



Twenty Eighth Annual Report
2016-17



Phyto Chem (India) Limited

Factory Premises



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Board of Directors

Dr. P. Sreemannarayana	-	Chairman
Mr. Y. Nayudamma	-	Managing Director
Mr. Y. Janaki Ramaiah	-	Executive Director
Dr. Y. Venkateswarlu	-	Director
Mr. P. Anjaneyulu	-	Director
Mr. T. A. Choudary	-	Independent Director
Mr. N. Sudhakar	-	Independent Director
Mr. M. Balarama Krishnaiah	-	Independent Director
Mrs. S. Kavitha Rani	-	Independent Director

Auditors

M/s. T. Adinarayana & Co.,
Chartered Accountants,
806, Raghava Ratna Towers,
Chirag Ali Lane,
HYDERABAD - 500 001.

Bankers

M/s. The Federal Bank Limited,
Hyderabad Branch, Bank Street,
HYDERABAD - 500 001.

Common Share Transfer Agents **(Physical & Electronic)**

M/s. Bigshare Services Pvt. Limited,
306, 3rd Floor, Right Wing,
Amrutha Ville,
Opp: Yashoda Hospital,
Raj Bhavan Road, Somajiguda,
Hyderabad - 500 082.
Phone No : 040-23374967.

Corporate Office

No.8-3-229/23, First Floor,
Thaherville, Yousufguda Checkpost,
HYDERABAD - 500 045.
Phone No : 040-23557712, 23557713.

Registered Office & Factory

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



Phyto Chem (India) Limited

Notice

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of M/s Phyto Chem (India) Limited (CIN: L24110TG1989PLC009500) will be held on Monday, the 25th day of September, 2017 at 11:45 A.M. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502 313, Gummadidala Mandal, Sanagareddy District, Telangana State to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, Profit and Loss Account and Cash Flow Statement for the year ended on that date 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. Appointment of M/s R.B. Associates, Chartered Accountants (FRN: 009112S), Hyderabad as the Statutory Auditors of the Company in place of retiring Auditors M/s T.Adinarayana & Co., Chartered Accountants (FRN: 000041S), Hyderabad.

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder M/s R.B.Associates, Chartered Accountants (FRN:009112S), Hyderabad be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors M/s T. Adinarayana & Co., Chartered Accountants (FR N:000041S), Hyderabad to hold the office of the Auditors from the conclusion this Annual General Meeting till the conclusion of Thirty Third Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting 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. Re-appointment of Mr. Ankamma Choudary Thotakura 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, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of 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. Ankamma Choudary Thotakura (DIN: 00036470), who was appointed as Non-Executive Independent Director of the Company by members in the AGM held on 29th September 2014 for a period of three consecutive years and whose term of office expires at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for re-appointment for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for three consecutive years from this Annual General Meeting, not liable to retire by rotation.”

5. Re-appointment of Mr. Balarama Krishnaiah Mandava 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, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of 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. Balarama Krishnaiah Mandava (DIN: 00036506), who was appointed as Non-Executive Independent Director of the Company by members in the AGM held on 29th September 2014 for a period of three consecutive

years and whose term of office expires at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for re-appointment for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for three consecutive years from this Annual General Meeting, not liable to retire by rotation.”

6. Re-appointment of Mr. Nadendla Sudhakar 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, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of 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. Nadendla Sudhakar (DIN: 00426897), who was appointed as Non-Executive Independent Director of the Company by members in the AGM held on 29th September 2014 for a period of three consecutive years and whose term of office expires at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for re-appointment for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as Non Executive Independent Director of the Company to hold office for three consecutive years from this Annual General Meeting, not liable to retire by rotation.”

7. Re-appointment of Mrs. Sakhamuri Kavitha Rani as Non-Executive Independent Women 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, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of 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, Mrs. Sakhamuri Kavitha Rani (DIN: 06942657), who was appointed as Non-Executive Independent Women Director of the Company by members in the AGM held on 29th September 2014 for a period of three consecutive years and whose term of office expires at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for re-appointment for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as Non-Executive Independent Women Director of the Company to hold office for three consecutive years from this Annual General Meeting, not liable to retire by rotation.”

8. Appointment of Dr. G.S.R. Anjaneyulu 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 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 Obligation and Disclosure Requirements) Regulations, 2015, Dr G.S.R. Anjaneyulu (DIN:01874325), be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of three consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses of participation in the meetings of the Board and/ or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”

9. Alteration of Object Clause of Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force, and the rules framed there under and pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of Shareholders in Annual General Meeting to merge the existing clauses 7 & 8 into as 7 and to append sub clause 8 afterwards, under clause III (A) of the Memorandum of Association of the Company:

7. To carry on the business to purchase, acquire, on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop layout, market, sell, buy the same and dispose of or maintain the same and to build townships, markets or other buildings, residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities, installations and to deal with the same in any manner whatsoever and entering into contracts and arrangements of all kinds with builders, buyers, tenants and others and to establish, provide, maintain, design, build, conduct and undertake all types of projects on turnkey basis or otherwise including research and investigation work on commercial basis.

8. To carry on the business of manufacture, process, erect, fabricate, buy, sell, trade, contract, import and export of all kinds of electrical, electronics and Mechanical machinery, equipment, apparatus, accessories and all other kinds of home appliances including fans, electrical cookers, Micro Woven's, Kitchen Appliances, coolers, refrigerators, Air conditioners, water filters, lamps, engines, meters, dynamos, battery, voltage stabilizer, transformer and manufacture of other electrical, electronics or mechanical equipment of apparatus.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Y. Nayudamma, Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or

desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Telangana and Andhra Pradesh.

10. Approval of Rights Issue not exceeding 90,00,000 Equity Shares of Rs.10.00 each to the existing Equity shareholders under Rights Issue and the issue of offer letter:

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

In supersession and continuation of the resolution passed in the last AGM held on 29th September, 2016, it is hereby

“RESOLVED THAT pursuant to provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Board of Directors of the Company be and is hereby authorized to offer, issue and allot by way of Rights Issue upto 90,00,000 (Ninety Lakhs Only) Equity Shares of the face value of Rs.10.00 (Rupees Ten Only) each at such premium as may be deemed fit and that on non subscription of shares by the existing shareholders, the Board with its discretionary powers be and is hereby authorized to allot shares to the existing shareholders or others on their application to subscribe to unsubscribed Equity Share Capital.”

RESOLVED FURTHER THAT Mr.Y.Nayudamma, Managing Director (DIN:00377721) or Mr.Y.Janaki Ramaiah, Executive Director (DIN:06949910) of the Company be and is hereby authorized to do such acts and deeds as are necessary for giving effect to the resolution.

For and on behalf of the Board

Y. Nayudamma
Managing Director
DIN : 00377721

Place : Hyderabad

Date : 26th August, 2017

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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 23-09-2017 to 25-09-2017 (both days inclusive) for the purpose of the meeting.
3. Members holding shares in physical form, in their own interest, are requested to dematerialise the shares to avail the benefits of electronic holding/ trading.
4. 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 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.
5. Members are requested to notify any change in their addresses to the Company immediately.

Members holding shares in electronic form are requested to advise change of address and their email IDs 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.

6. 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. 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.
7. 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.
8. The details of the unpaid/unclaimed dividend declared for F.Y 2012-13 as on 29th September, 2014 and for F.Y 2013-14 as on 24th September, 2015 (the dates of respective previous Annual General Meetings) are available on the Company's website www.phytochemindia.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in.

9. Voting through Electronic means

- 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.
- 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., 18-09-2017.
- CS Puttaparthi Jagannatham, Corporate Advocate has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- Members are requested to read the instructions given below:
- The E-Voting facility is available at the link:

EVSN (e – Voting Sequence Number)	Commencement of e-Voting	End of e-Voting
170828002	22-09-2017	24-09-2017

In case of members receiving e-mail:

- Log on to the e-voting website: www.evotingindia.com
- Click on "Shareholders" tab to cast your votes.
- Now, select the "EVSN" along with "PHYTO CHEM (INDIA) LIMITED" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 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#	<p>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.</p>
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>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 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 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 to 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 on.
 - * The list of accounts should be mailed to 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.9. e above to cast vote.
- B. The e-voting period begins from 9:00 am on Friday, the 22nd September, 2017 and closes by 5:00 pm on Sunday, the 24th September, 2017. 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, 18th September, 2017, 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 under help section or write an email to 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 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 being appointed / reappointed as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Mr. Anjaneyulu Prathipati – Director

Mr. Anjaneyulu Prathipati, aged about 66 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 one of the Boards of Directors of M/s Rasasri Developers Private Ltd., M/s Rasasri Infrastructures Private Ltd., and M/s Prathipati Projects Private Ltd.

2. Dr. G.S.R. Anjaneyulu

Dr. G. S. R. Anjaneyulu, aged about 57 years, has done his Masters and Ph.D. in Chemistry from Maharshi Dayanad University, Rohtak, Haryana, PG Diploma in Indian Patent Law and Practice from IIPM (Mumbai). He has Research Experience of 32 years out of which about 25 years of experience he had in Industrial

Research & Development in reputed Pharmaceutical Companies like Ranbaxy Labs, Plant Organics, Suven Life Sciences, Vorin Labs, and Mylan Labs India.

Explanatory Statement

This explanatory statement is provided though not required as per Section 102 of the Act.

Item No. 4,5,6 & 7

Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava, Mr. Sudhakar Nadendla and Mrs. Kavitha Rani Sakhamuri were appointed as Non Executive Independent Directors of the Company in the AGM held on 29th September 2014 for a period of Three consecutive years and their term of appointment expires in this AGM. They are being eligible and offering themselves for Re-appointment as Non-Executive Independent Directors of the Company and are proposed to be appointed as Non-Executive Independent Directors for a period of three consecutive years from this Annual General Meeting.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava, Mr. Sudhakar Nadendla and Mrs. Kavitha Rani Sakhamuri for the office of the Director(s) of the Company.

Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava, Mr. Sudhakar Nadendla and Mrs. Kavitha Rani Sakhamuri are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declaration from Mr Ankamma Choudary Thotakura, Mr Balarama Krishnaiah Mandava, Mr Sudhakar Nadendla and Mrs Kavitha Rani Sakhamuri that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015.