



KOTHARI FERMENTATION AND BIOCHEM LTD.
REGD. OFFICE: 16, COMMUNITY CENTRE, 1ST FLOOR, SAKET, NEW DELHI-110017
TEL. : 26517665, 26963167, 26850004, FAX : 91-011-51664840
E-mail : kothari@spectranet.com

**PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING
OF
KOTHARI FERMENTATION AND BIOCHEM LTD.,
Regd. Office : 16, 1ST FLOOR, COMMUNITY CENTRE, SAKET,
NEW DELHI – 110 017**

The 21st Annual General Meeting of the Company was held at "Bipin Chandra Pal Memorial Trust Auditorium", Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi-110019 at 02.30 P.M. on Friday the 30th September, 2011.

The meeting was conducted in the presence of Sh. M. L. Kothari, Chairman & Managing Director, Mr. Pramod Kothari, Managing Director.

The meeting started at 02.30 P.M. sharp when the quorum was present. Sh. M. L. Kothari, Chairman & Managing Director informed the shareholders that the Register of Members and that of the Directors' Shareholding were open for inspection at the place of the meeting.

Thereafter the Chairman read his speech in which he highlighted the Company's current performance and future prospects.

Next, the Auditors' Report was read out by the Company Secretary of the company.

Thereafter, Chairman proceeded on the businesses set out in the notice of the Annual General Meeting one by one. The Chairman replied to the satisfaction of members on the queries raised by them. All the resolutions thereto were passed by the shareholders unanimously. A certified true copy of the resolutions passed in the A.G.M. is enclosed herewith.

The Meeting was concluded with a vote of thanks to the chair by one of the members.

**Yours faithfully,
for KOTHARI FERMENTATION & BIOCHEM LTD.,**


**(Pramod Kumar Kothari)
Managing Director**



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Certified true copy of resolutions passed by shareholders of KOTHARI FERMENTATION AND BIOCHEM LTD., at 21st Annual General Meeting of the company, held at "Bipin Chandra Pal Memorial Trust Auditorium", Satindra Mohandev Charitable Medical Centre, A-81, Chittranjan Park, New Delhi-110019 at 02.30 P.M. on Friday the 30th September, 2011.

AS ORDINARY RESOLUTION

1. Resolution for adoption of accounts:

"RESOLVED THAT the audited Profit & Loss Account for the year ended on 31st March, 2011 and audited Balance Sheet as at 31st March 2011 together with Directors' and Auditors' Reports thereon be and are hereby received, approved and adopted".

2. Resolution for appointment of Mr. Kapil Dev Puri, as a Director being eligible and offers himself for appointment, in place of Mr. Mal Chand Sharma who retire by rotation in the ensuing annual general meeting.

"RESOLVED THAT Mr. Kapil Dev Puri appointed as a Director in place of Mr. Mal Chand Sharma, who retires by rotation and does not offers himself for re-appointment. be and is hereby appointed as a Director of the Company liable to retire by rotation".

3. Resolution for re-appointment of M/s Nahata Jain & Associates, Chartered Accountants,, as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

"RESOLVED THAT M/s Nahata Jain & Associates, Chartered Accountants, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and that the Chairman & Managing Director, be and is hereby authorised to fix their remuneration for the said period."

Certified True Copy
for KOTHARI FERMENTATION & BIOCHEM LTD.


(Pramod Kumar Kothari)
Managing Director