent Director, for the approval by the shareholders of the Company. Mr. N. Nagendra Naidu (DIN: 10180163) does not hold any shares in the Company and the details of him are given in the enclosed Annexure.

Except Mr. N. Nagendra Naidu (DIN: 10180163), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolution set forth in Item No.4 for approval of the shareholders.

For and on behalf of the Board

**Y.Nayudamma**  
Managing Director  
DIN: 00377721

Place : Hyderabad  
Date : 27<sup>th</sup> May 2023

**Annexure**

**Details Of Director Seeking Appointment/ Re-Appointment**

(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, as applicable, the brief profile of Director eligible for appointment vide item no. 4 is as follows:)

Name of the Director	Mr. N. Nagendra Naidu
Date of Birth	22-09-1960
Nationality	Indian
Date of Appointment on the Board	27-05-2023
Qualifications	FCS (Fellow Company Secretary)
DIN No.	10180163
Expertise in specific functional area	Mr. N. Nagendra Naidu had worked for more than 28 years in key managerial position i.e., in several positions like Accounts Officer, Finance Manager, Financial Advisor and Company Secretary of following Companies; 1. M/s. Teknomin Aqua Exports (India) Limited, 2. M/s. Fine Drugs and Chemicals Limited, 3. M/s. Sri Vishnupriya Industries Limited, 4. M/s. Sree Venkataraya Constructions Limited, 5. M/s. Anu's Laboratories Limited (Listed Company), 6. M/s. Vaishnavi Bio-Tech Limited.
Number of shares held in the Company	Nil
Names of the other listed entities in which the person holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil
Directorship in all other public companies except foreign companies and companies under Section 8 of the Companies Act, 2013	Nil
Membership/ Chairman of the Committees of the Board of other public limited companies (Membership/ Chairmanships of only Audit Committees and Stakeholders Relationship Committees in other public limited companies have been considered)	Nil
Relationship with other directors Interest	Nil
Terms and Conditions of appointment	As per the Board Resolution read with letter of appointment.
Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	No remuneration is proposed except sitting fee.