



KOTHARI FERMENTATION AND BIOCHEM LTD.

An ISO 22000 : 2018 & HALAL Certified Company
REGD. OFFICE: 16, COMMUNITY CENTRE, 1ST FLOOR, SAKET, NEW DELHI-110017
TEL : 26517665, 26850004, 40590944 E-mail : kfbf@airtelmail.in
Web : www.kothariyeast.in CIN : L72411DL1990PLC042502

30th June, 2021

To,
The Manager- Listing,
The Bombay Stock Exchange Limited,
Phiroz Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai-400001

Ref: Scrip Code No. 507474

Sub: Secretarial Compliance Report for the year ended March 31, 2021.

Dear Sir,

Pursuant to SEBI Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021.

Kindly take the same in your records.

Thanking You,

For Kothari Fermentation and Biochem Limited

Kavita Tanwar
Company Secretary

**Secretarial compliance report of Kothari
Fermentation and Biochem Limited**

For the year ended 31st March 2021

We, **V. K. Sharma & Co., Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Kothari Fermentation and Biochem Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March 2021 ("Review Period")** in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;
- (g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares)Regulations,2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
- (i)Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except as under :

Sl. No.	Compliance Requirement	Deviations	Observations/Remarks of Practicing Company Secretary
1.	Top 2000 companies to have six directors on its Board of directors from 01.04.202 – Reg. 17(1)(c)- Listing Regulations	Only five directors were on board from 01.04.2020 to 31.07.2020	No comments
2	In case audited results are submitted they shall be accompanied by audit report – Reg.33(3)(c (ii)- Listing Regulations	Audited results for 31.03.2020 submitted sans audit report	Default has been made by the company.
3	Disclosure of related party transaction on consolidated basis to be submitted within 30 days of publishing of half	The disclosure for the half year ended 30.09.2020 was made after a delay of 21 days.	The company contends that filing was done in time and on noticing the default compliance was made voluntarily.

	yearly report – Reg. 23(9)-Listing Regulations		
4	Disclosure on Covid impact to be submitted to Stock Exchange as required vide Sebi Circular No. SEBI/HO/CFD/CMD 1/CIR/P/2020/84 dated May 20, 2020	Not separately submitted	The company on 31.07.2020, had while submitting its annual audited financials for 31.03.2020 mentioned that there was no material impact of covid-19 on the results and that it will continue to monitor any material change due to it. No further comments on the subject were submitted to Stock Exchange

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (c) As per information provided by the management the following actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under :

Sl. No.	Action taken by	Details of violation	Details of action taken	Observations /Remarks of PCS
1	BSE	The Board of Directors, being a top 2000 company consisted of five directors instead of six from 01.04.2020 to	BSE vide its letter dated 20.08.2020 imposed a fine of Rs.536900	NIL The penalty was waived off subsequent to representation by the company

		31.07.2020	for non-compliance of Reg. 17(1)	
2.	BSE	Non submission of Audit Report with Financial Results	BSE has imposed a fine of Rs. 17700 vide its letter dated 18.08.2020	Inadvertent error but nevertheless a default. Penalty has recently been paid off.
3.	BSE	The company had submitted the related party transaction required under Reg. 23(9) after a delay of 21 days	BSE vide its letter dated 18.01.2021 imposed a penalty of Rs. 123900. Further BSE has sent a reminder on 05.02.2021 for non-compliance of payment of penalty	Company has been pursuing the matter for waiver.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

Place: Greater Noida

Date: June 30,2021

For V K Sharma & Co.

Company Secretaries

VIJAY KUMAR SHARMA
Digitally signed by VIJAY KUMAR SHARMA
Date: 2021.06.30 18:06:44 +05'30'

(V. K. SHARMA)

FCS: 3440

C.P. No. 2019

UDIN: F003440C000550646

PR: 887/2020