

KOTHARI FERMENTATION AND BIOCHEM LTD.

CIN : L72411DL1990PLC042502

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6th October, 2014

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

Ref: Scrip Code No. 507474

Subject: Corrigendum on Outcome of 24th Annual General Meeting

Dear Sir,

Kindly refer our mail dated 30th September, 2014 regarding Submission of the Proceedings of our 24th Annual General Meeting held on 29th September, 2014.

In the said email, the resolutions provided which have been passed through e-voting and poll, have been mistakenly & erroneously drafted. The same may be read as follows:

RESOLUTIONS PASSED THROUGH E-VOTING AND POLL PROCESS

AS ORDINARY BUSINESS

1 ADOPTION OF ACCOUNTS

“RESOLVED THAT the Audited Balance Sheet and Statement of Profit and Loss for the year ending on 31st March, 2014 and the Reports of Board of Directors and Auditors thereon be and hereby received, approved and adopted.”

2. RE-APPOINTMENT OF MR. PRAMOD KUMAR KOTHARI WHO RETIRES BY ROTATION

“RESOLVED THAT Mr. Pramod Kumar Kothari, Director of the Company who retires by rotation, be and is hereby reappointed as the Director of the Company.”

3. APPOINTMENT OF STATUTORY AUDITORS

“RESOLVED THAT, pursuant to Section 139 any other applicable provisions of the Companies Act, 2013, M/s Nahata Jain & Associates, Chartered Accountants, with Firm Registration No. 016351N, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration fixed by Audit Committee.

AS SPECIAL BUSINESS

4. APPOINTMENT OF MR. KAPIL DEV PURI AS AN INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of section 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act, Mr. Kapil Dev Puri (DIN : 00278929), Independent Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 (Five) consecutive years commencing from 29th September, 2014.”

5. APPOINTMENT OF MR. PRASANNA PAGARIA AS AN INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of section 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act, Mr. Prasanna Pagaria (DIN : 00162904), Independent Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 (Five) consecutive years commencing from 29th September, 2014.”

6. APPOINTMENT OF MR. RATAN LAL DUDHERIA AS AN INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of section 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act, Mr. Ratan Lal Dudheria (DIN : 02437129), Independent Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 (Five) consecutive years commencing from 29th September, 2014.”

7. INCREASE IN BORROWING LIMIT OF THE COMPANY

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 4th Annual General Meeting held on 29.09.1994 and pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid- up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs.20 crores (Rs. Twenty Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

8. CREATION OF MORTGAGE/CHARGE ON THE ASSETS OF THE COMPANY

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 5th Annual General Meeting held on 28.09.1995 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages/ charges/ hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and /or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, debentures, advances and all other moneys payable by the Company to the lenders concerned, upto the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company of loans or advances already obtained or to be obtained from, in any form, from any financial institution, bank, body corporate, company, insurer or to the general public .

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

9. REMUNERATION OF COST AUDITOR

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.40,000/- plus travelling and other out of pocket expenses incurred by them and service tax recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to M/s HMVN and Associates, Delhi, Cost Auditor for the financial year ending 31st day of March, 2015, be and is hereby ratified.”

10. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the company.

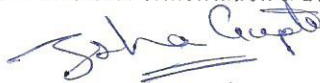
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

Inconvenience caused is sincerely regretted.

Thanking you,

Yours sincerely,

For KOTHARI FERMENTATION & BIOCHEM LIMITED
For Kothari Fermentation & Biochem Ltd.



Company Secretary

Isha Gupta

Company Secretary