

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

13th July, 2015

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 June, 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	-----
(E) Review of Information by Audit Committee	49 (IIIE)	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 30.06.2015.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.
(D) Management	49 (VIII D)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.
(E) Shareholders	49 (VIII E)	Yes	For the year 2014-15 will be complied in 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 30 th May, 2015. For the year 2014-15 will be complied in Annual Report of 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	(i) For the year 2014-15 will be 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	For the year 2014-15 will be complied in Annual Report of 2014-15.