



KOTHARI FERMENTATION AND BIOCHEM LIMITED

KOTHARI FERMENTATION AND BIOCHEM LIMITED

(CIN: L72411DL1990PLC042502)

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

Tel: 011-26850004, Email: info@kothariyeast.in

Website: www.kothariyeast.in

NOTICE OF THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY SECOND ANNUAL GENERAL MEETING of the members of "KOTHARI FERMENTATION AND BIOCHEM LIMITED" will be held on Saturday, the 24th day of September, 2022 at 11:30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), 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 on 31st March, 2022, the Reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Siddhant Kothari (DIN: 08620559), who retires by rotation and, being eligible, offers himself for reappointment.
3. To re-appoint the Statutory Auditor of the Company, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Kothari Kuldeep & Co., Chartered Accountants, FRN.-015960C be and is hereby re-appointed for one more term, as the Statutory Auditor of the Company to hold office for a period of 5 years from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company, on a remuneration as may be determined by the Board of Directors."

AS SPECIAL BUSINESS

4. Re-appointment of Mr. Pramod Kumar Kothari (DIN No.00086145), as Chairman and Managing Director of the Company.

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 recommendation of Nomination and Remuneration Committee, and approval of the Board and subject 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, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Pramod Kumar Kothari, as Chairman and Managing Director of the Company for a period of 5 years with effect from 1st April, 2023.

RESOLVED FURTHER THAT the remuneration and terms and conditions as set out below and such remuneration will not exceed the limits specified in Section 1 of Part II of Schedule V of the Companies Act, 2013:

- a) Salary on a Pay Scale of Rs. 4,50,000-50,000-6,50,000 there by providing increase of Rs. 50,000 p.m. from 1st April every year during his tenure i.e. upto 31.03.2028.
- 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) Group Medical Policy as per rules of the Company.
- f) The Company shall reimburse medical and hospital Expenses incurred for self and family members.
- 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 is hereby authorized to alter, vary, increase or widen the scope of remuneration and perquisites but subject to and in accordance with the provisions prescribed in the Schedule V of the said act and within overall limit set out in these resolutions.

RESOLVED FURTHER THAT notwithstanding the above where in any financial year, the Company incur 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 Section II of part II of Schedule V to the Companies Act, 2013 or other limits specified in Schedule V to the Companies Act, 2013.



RESOLVED FURTHER THAT Mr. Pramod Kumar Kothari is appointed as Chairman and Managing Director on Board liable to retire by rotation.”

5. To re-appoint Mrs. Kavita Devi Kothari, as Whole Time Director of the Company.

“**RESOLVED That** pursuant to the recommendation of Nomination and Remuneration Committee, and approval of the Board and subject 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, approval of the members of the Company be and is hereby accorded to reappoint Mrs. Kavita Devi Kothari, as Whole Time Director of the Company for a period of 5 years with effect from 1st April, 2023 .

RESOLVED FURTHER THAT the remuneration and terms and conditions as set out below and such remuneration will not exceed the limits specified in Section 1 of Part II of Schedule V of the Companies Act, 2013:

- Salary on a pay scale of Rs. 4,25,000-50,000-6,25,000 there by providing increase of Rs. 50,000 p.m. from 1st April every year during her tenure i.e. upto 31.03.2028.
- 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.
- The Company shall provide car with driver and incur all expenses for the same for the Company's business.
- Mobile phone and Telephone at residence shall be provided for official purpose.
- Group Medical Policy as per rules of the Company.
- The Company shall reimburse medical and hospital Expenses incurred for self and family members.
- Reimbursement of leave travel concession as per the rules of the Company.
- 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 is hereby authorized to alter, vary, increase or widen the scope of remuneration and perquisites but subject to and in accordance with the provisions prescribed in the Schedule V of the said act and within overall limit set out in these resolutions.

RESOLVED FURTHER THAT notwithstanding the above where in any financial year, the Company incur 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 Section II of part II of Schedule V to the Companies Act, 2013 or other limits specified in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mrs. Kavita Devi Kothari is appointed as Whole Time Director on Board liable to retire by rotation.”

By order of the Board
For KOTHARI FERMENTATION AND BIOCHEM LIMITED

Sd/-
Silky Gupta
Company Secretary
ACS 57285

Date: 25th August, 2022
Place: New Delhi

Regd. Office:

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

NOTES

The MCA Vide General Circular No. 2/2022 dated 05.05.2022 has extended the facility of holding AGM by VC/OAVM for the financial year 2021-22 upto 31.12.2022. The deemed venue for the 32nd AGM shall be the Registered Office of the Company. Members can attend and participate in the ensuing AGM through VC/ OAVM.

In compliance with the provisions of the Companies Act, 2013 (“Act”) read with rules / circulars issued thereunder and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with circulars issued thereunder, the Annual General Meeting (“AGM”) of the Company can be held through Video Conference (“VC”), without the physical presence of the shareholders at a common venue. The registered office of the Company shall be deemed to be the venue of meeting for the purpose of recording of the minutes of the proceedings of the AGM.

1. In terms of the aforesaid circulars since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under section 105 of the Act will



not be available for the 32nd AGM. However, in pursuance of section 112 and section 113 of the Act, representatives by Body Corporates may be appointed for the purpose of voting through remote e-voting, for participation in the 32nd AGM through VC/OAVM facility and e-voting during the AGM.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e- voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes. The Notice calling the AGM has been uploaded on the website of the Company at www.kothariyeast.in, as part of the Annual Report for financial year 2021-22. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Ltd at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
6. Corporate Members intending to attend and vote during the meeting or by Remote e-voting through their authorised representative(s) pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution/ Authority Letter/ Power of Attorney, authorising their representatives at Company's email id viz. info@kothariyeast.in
7. The Register of Member and Share Transfer Books will remain closed from Saturday, 17th September, 2022 to Saturday, 24th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
9. In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company during the Meeting.
11. The Company is providing facility for voting through electronic means before the date of AGM (Remote e-voting) as prescribed by the Companies (Management and Administration) Rules, 2014 and voting through electronic means during the AGM (E-Poll) available for such Members who are attending the Meeting and have not already cast their vote(s) by Remote e-voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice separately.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH13.

Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company.



14. SEBI has mandated that listed companies shall, while processing investor service requests pertaining to issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of share certificate, endorsement, sub-division / splitting / consolidation of share certificates, transmission, transposition etc. issue securities only in demat mode. In view of this as also to eliminate all risks associated with physical shares and to get inherent benefits of dematerialization, shareholders holding shares in physical form are advised to avail of the facility of dematerialization.
15. SEBI vide its circular dated November 03, 2021 and December 14, 2021 has mandated shareholders holding securities in physical form to furnish PAN, Nomination Details, Contact details (Address with PIN, Mobile number and Email address), Bank account details (bank name, branch name, account number and IFS code) and Specimen signature before they could avail any investor service. Folios wherein any one of the above mentioned details are not available by April 01, 2023, shall be frozen. The relevant forms prescribed by SEBI for furnishing the above details are available on the website of the Company (www.kothariyeast.in). The concerned shareholders are requested to register / update the above mentioned details by submitting the prescribed forms duly filled and signed by the registered holders, by e-mail from their registered e-mail address to info@kothariyeast.in or by submitting a physical copy thereof to the RTA, Abhipra Capital Limited, Ground Floor- Abhipra Complex, Dilkhush Industrial Area, A-384, G.T. Karnal Road, Azadpur, Delhi-110033.
16. Shareholders holding shares in dematerialised mode are requested to register / update their PAN, Nomination Details, Contact details (Address with PIN, Mobile number and Email address), Bank account details (bank name, branch name, account number and IFS code) and Specimen signature with the relevant Depository Participant.
17. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.Kothariyeast.in in the Investors Section, as soon as possible after the Meeting is over.
18. Members are requested to notify immediately:
 - I. **In case shares are held in physical form:** any change in address, if any, to the Company at 16, Community Centre, 1st Floor, Saket, New Delhi-110017, India or to the Registrar and Share Transfer Agent of the Company viz. Abhipra Capital Limited, Ground Floor- Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi-India quoting their folio number.
 - II. **In case shares are held in dematerialised form:** any change in address, if any, to their Depository Participants.
 - III. **Process for those members whose email ids are not registered:**
 - a) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder along with scan copy of any one valid share certificate (front and back both) by email to info@kothariyeast.in
 - b) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 21st September, 2022 at 9:00 A.M. and ends on Friday, 23rd September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting



Type of shareholders	Login Method
	<p>service provider i.e. NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p>  
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders, (other than Individual shareholders) holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
 - 3. Now you are ready for e-Voting as the Voting page opens.
 - 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- General Guidelines for shareholders**
- 1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vijay.sharma@vkscosecy.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
 - 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sono Singh, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@kothariyeast.in
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@kothariyeast.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



KOTHARI FERMENTATION AND BIOCHEM LIMITED

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at info@kothariyeast.in atleast 10 days in advance . The same will be replied by the company suitably. The queries on accounts not sent in advance , may not be entertained during the meeting.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker, may send their request mentioning their name, demat account number/folio number, email id, mobile number at info@kothariyeast.in atleast 10 days in advance.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Other instructions

- a) 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 17th September, 2022**.
- b) 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.
- c) Mr. V.K. Sharma, Practising Company Secretary (Membership No. – FCS -3440) has been appointed as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.
- d) The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through Remote e-voting and E-Poll, in the presence of at least two witnesses not in the employment of the Company, and make not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
- e) The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.kothariyeast.in immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be simultaneously forwarded to the BSE Limited.

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

ITEM NO. 4

Mr. Pramod Kumar Kothari was re-appointed by Shareholders in their meeting held on 28th September, 2018 as Chairman and Managing Director, for a period of 5 years w.e.f 1 April, 2018 to 31st March, 2023. The term of Mr. Pramod Kumar Kothari as Chairman and Managing Director will end on 31st March, 2023.



KOTHARI FERMENTATION AND BIOCHEM LIMITED

Mr. Pramod Kumar Kothari satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Subsection (3) of Section 196 of the Act for being eligible for extension and is not disqualified from being re-appointed as Chairman and Managing Director in terms of Section 164 of the Act.

The Board of Directors of the Company in its meeting held on 25th August, 2022, on recommendation of Nomination and Remuneration Committee and subject to the shareholders' approval has approved re-appointment of Mr. Pramod Kumar Kothari as Chairman and Managing Director of the Company for a further period of 5 years w.e.f. 1st April, 2023 to 31st March, 2028.

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 held on 25th August, 2022 and on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the Pay Scale of Mr. Pramod Kumar Kothari, Chairman & Managing Director from earlier approved pay scale of Rs. 2,50,000-50,000-4,00,000 to Rs. 4,50,000-50,000-6,50,000 there by providing increase of Rs. 50,000 p.m. from 1st April every year during his tenure i.e. upto 31.03.2028.

Mr. Pramod Kumar Kothari and his relatives (including Mrs. Kavita Devi Kothari, Whole-Time Director and Mr. Siddhant 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.

Considering his expertise, knowledge and experience, the Board considers the appointment of Mr. Pramod Kumar Kothari as the Chairman and Managing Director, to be in the interest of the Company and in view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, recommends the Ordinary Resolution as set out in the accompanying Notice for the approval of the Members.

The details of Mr. Pramod Kumar Kothari, as required to be given pursuant to the Companies Act, SEBI (LODR) Regulations 2015 and Secretarial Standards, are attached to the Notice.

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.

ITEM NO. 5

Mrs. Kavita Devi Kothari was re-appointed by Shareholders in their meeting held on 28th September, 2018 as Whole Time Director, for a period of 5 years w.e.f 1 April, 2018 to 31st March, 2023. The term of Mrs. Kavita Devi Kothari as Whole Time Director will end on 31st March, 2023.

Mrs. Kavita Devi Kothari satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Subsection (3) of Section 196 of the Act for being eligible for extension and is not disqualified from being re-appointed as Whole Time Director in terms of Section 164 of the Act.

The Board of Directors of the Company in its meeting held on 25th August, 2022, on recommendation of Nomination and Remuneration Committee and subject to the shareholders' approval has approved re-appointment of Mrs. Kavita Devi Kothari as Whole Time Director of the Company for a further period of 5 years w.e.f. 1st April, 2023 to 31st March, 2028.

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 held on 25th August, 2022, and on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the Pay Scale of Mrs. Kavita Devi Kothari, Whole Time Director from earlier approved pay scale of Rs. 2,25,000-50,000-3,75,000 to Rs. 4,25,000-50,000-6,25,000 there by providing increase of Rs. 50,000 p.m. from 1st April every year during her tenure i.e. upto 31.03.2028.

Mrs. Kavita Devi Kothari and her relatives (including Mr. Pramod Kumar Kothari, Chairman and Managing Director and Mr. Siddhant 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.

Considering her expertise, knowledge and experience, the Board considers the appointment of Mrs. Kavita Devi Kothari as the Whole Time Director, to be in the interest of the Company and in view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, recommends the Ordinary Resolution as set out in the accompanying Notice for the approval of the Members.

The details of Mrs. Kavita Devi Kothari, as required to be given pursuant to the Companies Act, SEBI (LODR) Regulations 2015 and Secretarial Standards, are attached to the Notice.

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.

**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 and Secretarial Standard 2 issued by ICSI.)

1. Mr. Siddhant Kothari (DIN: 08620559)

Mr. Siddhant Kothari is presently the Whole Time 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 his appointment. Mr. Siddhant Kothari aged about 28 years is holding degree of B.E. In Mechanical Engineering from BITS, Pilani, Dubai Campus and MS in Computer Science from University of Chicago. He is son of Shri Pramod Kumar Kothari, Managing Director of the Company and Smt. Kavita Devi Kothari, Whole Time Director of the Company. He is having experience around more than 4 years in manufacturing business of yeast. He has been successfully handling all technical matters of the Company.

He holds 37,27,000 Equity Shares of face value of Rs.10/- each, constituting around 24.85 % of the total paid-up share capital of the Company.

His appointment is liable to retire by rotation.

The disclosure of relationships between Directors inter-se with the Non-Executive Directors is separately provided later in the report on Corporate Governance.

2. Mr. Pramod Kumar Kothari (00086145)

Mr. Pramod Kumar Kothari 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 57 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 32 years. He looks after technical, legal 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 4.76% of the total paid-up share capital of the Company. His appointment is liable to retire by rotation and his reappointment would not constitute a break in his tenure.

He is also a Director in Kothari Thermoplast Private Limited, San Kothari Lifecare private limited (in the process of Strike off), and Chaudhry Brothers Traders and Builders Private Limited but does not hold membership of any committees of the Board of such other Company.

His appointment is liable to retire by rotation.

The disclosure of relationships between Directors inter-se with the Non-Executive Directors is separately provided later in the report on Corporate Governance.

3. Ms. Kavita Devi Kothari (00120415)

Mrs. Kavita Devi Kothari is presently the Whole Time Director of the Company. She 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 her appointment.

Mrs. Kothari aged about 55 years is a Graduate and has a considerable experience of Finance and Marketing functions. Her strong entrepreneurial skills, as also an undying commitment and belief in her abilities, have been instrumental in bringing KFBL to its present position.

She holds 7,30,800 Equity Shares of face value of Rs.10/- each, constituting around 4.9 % of the total paid-up share capital of the Company.

She is also a Director in M/s. Chaudhry Brothers Traders And Builders Private Limited, Kothari Thermoplast Private Limited and San Kothari Lifecare Private Limited (in the process of Strike off) but does not hold membership of any committees of the Board of such other Company.

Her appointment is liable to retire by rotation.

The disclosure of relationships between Directors inter-se with the Non-Executive Directors is separately provided later in the report on Corporate Governance.

By order of the Board
For KOTHARI FERMENTATION AND BIOCHEM LIMITED

Sd/-
Silky Gupta
Company Secretary
ACS 57285

Date: 25th August, 2022

Place: New Delhi

Regd. Office:

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