

Proceedings of the 24th 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 Monday, the 29th of September, 2014

Present

Mr. Pramod Kumar Kothari, Chairman & Managing Director
Mrs. Kavita Devi Kothari, Whole – Time Director
Mr. Prasanna Kumar Pagaria, Independent Director & Chairman of Audit Committee

In Presence:

Mrs. Isha Gupta, Company Secretary

Mr. Anil K Jain, partner of M/s Nahata Jain & Associates, Chartered Accountants, Statutory Auditor of the Company, was present.

Mr. V.K. Sharma, Practicing Company Secretaries, appointed as Scrutinizer to scrutinize E-Voting & Poll Process, was also present.

50 Members in person representing 82,59,651 equity shares.
NIL members present by proxy.

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.

Mr. Pramod Kumar Kothari, Chairman of the Board, occupied the chair and welcomed the members and others present.

The notice convening the 24th Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.

Thereafter the Chairman delivered his speech to the Members, in which he highlighted the Company's current performance and future prospects.

The Company Secretary explained that pursuant to the provisions of the Companies Act, 2013, the Auditor's Report is required to be read only when there is qualification or adverse comment in the Report. As there was no such qualification, the company secretary took the report as read with the unanimous consent of the members present.

Thereafter, Chairman explained to shareholders about the e-voting system as under:
The e-voting facility has been introduced from this year as per New Companies Act, 2013 and process/procedure for the same has already been informed to all the shareholders through notice of Annual General Meeting. The e-voting period commenced on Thursday, September 18, 2014 (9.00 a.m.) and ended on Saturday, September 20, 2014 (6.00 p.m.).

Mr. V.K. Sharma, a leading Practising Company Secretary, Noida, was appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company Secretary informed that shareholders who has already voted through e-voting is not eligible to vote today and shareholder who has not voted through e-voting can vote here by using ballot paper already been provided to them.

The Shareholders were requested to fill their complete details in the ballot paper and cast their vote on each resolution as per their choice and put the ballot paper, after folding, in the ballot box.

The Chairman declared that the result of e-voting and polling by ballot paper would be declared to the stock exchanges and the same would along with the Scrutinizer's Report be posted on the website of the Company and also on the website of CDSL at the earliest but not later than the statutory limit specified in the Companies Act, 2013.

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

RESOLUTIONS PASSED THROUGH E-VOTING AND POLL PROCESS

AS ORDINARY BUSINESS

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

“RESOLVED THAT the Audited Balance Sheet and Statement of Profit and Loss for the year ending on 31st March, 2014 and and the Reports of Board of Directors and Auditors as on that date be and are hereby approved.

FURTHER RESOLVED THAT the Annual Accounts of the Company be signed, on behalf of the Company, by Mr. Pramod Kumar Kothari and Kavita Devi Kothari, Directors of the company and be then passed on to the auditors for their report and further the same be sent to the shareholders for their approval in the Annual General Meeting.”

2. To appoint a director in place of Mr. Pramod Kumar Kothari (DIN: 00086145), who retires by rotation and being eligible offers himself for reappointment.

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the members in the General Meeting and subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and

acceptable to the appointee, the consent of the shareholders be and is hereby accorded for the appointment of Mr. Pramod Kumar Kothari as Director of the Company.

3. To appoint M/s Nahata Jain & Associates, Chartered Accountants (Firm Regn. No. 016351N), New Delhi, 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, and to fix their remuneration for the financial year ending 31st March, 2015.

“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. **To consider and if thought fit to pass with or without modification (s), the following resolution as ORDINARY RESOLUTION:**

“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. **To consider and if thought fit to pass with or without modification (s), the following resolution as ORDINARY RESOLUTION:**

“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. **To consider and if thought fit to pass with or without modification (s), the following resolution as ORDINARY RESOLUTION:**

“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. To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

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

“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. To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

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

“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. To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“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. To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:**

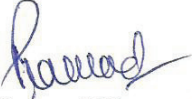
To approve and adopt new Articles of Association of the Company

“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.”

Yours sincerely,

For **KOTHARI FERMENTATION & BIOCHEM LIMITED,**



Pramod Kumar Kothari
Director
(DIN: 00086145)