

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **M/s Kothari Fermentation & Biochem Limited**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 16, Community Centre, First Floor, Saket, New Delhi-110017 (hereinafter referred to as 'the Company') on the E-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated **14th August, 2014**.

1. In terms of Clause 35B of the Listing Agreement and provision of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on **05th August, 2014** to the e-voting process for passing the items on the agenda as contained in the Notice dated **14th August, 2014**.
2. As confirmed by the Company and ascertained by us the Company completed dispatch of the Notice of e-voting to its members on the basis of the Register of Members and List of beneficiaries as on cut off date i.e. **22th August, 2014**:
 - By email to 1223 Members who had registered their email-ids with the Company on **08th September, 2014**; and
 - By Courier to 8967 Members in physical form on **05th September, 2014**.
3. In terms of the aforesaid Notice, E-Voting was open for three days from **09:00 a.m. on Thursday, 18th September, 2014** to **06:00 p.m. on Saturday, 20th September, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary / Special Resolutions, on E-Voting platform provided by Central Depository Services Limited (CDSL).

4. I unblocked the votes in presence of Mr. Rituraj Singh and Ms. Priya Aggarwal on 22nd September, 2014.
5. Based on the e-votes made available to me, 87 members have cast their votes on the e-voting platform and I have annexed (Annexure-I) with this Report, the details and analysis of the e-voting Results for each of the ten agenda items contained in the said Notice.

Sharma



Vijay Kumar Sharma

Date: 22nd September, 2014

Place: Noida

Annexure- I

Analysis of Results

Agenda No.	1
Subject	To consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	2
Subject	To appoint a Director in place of Shri Pramod Kumar Kothari, who retires by rotation and being eligible offers himself for re-appointment
Type of Resolution	Ordinary

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	3
Subject	Appointment of M/s. Nahata Jain & Associates, Chartered Accountants Statutory Auditors of the Company and fixing their remuneration.
Type of Resolution	Ordinary

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	4
Subject	Appointment of Shri Kapil Dev Puri as an Independent Director.
Type of Resolution	Ordinary

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	5
Subject	Appointment of Shri Prasanna Pagaria as an Independent Director.
Type of Resolution	Ordinary

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	6
Subject	Appointment of Shri Ratan Lal Dudheria as an Independent Director.
Type of Resolution	Ordinary

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	7
Subject	To authorise the Board of Directors for borrowing money upto Rs. 20 crores
Type of Resolution	Special

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	8
Subject	To approve creation of charge/ security over the assets/ undertaking of the Company in respect of borrowings
Type of Resolution	Special

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	9
Subject	Ratification of the remuneration payable to M/s HMVN and Associates Cost Auditors of the Company for the financial year ending 31st March, 2015.
Type of Resolution	Ordinary

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



Analysis of Results

Agenda No.	10
Subject	To approve and adopt new Articles of Association of the Company
Type of Resolution	Special

Particulars	Number of e-Ballots	Numbers of votes contained in e-Ballots	Percentage of total
Received	87	12216410	100%
Assent	87	12216410	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	87	12216410	100%



FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman

Annual General Meeting of the Equity Shareholders

Of **M/s Kothari Fermentation & Biochem Limited** held on 29th September, 2014,

At "Bipin Chandra Pal Memorial Trust Auditorium", Satindra Mohandev Charitable
Medical Centre, A-81, Chittranjan Park, New Delhi-110019

Dear Sir,

I Vijay Kumar Sharma of M/s. V.K. Sharma & Co., Company Secretaries appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of **M/s Kothari Fermentation & Biochem Limited** held on 29th September, 2014 at Bipin Chandra Pal Memorial Trust Auditorium, Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi-110019, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers totalling 0(Zero) which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll are as under:

Item No. 1. – Resolution

To consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 2. – Resolution

To appoint a Director in place of Shri Pramod Kumar Kothari, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 3. – Resolution

Appointment of M/s. Nahata Jain & Associates, Chartered Accountants Statutory Auditors of the Company and fixing their remuneration.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 4. – Resolution

Appointment of Shri Kapil Dev Puri as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 5. – Resolution

Appointment of Shri Prasanna Pagaria as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 6. – Resolution

Appointment of Shri Ratan Lal Dudheria as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 7. – Resolution

To authorise the Board of Directors for borrowing money upto Rs. 20 crores.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 8. – Resolution

To approve creation of charge/ security over the assets/ undertaking of the Company in respect of borrowings.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 9. – Resolution

Ratification of the remuneration payable to M/s HMVN and Associates Cost Auditors of the Company for the financial year ending 31st March, 2015.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 10. – Resolution

To approve and adopt new Articles of Association of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	301	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



5. An excel file containing the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.
6. The Poll papers and all others relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Sharma



Vijay Kumar Sharma

Scrutinizer

29/09/2014

V.K. SHARMA & CO.

Company Secretaries

422, Ocean Plaza, Sector-18, Noida - 201 301

Tel. : 4221470, Mobile : 9818816592

E-mail : vks_cosecy@yahoo.com

KOTHARI FERMENTATION & BIOCHEM LIMITED

24th Annual General Meeting - 29.09.2014

Consolidated Results of E-Voting & Poll at the AGM:-

Item No. 1- Ordinary Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

Item No. 2- Ordinary Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

Item No. 3- Ordinary Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

Item No. 4- Ordinary Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

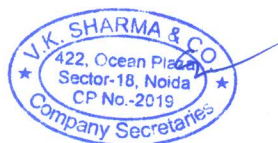
Item No. 5- Ordinary Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0



Item No. 6- Ordinary Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

Item No. 7- Special Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

Item No. 8- Special Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0



Item No. 9- Ordinary Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

Item No. 10- Special Resolution

(No. of Shares)

	Votes in favour	Votes Against	Total
E-Voting	12216410	0	12216410
Poll	301	0	301
Total	12216711	0	12216711

% of Votes in favour of the resolution:- 100

% of votes against the resolution:- 0

Thanking You,

Sharma

Vijay Kumar Sharma

Scrutiniser

29/09/2014

