



## PHYTO CHEM (INDIA) LIMITED

CIN : L24110TG1989PLC009500

Survey No. 628, Temple Street, Bonthapally - 502 313,  
Gummadidala Mandal, Sangareddy District, Telangana State

### **Notice of Extra Ordinary General Meeting:**

Notice is hereby given that the Extra Ordinary General Meeting of the members of M/s Phyto Chem (India) Limited (CIN: L24110TG1989PLC009500) will be held on Friday the 12<sup>th</sup> day of May 2023 at 04:00 P.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:

#### **SPECIAL BUSINESS:**

#### **1. Appointment of Mr. M. Sree Ram Murthy (DIN: 01932910) 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 provision of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. M. Sree Ram Murthy (DIN: 01932910), who was appointed as Additional Director (Non-Executive Independent Director) of the Company in the Board of Directors meeting held on 14<sup>th</sup> day of February 2023 based on the recommendation of the Nomination and Remuneration Committee be and is hereby appointed/regularised as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from 14<sup>th</sup> February 2023 and who would not be liable to retire by rotation and entitled 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.”

#### **2. Approval for sale of un-useful portion of Factory Land 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 Section 180(1) (a) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent of the members

of the Company be and is hereby accorded to dispose of the Factory Land which is un-useful and having uneven dimensions to the extent of 1600.00 Sq.Yards partly in Sy. No.'s 624,627 & 628 situated at Bonthapally village - 502313, Gummadidala Mandal, Sangareddy District, Telangana for such consideration and on such terms and conditions as the Board of Directors of the Company consider in the interest and beneficial to the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to negotiate and finalise the sale consideration, terms and conditions and to take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution."

### **3. Approval for Increase of Authorised Capital of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of section 61, 64 (1) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Rules framed thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs.13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000/- (One Crore Thirty Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs.24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs Only) divided into 2,45,00,000 (Two Crore Forty Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares of the Company."

**"RESOLVED FURTHER THAT** the Clause V of the Memorandum of Association of the Company be and is hereby altered and be read as follows:

The Authorized Share Capital of the Company is Rs.24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs Only) divided into 2,45,00,000 (Two Crore Forty Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each with power to the Company to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes with an option to convert from one class to another and to attach thereto respectively such preferential, qualified or special rights, privileges and or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013."

### **4. Approval for Rights Issue.**

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

In modification and continuation/supersession of the resolution(s) passed earlier in the previous Annual General Meeting(s) held on 29<sup>th</sup> September 2016, 25<sup>th</sup> September 2017, 29<sup>th</sup> September 2018 and 28<sup>th</sup> September 2022, it is hereby:-

**“RESOLVED THAT** pursuant to the provisions of Section 62(1) of and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company be and are hereby authorised to offer, issue and allot by way of Rights Issue upto 2,00,00,000 (Two Crores Only) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each at such premium as may be deemed fit and that in case of under-subscription/non subscription of shares by the existing shareholders, the Board with its discretionary powers be and is hereby authorised to allot shares to the existing shareholders or others on their application to subscribe to unsubscribed Equity Share Capital under Rights Issue.”

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorised to do such acts and deeds and things as are necessary for giving effect to the resolution.

**5. Approval for Alteration of the objects clause of the Memorandum of Association of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the alterations in Object clause of the Memorandum of Association (“the MOA”) of the Company by way of altering the Clause III of the MOA of the Company by substituting existing Clause III. A. 2 with as mentioned below:”

**Existing Clause III. A. 2:**

*To carry on the business of manufacture, formulate, process, develop, refine, sell, buy, import, export, wholesale, retail, trade, represent, deal or distribute in all kinds of Chemicals, Bulk Drugs, Bulk Formulated Chemicals, Intermediates, Organic and Inorganic Chemicals, Pharmaceuticals, Biologicals, Medicines, Medicinal Preparations, Vaccines, Nutraceuticals, Healthcare, Ayurvedic and Dietary supplement products, Dyes, Dye Intermediates, Dye Fixatives, Detergents, Specialty Chemicals, Fine Chemicals, Phyto Chemicals, Industrial Chemicals, Veterinary Medicines and Chemicals, Plant Extracts, Natural & Herbal Products, Food Additives, Formulae preparations, Feed Additives, Cosmetic Chemicals, Flavors and Fragrances, Bio Chemicals, Petroleum Products and by-products and Aromatic Oils and to research, design, develop, process and Technology in respect of the above and subject the same for commercial purpose and also to carry on the business as chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products and to deal in all kinds of Scientific, Medical and Diagnostic products and Equipments, Appliances and Accessories.*

**Substituting existing Clause III. A. 2:**

*To carry on the business of manufacture, formulate, process, research, develop, refine, sell, buy, import, export, wholesale, retail, trade, represent, deal or distribute in all kinds of Chemicals, Bulk Drugs, Bulk Formulated Chemicals, Intermediates, Organic and Inorganic Chemicals, Pharmaceuticals, Biologicals, Medicines, Medicinal Preparations, Vaccines, Nutraceuticals, Healthcare, Ayurvedic and Dietary supplement products, Dyes, Dye Intermediates, Dye Fixatives, Detergents, Specialty Chemicals, Fine Chemicals, Phyto Chemicals, Industrial Chemicals, Veterinary Medicines and Chemicals, Plant Extracts, Grain based spirit including Bio, Natural, Ethanol (Ethyl Alcohol) products and their by-products, Bio diesel and Herbal extractions, Food Additives, Formulae preparations, Feed Additives, Cosmetic Chemicals, Flavors and Fragrances, Bio Chemicals, Bio fuels from various grains and its by-products, Petroleum Products and by-products and Aromatic Oils and to research, design, develop, process and Technology in respect of the above and subject the same for commercial purpose and also to carry on the business as chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals, bio products and allied products and to deal in all kinds of Scientific, Bio, Medical and Diagnostic products and Equipments, Appliances and Accessories.*

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary to give effect to the resolution including and not limited to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**For and on behalf of the Board**

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

**Place: Hyderabad  
Date: 15<sup>th</sup> April 2023**

### **Notes**

1. A member entitled to attend and vote at the Extra Ordinary 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 06-05-2023 to 12-05-2023 (both days inclusive) for the purpose of the meeting.
3. Electronic copy of the Notice of the Extra Ordinary 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 email IDs are registered with the Company / Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email 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, email IDs 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 Extra Ordinary General Meeting.
6. Members may also note that the Notice of the Extra Ordinary General Meeting 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 Extra Ordinary General Meeting (EGM) 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., 05-05-2023.
- c. Mr. Palavalasa Vijendra, representing 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
230414002	09-05-2023	11-05-2023

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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * 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. * 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.
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#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. * 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.

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 email 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 S.No. xvii of notes.7.e. above to cast vote.
- B. The e-voting period begins from 9:00 am on Tuesday, the 09<sup>th</sup> May 2023 and closes by 5:00 pm on Thursday, the 11<sup>th</sup> May 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. Friday, 05<sup>th</sup> May 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 email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- D. The Scrutinizer shall within a period not exceeding three 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 EGM 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 EGM.



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

**Item No. 1.**

**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.**

**Special Business:**

**Appointment of Mr. M. Sree Ram Murthy (DIN: 01932910) as a Non-Executive Independent Director of the Company.**

Mr. M. Sree Ram Murthy (DIN:01932910), aged about 59 years is having around 34 years of experience in Engineering Manufacturing, having Mechanical Engineering as background with MBA in Marketing.

Pursuant to Regulation 17 (1C) of SEBI (LODR) Regulation 2015 as amended, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. M. Sree Ram Murthy (DIN: 01932910) who was appointed as Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors in its meeting held on 14<sup>th</sup> day of February 2023. He is being eligible and offered himself for appointment and it is proposed to appoint him as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from the date of appointment by the Board.

Mr. M. Sree Ram Murthy is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director of the Company.

The Company has also received declaration from Mr. M. Sree Ram Murthy that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015.

Mr. M. Sree Ram Murthy shall not be liable to retire by rotation. If appointed, he shall hold office for a term of five consecutive years as stated above.

Copy of the draft letter for appointment of Mr. M. Sree Ram Murthy as Independent Director setting out the terms and conditions is available for inspection at the Registered office of the Company.

This statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015 with the Stock Exchange.

None of Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. M. Sree Ram Murthy to whom the resolution relate, are in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the Special Resolution set forth in Item No.1 for approval of the shareholders.

**Item No.2****Approval for sale of un-useful portion of Factory Land of the Company.**

The Company has received proposal for sale of Factory Land which is un-useful and having uneven dimensions to the extent of 1600.00 Sq.Yards partly in Sy. No.'s 624,627 & 628 situated at Bonthapally village - 502313, Gummadidala Mandal, Sangareddy District, Telangana for such consideration and on such terms and conditions as the Board of Directors of the Company consider beneficial and in the interest of the Company and the Board at its meeting held on 14<sup>th</sup> February 2023 accorded its approval for the proposal subject to approval of members.

Pursuant to the provisions of section 180 (1) (a) of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company ("the Board") can exercise the power to dispose of the proposed unused portion of the Factory Land of the Company only with the prior approval of the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

The Board recommends the Special Resolution set forth in Item No.2 for approval of the shareholders.

**Item No.3****Approval for Increase of Authorised Capital of the Company.**

The Board considered the necessity for increase of Authorised Capital to enable the mobilisation of funds that may be required for capital, development activities and for working capital requirements of the Company by issue of Securities, Equity or Preference shares. Therefore it is proposed to increase the Authorised Capital of the Company from Rs.13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000/- (One Crore Thirty Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs.24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs Only) divided into 2,45,00,000 (Two Crore Forty Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Board of Directors in its meeting held on 15-04-2023 has passed the resolution proposing the increase of the Authorised Share Capital of the Company. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the proposed increase of Authorised Share Capital and consequent alterations to the Memorandum of Association reflecting the proposed increase require the approval of the Shareholders in the General Meeting and hence the above resolution.

A copy of the Memorandum is available for inspection by members on all working days during business hours.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

**Item No.4**

**Approval for Rights Issue**

The approval of the shareholders was obtained in the previous Annual General Meetings of the Company held on 29-09-2016, 25-09-2017, 29-09-2018 and 28-09-2022 respectively. In the back drop of present scenario, the existing resources are not sufficient to meet the funds for expansion/diversification of operations of the Company, hence it would be expedient to raise additional financial resources through further issue of shares or alternate means. It is now proposed to obtain fresh approval from the shareholders and hence this resolution is put forth for approval of members. It is proposed to issue upto 2,00,00,000 (Two Crores Only) Equity shares of nominal value of Rs. 10/- each to the existing shareholders of the Company on Rights basis at such premium as may be deemed fit by the Board of Directors and allotment conditions shall be in the manner as may be decided by the Board in this behalf and as per guidelines.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

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

**Item No.5**

**Approval for Alteration of the objects clause of the Memorandum of Association of the Company.**

The Company has received proposal for new business such as manufacturing of Grain based spirit including Bio, Natural, Ethanol (Ethyl Alcohol) products and their by-products, Bio diesel and Herbal extractions and accordingly it is proposed to alter the Memorandum of Association (MOA) of the Company by substituting it with the existing clause III. A. 2.

Draft copy of the Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of Extra Ordinary General Meeting.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the Company is required to obtain approval of the members by way of a Special Resolution. Accordingly, the resolution is being proposed as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

The Board recommends the Special Resolution set forth in Item No.5 for approval of the shareholders.

**For and on behalf of the Board**

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

**Place: Hyderabad  
Date: 15<sup>th</sup> April 2023**

**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. 1 is as follows:)

<b>Name of the Director</b>	Mr. M. Sree Ram Murthy
<b>Date of Birth</b>	15-01-1964
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	14-02-2023
<b>Qualifications</b>	Mechanical Engineer, Master of Business Administration.
<b>Expertise in specific functional area</b>	Manufacturing and Business Development.
<b>Number of shares held in the company</b>	Nil
<b>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</b>	Nil
<b>Directorship in all other public companies except foreign companies and companies under Section 8 of the Companies Act, 2013</b>	Nil
<b>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)</b>	Nil
<b>Relationship with other directors Interse</b>	Nil
<b>Terms and Conditions of appointment</b>	As per the Special Resolution set-out in Item No.1 and its explanatory statement read with Letter of Appointment.
<b>Remuneration last drawn</b>	Not Applicable.
<b>Remuneration proposed to be paid</b>	No remuneration is proposed except sitting fee.



## Phyto Chem (India) Limited

(CIN: L24110TG1989PLC009500)

Survey No.628, Temple Street, Bonthapally - 502 313,  
Gummadidala Mandal, Sangareddy District, Telangana State.

### Attendance Slip

**The Company does not have the practice of providing gifts to  
Members at the Extra Ordinary General Meeting**

### Extra Ordinary General Meeting on 12<sup>th</sup> May 2023

1. Name & Registered Address of the  
Sole / first named Shareholder :
2. Name(s) of the Joint Shareholder(s) (if any) :
3. Registered Folio No./ DP ID / Client ID No. :
4. Number of Shares held :

I certify that I am a Member / Proxy for the member of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company at Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502 313, Gummadidala Mandal, Sangareddy District, Telangana State on Friday, 12<sup>th</sup> May 2023 at 04:00 P.M.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

### SUBJECT : E-VOTING

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules") and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 05<sup>th</sup> May 2023 (End of Day) being the cut-off date (i.e. record date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The e-voting particulars are set out below:

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
230414002	Please refer Notes No.7 d & 7 e of e-voting instructions in the Notice.	

The e-voting period commences from 9:00 a.m. on 09<sup>th</sup> May 2023 and ends on 11<sup>th</sup> May 2023 by 5:00 p.m. The members of the Company, holding shares either in physical or demat form, as on the cut-off date of 05<sup>th</sup> May 2023, may cast their vote electronically.

For instructions on e-voting, please read the attached Notice of the Extra Ordinary General Meeting. This communication forms an integral part of the Notice for convening the Extra Ordinary General Meeting of the Company to be held on 12<sup>th</sup> May 2023.



## Phyto Chem (India) Limited

(CIN: L24110TG1989PLC009500)

Survey No.628, Temple Street, Bonthapally - 502 313,  
Gummadidala Mandal, Sangareddy District, Telangana State.

### Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014.

CIN	L24110TG1989PLC009500
Name of the Company	M/s. Phyto Chem (India) Limited
Corporate office	No.8-3-229/23, First Floor, Thaherville, Yousufguda Checkpost, Hyderabad - 500 045, Telangana State.
Registered office	Survey No.628, Temple Street, Bonthapally - 502 313, Gummadidala Mandal, Sangareddy District, Telangana State.
Name of the Member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I/ We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1	Name		
	Address		Signature
	E- Mail ID		
	or failing him		
2	Name		
	Address		Signature
	E- Mail ID		
	or failing him		
3	Name		
	Address		Signature
	E- Mail ID		
	or failing him		

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General meeting of the Company, to be held on Friday the 12<sup>th</sup> day of May 2023 at 04:00 P.M. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502 313, Gummadidala Mandal, Sangareddy District, Telangana State and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
1.	Appointment of Mr. M. Sree Ram Murthy (DIN: 01932910) as a Non-Executive Independent Director of the Company.		
2.	Approval for sale of un-useful portion of Factory Land of the Company.		
3.	Approval for Increase of Authorised Capital of the Company.		
4.	Approval for Rights Issue.		
5.	Approval for Alteration of the objects clause of the Memorandum of Association of the Company.		

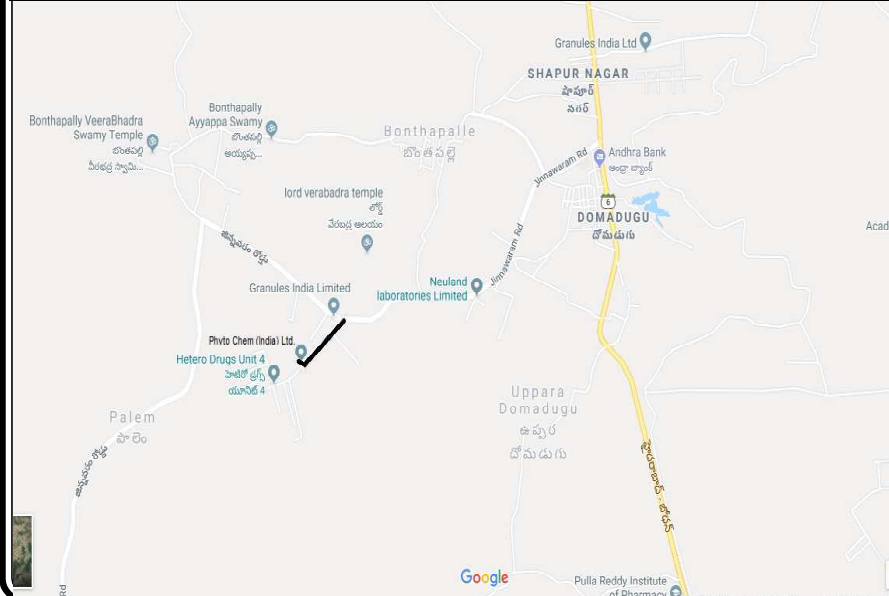
Signed this .....day of .....2023

Signature of Shareholder.....

Signature of Proxy holder(s).....

**Affix  
Revenue  
Stamp**

**Route Map to Registered Office - EGM on 12-05-2023**



BOOK-POST

Printed Matter

If undelivered, Please return to :



**Phyto Chem (India) Limited**

**CIN : L24110TG1989PLC009500**

Survey No. 628, Temple Street, Bonthapally - 502 313,  
Gummadidala Mandal, Sangareddy District, Telangana State.

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