



KOTHARI FERMENTATION AND BIOCHEM LTD.

CIN : L72411DL1990PLC042502

REGD. OFFICE: 16, COMMUNITY CENTRE, 1ST FLOOR, SAKET, NEW DELHI-110017

TEL. : 26517665, 26850004, 40590944 FAX : 91-011-41664840 E-mail : kfbl@airtelmail.in

Web : www.kothariyeast.in

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

Date: 03.09.2016

Ref: Scrip Code No. 507474

Subject: Notice of Annual General Meeting and Book Closure

Dear Sir,

This is to inform you that the TWENTY SIXTH ANNUAL GENERAL MEETING of the members of "KOTHARI FERMENTATION AND BIOCHEM LIMITED" will be held on Wednesday, the 28th day of September, 2016 at 11:00 A.M. at "Bipin Chandra Pal Memorial Trust Auditorium", Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi-110019.

This is also to inform you that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements), the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 21st day of September 2016 to Wednesday, the 28th day of September 2016 (both days inclusive) for the purpose of Annual General Meeting.

The electronic copy of the Annual Report for the financial period ending 31.03.2016, Notice of the 26th AGM of the Company, instructions for e-voting, along with the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. The copy of the same has also been uploaded on the Company's website, www.kothariyeast.in.

This is for your kind information and records.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely

For KOTHARI FERMENTATION & BIOCHEM LIMITED

Isha Gupta
Company Secretary



**KOTHARI FERMENTATION AND
BIOCHEM LIMITED**

(CIN: L72411DL1990PLC042502)

Regd. Office: 16, Community Centre, First
Floor, Saket, New Delhi-110017

Tel: 011-26850004, Fax: 011-41664840,

Email – kfbl@airtelmail.in

Website: www.kothariyeast.in

**NOTICE OF TWENTY SIXTH ANNUAL
GENERAL MEETING**

NOTICE is hereby given that the TWENTY SIXTH ANNUAL GENERAL MEETING of the members of “KOTHARI FERMENTATION AND BIOCHEM LIMITED” will be held on Wednesday, the 28th day of September, 2016 at 11:00 A.M. at “Bipin Chandra Pal Memorial Trust Auditorium”, Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi – 110 019, to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements of the company for the financial year ended 31st of March, 2016, the Reports of Board of Directors and Auditors thereon.
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.
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, on such remuneration as may be determined by the Board.

AS SPECIAL BUSINESS

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

“**RESOLVED That** pursuant to the provisions of Sections 196, 197, 203 and

any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 28.09.2013, consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Pramod Kumar Kothari, (DIN:00086145), Chairman & Managing Director of the Company, w.e.f. 01.04.2016 to a salary of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month, for the remaining period of his tenure i.e. upto 31.03.2018.

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

“**RESOLVED That** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 28.09.2013, consent of the Company be and is hereby accorded to the revision in the remuneration of Mrs. Kavita Devi Kothari, (DIN:00120415), Whole-Time Director of the Company, w.e.f. 01.04.2016 to a salary of Rs.1,10,000/- (Rupees One Lakh Ten Thousand only) per month, for the remaining period of her tenure i.e. upto 31.03.2018.

By order of the Board
**For KOTHARI FERMENTATION AND
BIOCHEM LIMITED**

Isha Gupta
Company Secretary
ACS - 22178

Date: 13.08.2016

Place: New Delhi

Regd. Office:

16, Community Centre,

1st Floor, Saket,
New Delhi – 110 017

NOTES

1.
 - a) **A member entitled to attend and vote at the annual general meeting, is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the company.**
 - b) **Proxies in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.**
 - c) **A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
 - d) **Members / Proxies should bring the attendance slip duly filled in for attending the meeting along with their copy of Annual Report for reference.**
2.
 - (i) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 - (ii) In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
3. The relevant details of Directors seeking appointment/re-appointment at the AGM as required by Regulation 36(3) of the SEBI Listing Regulations, forms integral part of the notice.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company/Registrar & Share Transfer Agent (RTA).
5. Register of Members of the Company will remain closed from Wednesday, 21st day of September, 2016 to Wednesday, the 28th day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
6. All documents referred to in the notice are open for inspection at the registered office of the company during normal business hours on working days upto the date of the AGM.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready at the time of Annual General Meeting.
8. Electronic copy of the Annual Report for the financial year ending 31.03.2016, along with Notice, Instructions for E-voting, Attendance Slip, Proxy Form and Route Map is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
9. Members may also note that the Notice of the 26th AGM and the Annual Report for the year 2015-2016 will be available on the Company's website, www.kothariyeast.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by courier, free of cost. For any communication, the shareholders may

also send requests to the Company's investor email id: kfbl@airtelmail.in.

10. **VOTING THROUGH ELECTRONIC MEANS**

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("**Remote E-Voting**") will be provided by National Securities Depository Limited (NSDL).
- b) The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d) **The remote e-voting period commences on Saturday, 24th day of September 2016 (9.00 a.m.) and ends on Tuesday, September 27th, 2016 (5.00 p.m.)**. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date of 21st day of September, 2016**, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed

to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.

Procedure / Instructions for E-voting

A. In case a Member receives an email from NSDL (for members whose E-mail IDs are registered with the Company/ Depository Participants):

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with the Client ID or Folio No. as password. The said PDF file contains the member's user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nSDL.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Kothari Fermentation & Biochem Limited".
- (viii) Now be ready for remote e-voting as Cast Vote page opens.
- (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once voted on the resolution, the member will not be allowed to modify his vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter

etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vijay.sharma@vkcosecy.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number)
USER ID **PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- e) In case of any queries, refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- f) Member can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- g) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 21st September, 2016.**
- h) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2016., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kfbl@airtelmail.in.

- i) However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting his vote. If he forgets his password, he can reset his password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- j) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- k) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- l) Mr. V.K. Sharma, Practising Company Secretary (Membership No. – FCS - 3440) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- m) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of **“Ballot Paper”** for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- n) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated

scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- o) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, i.e. www.kothariyeast.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The shareholders may recall that Mr. Pramod Kumar Kothari was appointed as the Chairman & Managing Director of the Company w.e.f 01.04.2013 for a period of 5 years at the 23rd Annual General Meeting held on 28.09.2013.

Since there has been a considerable increase in the duties and responsibilities performed by the Chairman & Managing Director and after considering the prevailing Managerial Remuneration in Industry, the Board of Directors at their meeting, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the salary of Mr. Pramod Kumar Kothari, Chairman & Managing Director from the present Rs.75,000/- per month to Rs.1,25,000/- per month, w.e.f. 01.04.2016 for the remaining period of his tenure, i.e. upto 31.03.2018. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Chairman & Managing Director of the Company as approved earlier shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the

Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

Mr. Pramod Kumar Kothari and his relatives (including Mrs. Kavita Devi Kothari, Whole-Time Director) may be deemed to be concerned or interested in the said resolution. No other Director, KMP or their relatives are concerned or interested in the said resolution.

ITEM NO. 5

The shareholders may recall that Mrs. Kavita Devi Kothari was appointed as the Whole-Time Director of the Company w.e.f 01.04.2013 for a period of 5 years at the 23rd Annual General Meeting held on 28.09.2013.

Since there has been a considerable increase in the duties and responsibilities performed by the Whole-Time Director and after considering the prevailing Managerial Remuneration in Industry, the Board of Directors at their meeting, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the salary of Mrs. Kavita Devi Kothari, Whole-Time Director from the present Rs.60,000/- per month to Rs.1,10,000/- per month, w.e.f. 01.04.2016 for the remaining period of her tenure, i.e. upto 31.03.2018. Except for the aforesaid revision in salary, all other terms and conditions of her appointment as the Whole-Time Director of the Company as approved earlier shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

Mrs. Kavita Devi Kothari, Whole-Time Director and her relatives (including Mr. Pramod Kumar Kothari, Chairman & Managing Director) may be deemed to be concerned or interested in the said resolution. No other Director, KMP or their

relatives are concerned or interested in the said resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015

- **Re-Appointment of Mr. Pramod Kumar Kothari on retirement by rotation (DIN: 00086145) (Item No. 2):** Section 152(6) of the Companies Act, 2013 implies that the executive directors would retire by rotation at every Annual General Meeting of the Company. Accordingly, Mr. Pramod Kumar Kothari, being longest in office, shall retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. He was appointed as the Chairman & Managing Director of the company for a period of 5 years w.e.f. 1st April, 2013. The said appointment was approved by the members of the company at their

23rd AGM held on 28.09.2013 by way of an Ordinary resolution.

A brief resume of Mr. Pramod Kumar Kothari is provided in this Annual Report.

Upon his re-appointment as a director, Mr. Pramod Kumar Kothari shall continue to hold office as the Chairman & Managing Director of the Company, and such determination of office by retirement and then re-appointment would not constitute a break in his tenure of service as the Chairman & Managing Director.

By order of the Board
For KOTHARI FERMENTATION AND BIOCHEM LIMITED

Isha Gupta
Company Secretary
ACS - 22178

Regd. Office:

16, Community Centre,
1st Floor, Saket, New Delhi – 110 017

Dated: 13th of August, 2016

PROFILE OF DIRECTOR REAPPOINTED AND OTHER DIRECTORSHIPS

- **Mr. Pramod Kumar Kothari (DIN: 00086145)**

Mr. Kothari is presently the Chairman & Managing Director of the Company. He is one of the Promoter directors of the company and has been playing a vital role in the overall structure & development of the company since its incorporation.

Mr. Kothari aged about 51 years is the son of Late Shri Moti Lal Kothari, the founder of Kothari Fermentation & Biochem Limited (KFBL). He is a qualified Engineer {B.Tech – (Electronics)} and has a vast experience of Business, Trade & Industry for over 25 years. He looks after technical, legal, marketing functions and overall management of the company.

His strong entrepreneurial skills, as also an undying commitment and belief in his abilities, have been instrumental in bringing KFBL to its present position.

He is the member of the Stakeholders Relationship Committee of the Board of the Company and holds 7,14,200 Equity Shares of face value of Rs.10/- each, constituting around 4.8% of the total paid-up share capital of the Company.

He is also a Director in M/s. Sampat Industrial & Construction Company Limited but does not hold membership of any committees of the Board of such other company.

The disclosure of relationships between directors inter-se along with the shareholding of the Non-Executive Directors is separately provided later in this Annual Report.

By order of the Board
For KOTHARI FERMENTATION AND BIOCHEM LIMITED

Isha Gupta
Company Secretary
ACS - 22178

Regd. Office:

16, Community Centre,
1st Floor, Saket, New Delhi – 110 017

Dated: 13th of August, 2016

ATTENDANCE SLIP

Folio No./ DP ID / Client ID:

Number of shares held

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 26th Annual General Meeting of the Company at Bipin Chandra Pal Memorial Trust Auditorium, Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi - 110019 on Wednesday, September 28, 2016 at 11.00 AM

Name of the Member / Proxy
(in BLOCK letters)

Signature of the Member /Proxy

Electronic Voting Event Number(EVEN)	User ID	Password
104850		

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2016 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2016 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

KOTHARI FERMENTATION & BIOCHEM LIMITED**PROXY FORM**

(CIN: L72411DL1990PLC042502)

Regd. Office: 16, Community Centre, First Floor, Saket, New Delhi-110017**Tel:** 011-26850004, **Fax:** 011-41664840 **E-mail:** kfbl@airtelmail.in, **Website:** www.kothariyeast.in**26TH Annual General Meeting – 28th September, 2016**

Name of the member(s) :
Registered address:
Email Id:
Folio No./DP ID- Client ID:

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- 1) Name: _____
 E Mail: _____
 Address: _____
 Signature _____ or failing him / her
- 2) Name: _____
 E Mail: _____
 Address: _____
 Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Wednesday, September 28, 2016 at 11:00 a.m. at Bipin Chandra Pal Memorial Trust Auditorium, Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2016		
2	Appoint a Director in place of Mr. Pramod Kumar Kothari, who retires by rotation and being eligible offers himself for re-appointment		
3	Re-Appointment of M/s Nahata Jain & Associates as Statutory Auditors and fixation of their remuneration.		
Special Business			
4	Increase in remuneration of Mr. Pramod Kumar Kothari, Chairman & Managing Director of the Company by Ordinary Resolution.		
5	Increase in remuneration of Mrs. Kavita Devi Kothari, Whole-Time Director of the Company by Ordinary Resolution.		

Affix
Revenue
Stamp not
less than
Re 0.15

Signed this day of 2016.

Signature of the member**Signature of the Proxy Holder(s)****NOTE:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.

ROUTE MAP

