



# **ANNUAL REPORT**

## **2019-20**

**Kothari Fermentation & 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**BOARD OF DIRECTORS**

Pramod Kumar Kothari	Chairman and Managing Director
Kavita Devi Kothari	Whole-Time Director
Siddhant Kothari	Additional Director
Prasanna Kumar Pagaria	Non-executive Independent Director
Hemendra Patsingh Dugar	Non-executive Independent Director
Piyush Kumar Goel	Non-executive Independent Director

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Kavita Tanwar

**CHIEF FINANCIAL OFFICER**

Arun Kumar Sekhani

**BANKERS**

Punjab National Bank  
State Bank of India  
ICICI Bank Limited  
HDFC Bank

**AUDITORS**

KOTHARI KULDEEP & Co.  
Chartered Accountants  
New Delhi

**REGISTERED OFFICE**

1st Floor, 16, Community Centre, Saket,  
New Delhi - 110017

**FACTORY**

Village Rajarampur  
Industrial Area, Sikandrabad  
Distt. Bulandshahr (U.P.)

**SHARE TRANSFER AGENT****Abhipra Capital Limited**

Ground Floor-Abhipra Complex,  
Dilkhush Industrial Area, A-387,  
G.T. Karnal Road, Azadpur, Delhi-110033

**CONTENTS**

	<b>Page No.</b>
Notice .....	02
Directors' Report .....	13
Management Discussion & Analysis Report .....	22
Report on Corporate Governance .....	24
Auditors' Report .....	37
Balance Sheet .....	43
Statement of Profit & Loss .....	44
Cash Flow Statement .....	45
Notes to Financial Statement .....	47



## KOTHARI FERMENTATION AND BIOCHEM LIMITED

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

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Website: [www.kothariyeast.in](http://www.kothariyeast.in)

### NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the THIRTIETH ANNUAL GENERAL MEETING of the members of "KOTHARI FERMENTATION AND BIOCHEM LIMITED" will be held on Friday, the 20<sup>th</sup> day of November, 2020 at 11:00 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 31<sup>st</sup> of March, 2020, 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.

#### AS SPECIAL BUSINESS

##### Alteration of Memorandum of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

##### Item No. 3

To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause III, the Object Clause, of the Memorandum of Association of the Company and alteration of nomenclature of applicable Companies Act in the MOA:

**RESOLVED THAT** pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorised Committee or individual Director) is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for altering the existing main object clause in the Memorandum of Association ("MOA") of the Company and adoption of new set of

MOA in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the following modifications and amendments in the existing MOA wherever required under the applicable provisions.

- a. The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required
- b. The existing Part A of Clause III of the MOA shall now be titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:".
- c. The existing Object Clause III A (1) to (4) remains same and the following new Object Clauses as III A (5) to (22) shall be inserted namely:

- III A (5) To carry on business of manufacturers of and dealers in sugar, gur, khandsari, sugar-chocolates, toffees and such other allied products thereof.
- IIIA (6) To cultivate, grow, produce, or deal in any agriculture, vegetable or fruit products, processed foods and extruded snacks and to carry on all or any of the business of farmers, dairyman, milk contractors, dairy farmers, millers surveyors and vendors of milk and milk products condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealer in corn, hay, and straw, seedsmen and nursery men and to buy, sell, manufacture, and trade in any goods usually traded in any of the above business or any other business inclusive of staple food and medicinal preparations from milk, vegetable and animal products or any substitute for any of them Associated with the farming interest.
- IIIA (7) To manufacture and deal in all chemical products and their intermediates, dyes, drugs, medicines and pharmaceuticals, petroleum and its products, and derivatives, paints, products, and derivatives paints, and varnishes, explosives and ammunitions, vegetable oil, their products and derivatives, all types of heavy chemicals and sizing and finishing materials photographic chemicals, clay and boards including straw boards glycerin and allied products, industrial and pharmaceutical organic and inorganic chemical fertilizers, pesticides, manures, fungicides and allied products, fats, wares and their products, hides skins and leather.
- IIIA (8) To carry on the business of manufacturers of or dealers in textiles, such as manmade fibres, cotton, silk, jute, woolen and synthetics.



## KOTHARI FERMENTATION AND BIOCHEM LIMITED

- IIIA (9) To carry on the business as manufacturers dealers, stockists, exporters and importers of industrial machinery of all types, including yeast manufacturing and fermentation machineries, bearing, speed reduction units, pumps, machine tools and agricultural machinery and earthmoving machinery including road rollers, loaders, shovels and dozers, dumpers drag lines and light engineering goods including cycles and sewing machines and their components.
- IIIA (10) To carry on the business as manufacturers dealers, stockists, exporters and importers of forging, casting, stamping of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression moulding and steel products of all kinds.
- IIIA (11) To carry on the business as manufacturers, dealers, stockists, importers and exporters, suppliers and commission agents and to carry on the business of wholesale and retail in all kinds of merchandise such as textile, yarn, steel, spices, dry fruits, chemicals, dyes and grains .
- IIIA (12) To carry on the business of timber and timber merchants, lumberyard and saw mill proprietors and to buy, sell, prepare for market, import, export and deal in timber and wood of all kind and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used to carry on the business of logging and lumbering purchasing, acquiring and leasing timber berths.
- IIIA (13) To carry on the business of manufacturers of and dealers in flour, rava, maida, biscuits, bread, chocolates and other sweets of every description, oils of all kinds and to buy, sell, manipulate or deal with wholesale and retail grains, seeds, pulses and commodities.
- IIIA (14) To carry on the business as manufacturers of or dealers in or stockists, importers and exporters of packing materials, cartons, containers, boxes and case made of paper, boards wood glass, plastic, pulp, cellulose films, poethelene rubber metals, metal foils, gelatine, tinflexible treated laminated or other materials.
- IIIA (15) To carry on the business of manufacture, importers, exporters and dealers in all types of anti corrosion and insulation materials, chemicals, equipment and components used for application in anti-corrosive, insulation and anti-fouling appliances methods and processes .
- IIIA (16) To carry on the business of manufactures, importers and exporters of and dealers in ferrous and nonferrous castings of all kinds and in particular steel, chilled and maileable castings, special alloy castings, gun-metal, copper, brass and aluminium castings and foundry work of all kinds.
- IIIA (17) To produce steel bricks and bails from steel scrap and cast iron scrap.
- IIIA (18) To carry on business as bakers and manufacturers of and dealers in bread flour, rava, maida biscuits and farinaceous compound and materials of every description.
- IIIA (19) To carry on business as breweries distillers and manufacturers of and merchants and dealers in vinegar, acetic acid, glucose, wines, spirits, beers, Porter malt, shops, malt, shops, grain meal, yeast, aerated water carbonic acid gas mustard pickles, cocoa, coffee and sauces condiments of all kinds.
- IIIA (20) To carry on the business of manufacture and sale of patent medicines and preparations and generally to carry on the business of manufacturers, buyers, and sellers of and dealers in all kinds of medicines and medical preparations and drugs.
- IIIA (21) To carry out trading, import-export of all ferrous and non-ferrous minerals and metals.
- IIIA (22) To carry out trading, import-export of copper, manganese, Nickel, cobalt, aluminium, chromium and all other non ferrous and ferrous ores and metals business. To deal in the mining and beneficiation of the above non ferrous and ferrous ores.
- d. **The existing Part B of Clause III of MOA shall now be titled as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:”.**
- e. **Insertion of following new sub-clauses in Part B of Clause III of MOA after the sub-clause 42**
43. “To undertake Corporate Social Responsibility (‘CSR’) activities in terms of the provisions of the Companies Act, 2013 and the Rules made there under or in such other manner as the Company deems fit.”
- f. **The existing Part C of Clause III titled “OTHER OBJECTS” comprising of the existing sub-clauses (1) to (84) be deleted inline with the requirements of the Companies Act, 2013.**

**RESOLVED FURTHER THAT** in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”



## KOTHARI FERMENTATION AND BIOCHEM LIMITED

### Item No. 4

**To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause IV, the Liability Clause, of the Memorandum of association of the Company:**

**“RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder, the existing Clause IV of the Memorandum of Association (“MOA”) of the Company be and are hereby altered by replacing and substituting the same with the following new clause;

**Clause IV.** “The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

**RESOLVED FURTHER THAT** the Board of Directors/Company Secretary be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary, proper or expedient to give effect to the above resolution”

### Item No. 5

**To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to authorize the Board of Directors for borrowing money u/s 180(1)(c):**

**“RESOLVED THAT** in supersession of the Special Resolution passed at the 24th Annual General Meeting held on 29.09.2014 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 in the form of funded or non funded credit facilities, apart from temporary loans obtained/ to be obtained from the Bankers/ Financial Institutions/ Body corporates in the ordinary course of business, shall not be in excess of Rs 120 crores (Rs. One Hundred 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 / Company Secretary of the company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and expedient to give effect to this resolution.”

### Item No. 6

**To consider and, if thought fit, to pass the following resolution, as a 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 Special Resolution passed at the 24th Annual General Meeting held on 29.09.2014 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 (funded or non funded credit facilities), 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 / Company Secretary of the company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and expedient to give effect to this resolution.”

### Item No.7

**To appoint Mr. Siddhant Kothari (DIN: 08620559) as Whole Time Director, Executive Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** Mr. Siddhant Kothari (DIN: 08620559), who was appointed as an Additional Director of the Company with effect from August 29, 2020 under section 161(1) of the Companies Act, 2013(“the Act”) and Article of Association of the Company by the Board of Directors and who holds office upto the date of this (30<sup>th</sup>) Annual General Meeting of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a 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 appoint Mr. Siddhant Kothari (DIN: 08620559, as Whole Time Director of the Company for a period of 5 years with effect from 29<sup>th</sup> August,2020.



## KOTHARI FERMENTATION AND BIOCHEM LIMITED

**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 Rs. 80,000 /- per month w.e.f. 29<sup>th</sup> August, 2020, in the pay scale of Rs.80,000 – 10,000 -1,20,000 thereby providing increase of Rs.10,000 per month w.e.f. 29<sup>th</sup> August every year.
- 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) The Company shall reimburse medical and hospital Expenses incurred for self and family members.
- f) Group Mediclaim insurance as per the rules of the Company.
- g) Reimbursement of leave travel concession as per the rules of the Company.
- h) 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 Mr. Siddhant 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. Siddhant Kothari (DIN: 0008620559) is appointed as Whole Time Director on Board liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors / Company Secretary of the company, be and is hereby authorized to do all such acts, deeds, things, matters and to execute all such documents as may be deemed necessary in this regard."

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

Sd/-  
**Kavita Tanwar**  
Company Secretary  
ACS - 29486

**Date: 29<sup>th</sup> August, 2020**  
**Place: New Delhi**

**Regd. Office:**

16, Community Centre,  
1<sup>st</sup> Floor, Saket,  
New Delhi – 110 017.

**NOTES**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM may be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Accordingly AGM of the Company will be convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020 and Members can attend the ensuing AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and vote through electronic platform during the Meeting.

2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. 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



## KOTHARI FERMENTATION AND BIOCHEM LIMITED

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.

4. 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.
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 30<sup>th</sup> 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](http://www.kothariyeast.in), as part of the Annual Report for financial year 2019-20. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Ltd at [www.bseindia.com](http://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](http://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](mailto:info@kothariyeast.in)
7. The Register of Member and Share Transfer Books will remain closed from Friday, 13<sup>th</sup> November, 2020 to Friday, 20<sup>th</sup> November, 2020 (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 under Note No. 25.
12. 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, 1<sup>st</sup> 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](mailto:info@kothariyeast.in)
    - b) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant.
13. 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.
14. 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 SH.13.

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.
15. Members holding shares under multiple folios are requested to submit their applications to RTA for consolidation of folios into a single folio.





16. The recorded transcript of the forthcoming AGM on 20<sup>th</sup> November, 2020 shall also be made available on the website of the Company [www.Kothariyeast.in](http://www.Kothariyeast.in) in the Investors Section, as soon as possible after the Meeting is over.
17. 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 can submit their PAN to the Company / Abhipra Capital Limited (Registrar & Share Transfer Agent).
18. As per Regulation 40 of SEBI Listing Regulations as amended, SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019.

In view of the above, members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares, for ease of portfolio management and to avail various benefits of dematerialisation. Members can contact the Company or RTA for assistance in this regard.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

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) **from 17<sup>th</sup> November, 2020 to 19<sup>th</sup> November, 2020.**

#### **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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details 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. 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 in process for those shareholders whose email ids are not registered mentioned in step 2.
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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](mailto:vijay.sharma@vkscosecy.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:info@kothariyeast.in)



#### 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 AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops or Personal Computers for better experience.
3. Further Members will be required to allow Web 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/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](mailto:info@kothariyeast.in) atleast 10 days in advance.
6. 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](mailto:info@kothariyeast.in). The same will be replied by the company suitably. The queries on accounts not sent in advance, may not be entertained during the meeting.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. **The remote e-voting period commences on Tuesday, 17<sup>th</sup> day of November 2020 (9.00 a.m.) and ends on Thursday, 19<sup>th</sup> November, 2020 (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 13<sup>th</sup> day of November, 2020**, may cast their votes electronically.
9. **Other instructions**
  - a) 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - b) 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).
  - c) 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 13<sup>th</sup> November, 2020**.
  - d) 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - e) 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.
  - f) 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.
  - g) The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.kothariyeast.in](http://www.kothariyeast.in) and on the website of NDSL viz. [www.evotingindia.com](http://www.evotingindia.com) 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.