



KOTHARI FERMENTATION AND BIOCHEM LTD.

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Proceedings of the 23rd Annual General Meeting held at "Bipin Chandra Pal Memorial Trust Auditorium", Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi-110019 at 10.00 a.m. on Saturday, the 28th of September, 2013

Present

Mr. Pramod Kumar Kothari, Chairman & Managing Director
Mrs. Kavita Devi Kothari, Whole – Time Director
Mr. Kapil Dev Puri, Director

In Presence:

Mrs. Isha Gupta, Company Secretary

39 Members in person representing 55,64,957 equity shares; and
2 Members by proxies representing 24,53,000 equity shares

1. The Company Secretary after introducing the Directors present informed that the requisite quorum was present at the meeting and asked the Chairman to declare open the meeting.
2. Mr. Pramod Kumar Kothari, Chairman of the Board, occupied the chair and welcomed the members and others present.
3. The notice convening the 23rd Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.
3. Thereafter the Chairman delivered his speech to the Members, in which he highlighted the Company's current performance and future prospects.
4. The Chairman then requested Mrs. Isha Gupta, Company Secretary to read the Auditor's report. The Company Secretary read the Auditor's Report addressed to the members. The annexure to the auditors' report was taken as read with the unanimous consent of the members present.
5. Thereafter, Chairman proceeded on the businesses set out in the notice of the Annual General Meeting one by one.

AS ORDINARY BUSINESS:

Item No. 1 – Adoption of Accounts

Mr. S.K. Agarwal, (DP & Client ID IN301143/10248135) a member, proposed the following resolution as an ordinary resolution:

“RESOLVED THAT the audited Balance Sheet as at 31st March 2013 and the Statement of Profit & Loss for the year ended on 31st March, 2013 together with Directors’ and Auditors’ Reports thereon be and are hereby received, approved and adopted”.

The shareholders raised certain queries on the accounts which were replied by the Chairman to the satisfaction of the shareholders.

Mr. Ashok Kumar Sharma, (DP & Client ID 1204910000078667), a member, seconded the resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed with requisite majority.

Item No. 2 - Re-Appointment of Mr. Ratan Lal Dudheria as Director

Mr. Sushil Kumar Borar, (DP & Client ID IN300206/11025327) a member, **proposed** the following resolution as an ordinary resolution:

“RESOLVED THAT Sh. Ratan Lal Dudheria, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the company liable to retire by rotation.”

Mr. Vinod Gupta, (DP & Client ID 1204910000085431), a member, seconded the resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed with requisite majority.

Item No. 3 - Appointment of Statutory Auditors and to fix their remuneration

Mr. Vinod Kumar Jha, (Folio No. 0021310) a member, proposed the following resolution as an ordinary resolution:

“RESOLVED THAT M/s Nahata Jain & Associates, Chartered Accountants, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and that the Managing Director, be and is hereby authorised to fix their remuneration for the said period.”

Mr. Gurnam Singh, (DP & Client ID IN301313/20953079), a member, seconded the resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed with requisite majority.

6. The Chairman asked Mr. Kapil Dev Puri, Director present to continue with the next two agenda items as set out in the notice as it relates to the appointments of himself and his wife, Mrs. Kavita Devi Kothari, being interested director.

Mr. Kapil Dev Puri took the chair and proceeded with the Item Nos. 4 & 5

AS SPECIAL BUSINESS

Item No. 4 – Appointment of Mr. Pramod Kumar Kothari as Chairman & Managing Director and to fix his remuneration

Ms. Deepa, (DP & Client ID 120485000000920) a member, proposed the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 and 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals including of Central Government, if necessary, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Pramod Kumar Kothari, Managing Director of the Company to be designated as Chairman and Managing Director of the Company for a period of 5(Five) years w.e.f 1st April, 2013.

RESOLVED FURTHER THAT the remuneration and terms and conditions as set out below and such remuneration will not exceed the limits specified in Section I of Part II of Schedule XIII of the Companies Act, 1956:

- a) Salary Rs. 75,000/- per month.
- b) Provision of accommodation or payment of HRA in lieu thereof, subject to maximum of 60% of salary. Expenses on maintenance and furnishing of accommodation including watchmen, servant, gas, electricity and water shall be borne by the Company.
- c) The Company shall provide car with driver and incur all expenses for the same for the Company's business.
- d) Mobile phone and Telephone at residence shall be provided for official purpose.
- e) The Company shall reimburse medical and hospital expenses incurred for self and family members.
- f) Personal accident insurance as per the rules of the Company.
- g) Reimbursement of leave travel concession as per the rules of the Company.
- h) The Managing Director will not be paid any sitting fee for attending the meeting of the Board of Directors or Committee(s) thereof.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter, increase or widen the scope of remuneration and perquisites but

subject to and in accordance with the provisions prescribed in the Schedule XIII of the said Act and within overall limits set out in these resolutions.

RESOLVED FURTHER THAT notwithstanding the above where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Pramod Kumar Kothari the remuneration by way of salary not exceeding the limits specified under Paragraph 2 of Section II, Part II of Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or such other limits as may be prescribed by the government from time to time as minimum remuneration.

Mr. Shyam Sunder, (DP & Client ID IN301127/15640846), a member, seconded the resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed with requisite majority.

Item No. 5 - Appointment of Mrs. Kavita Devi Kothari as Whole-Time Director and to fix her remuneration

Mr. Anil Kumar Jain, (DP & Client ID 1201410000009036) a member, proposed the following resolution as an ordinary resolution:

“RESOLVED THAT Mrs. Kavita Devi Kothari, who was appointed as Additional Director by the Board to hold office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose, Mrs. Kavita Devi Kothari as a candidate for the office of the Director, be and is hereby elected and appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 198, 269, 309, 310 and 311 read with schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals including of Central Government, if necessary, consent of the members of the Company be and is hereby accorded to the appointment of Mrs. Kavita Devi Kothari as the Whole Time Director of the Company for a period of 5(Five) Years w.e.f. 1st April, 2013.

RESOLVED FURTHER THAT the remuneration and terms and conditions as set out below and such remuneration will not exceed the limits specified in Section I of Part II of Schedule XIII of the Companies Act, 1956:

- a) Salary Rs. 60,000/- per month.
- b) Provision of accommodation or payment of HRA in lieu thereof, subject to maximum of 60% of salary. Expenses on maintenance and furnishing of accommodation including watchmen, servant, gas, electricity and water shall be borne by the Company.
- c) The Company shall provide car with driver and incur all expenses for the same for the Company's business.

- d) Mobile phone and Telephone at residence shall be provided for official purpose.
- e) The Company shall reimburse medical and hospital Expenses incurred for self and family members.
- f) Personal accident insurance as per the rules of the Company.
- g) Reimbursement of leave travel concession as per the rules of the Company.
- h) The Whole Time Director will not be paid any sitting fee for attending the meeting of the Board of Directors or Committee(s) thereof."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter, increase or widen the scope of remuneration and perquisites but subject to and in accordance with the provisions prescribed in the Schedule XIII of the said Act and within overall limit set out in these resolutions.

RESOLVED FURTHER THAT notwithstanding the statements made above where in any financial year, the company incurs a loss or its profits are inadequate, the company shall pay to Mrs. Kavita Devi Kothari the remuneration by way of salary not exceeding the limits specified under Paragraph 2 of Section II, Part II of Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or such other limits as may be prescribed by the government from time to time as minimum remuneration.

Mr. Tarkeshwar Gupta, (DP & Client ID 120655000003479), a member, seconded the resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed with requisite majority.

Mr. K.D. Puri then handed over the Chair to Mr. Pramod Kumar Kothari. Mr. Kothari conveyed his thanks to Mr. Puri for taking up the agenda item nos. 4 & 5 of the notice.

All the resolutions thereto were passed by the shareholders with requisite majority.

Mr. Pramod Kumar Kothari, Chairman thanked the shareholders for their active participation in the annual general meeting and declared the meeting as closed.

Yours sincerely,

For **KOTHARI FERMENTATION & BIOCHEM LIMITED,**

For Kothari Fermentation & Biochem Ltd.


Isha Gupta Company Secretary
Company Secretary