



KOTHARI FERMENTATION AND BIOCHEM LTD.

CIN : L72411DL1990PLC042502

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

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

Web : www.kothariyeast.in

To,

6th October, 2015

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

Ref: Scrip Code No. 507474

Subject: Submission of Quarterly Corporate Governance Report for the Quarter
Ended 30th September, 2015

Dear Sir,

Please find enclosed herewith the Corporate Governance Report for the Quarter Ended 30th September, 2015, as per the format given in Annexure XI of the Clause 49 of the Listing Agreement.

We hope that you will find the above in order.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours sincerely,

For KOTHARI FERMENTATION & BIOCHEM LIMITED

Isha Gupta
Company Secretary

Encl.: as above

To,

6th October, 2015

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

Ref: Scrip Code No. 507474


Quarterly Compliance Report on Corporate Governance

Name of the Company: **Kothari Fermentation & Biochem Ltd.**
& Regd. Office **16, Community Centre, 1st Floor, Saket, New Delhi –110017**

Quarter Ending on : **30th September, 2015**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
1	2	3	4
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The composition of the Board is 2 Executive Directors & 3 Non-Executive Independent Directors (Total 5 Directors). One of the Executive Director is a woman director.
(B) Independent Directors	49(IIB)	Yes	3 Independent Directors are on the Board of the Company complying with the provisions of Clause 49. Chairman being the Executive Director, half of the Board comprise of Independent Directors.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-----
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-----
(E) Code of Conduct	49 (IIE)	Yes	KFBL has already adopted the Code of Conduct for Director & Senior Management Personnel as per the New Listing Agreement.
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is in place which is uploaded on the website of the company i.e. www.kothariyeast.in
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The composition of the Audit Committee is 3 Non-Executive Independent Directors.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Audit Committee meetings are held regularly as per the Listing Agreement.
(C) Powers of Audit Committee	49 (IIIC)	Yes	-----
(D) Role of Audit Committee	49 (IIID)	Yes	-----

For Kothari Fermentation & Biochem Ltd.


Company Secretary

(E) Review of Information by Audit Committee	49 (III E)	Yes	-----
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Committee consists of 3 Non-Executive Independent Directors.
V. Subsidiary Companies	49 (V)	N.A.	The Company has no Subsidiary Company
VI. Risk Management	49 (VI)	N.A.	-----
VII. Related Party Transactions	49 (VII)		Related Party Transaction Policy is in place which is uploaded on the website of the company i.e. www.kothariyeast.in
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There was no Material Transactions with related parties during the quarter ended 30.09.2015.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Complied in the Annual Report of 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	Complied in the Annual Report of 2014-15.
(D) Management	49 (VIII D)	Yes	Complied in the Annual Report of 2014-15.
(E) Shareholders	49 (VIII E)	Yes	Complied in the Annual Report of 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	N.A.	Company has not come out with any Public Issues, Rights Issues, Preferential Issues, etc.
IX. CEO/CFO Certification	49 (IX)	Yes	CEO/CFO certificate for the year ended 31 st March, 2015 was placed in the Board Meeting held on 14 th August, 2015.
X. Report on Corporate Governance	49 (X)	Yes	(i) Complied in Annual Report of 2014-15. (ii) Quarterly compliance reports are being submitted to the Stock Exchanges regularly within 15 days from the end of each quarter.
XI. Compliance	49 (XI)	Yes	Complied in the Annual Report of 2014-15.

For Kothari Fermentation & Biochem Ltd.


Company Secretary