

Kore Foods Limited

Registered Office: Vision House, Tivim Industrial Estate, Mapusa Goa 403 526
Tel No. (0832) 2257729

CIN L33208GA1983PLC000520

9th September, 2022

To

Bombay Stock Exchange
P. J. Towers,
25th Floor,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 500458

Dear Sir,

Subject: Notice of 39th Annual General Meeting.

Enclosed please find the Notice of 39th Annual General Meeting of the company which is scheduled on Friday 30th September, 2022 at 11.00 AM. This notice is already filed with the stock exchange alongwith Annual Report.

Thanking You.

Yours faithfully,
for Kore Foods Limited


Puja Joshi

Company Secretary –cum–Compliance Officer



Encl: As above.

Board of Directors

Sadashiv V. Shet - Chairman
 Abdullah Y. Fazalbhoy - Director
 Kundapoor D. Bhat - Director
 Sayed Abbas - Director
 Mona D'souza - Director
 John Silveira - Managing Director
Company Secretary - Cum- Compliance Officer
 Puja Joshi

Chief Financial Officer

Shalini Lobo

Registered Office

Vision House, Tivim Industrial Estate,
 Mapusa, Goa 403 526

Factory

Mauxi Road, Valpoi, Sattari - Goa

Auditors

S V Shah & Associates
 Chartered Accountants, Mumbai

Secretarial Auditor

Girija G. Nagvekar
 Panaji, Goa

Solicitors

Vigil Juris-Mumbai

Registrar and Transfer Agent

Datamatics Business Solutions Ltd.,
 Plot No. B-5, Part B, Cross Lane, MIDC
 Marol, Andheri (E), Mumbai 400 093

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IMPORTANT COMMUNICATION TO MEMBERS

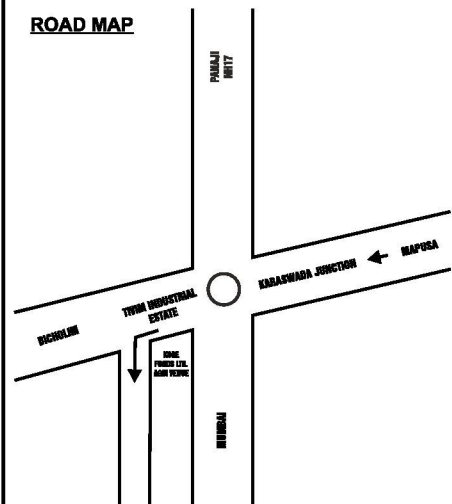
In view of Covid-19 Pandemic, Ministry of Corporate affairs has issued circular No. 20/2020 dated 05.05.2020 and circular No. 02/2022 dated 05.05.2022 and securities And Exchange Board of India has issued circular No. SEBI / NO/ CFD/CMD2/CIR/P/2022/62 dated 13/05/2022 informing that the Annual Report of 2021-22 be dispatched to the Members only through electronic means. Accordingly the Company will send the Annual Report to the Members only through electronic means and the same will be available on the website of the Company at www.korefoods.in

The Ministry of Corporate Affairs has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the Companies, and issued circulars stating that service of notices/documents including Annual Reports can be effected to its members in electronic form.

In order to fully support this Green Initiative of the Ministry, members are requested to come forward and register their email addresses, and update the same from time to time.

Members holding their shares in demat form may please register their email addresses with their concerned Depository Participants.

Members holding their shares in physical form may intimate their email addresses either to the Company by sending a email mentioning their Folio Numbers, address and self attested copy PAN card and Aadhaar card to the company at companysecretary@korefoods.in or to the company's Registrar & Share Transfer Agent at investorsqry@datamaticsbpm.com.
 Company's Website : www.korefoods.in

ROAD MAP

KORE FOODS LIMITED

Registered Office: Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526

Tel: (0832) 2257729, CIN: L33208GA1983PLC000520

Email: companysecretary@korefoods.in

Website: www.korefoods.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of Kore Foods Limited will be held on Friday, 30th September, 2022 at 11.00 a.m at Vision House, Tivim Industrial Estate, Mapusa, Goa, 403526, in person and through Video Conferencing (VC)/Other Audio Visual means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No. 01: Adoption of Financial Statements.

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 and the Reports of the Board of Directors' and Auditors' thereon.

Item No. 02: Re-appointment of Director retiring by Rotation.

To appoint a Director in place of Mr. Abdullah Fazalbhoy (DIN: 02120039) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 03: Appointment of Statutory Auditors.

To appoint Statutory Auditors and fix their remuneration and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. V. C. Shah & Co., Chartered Accountants (Firm Registration Number 109818W) be and are appointed as Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 39th Annual General Meeting until the conclusion of 44th Annual General Meeting of the Company, on such remuneration and terms as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the said Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

Item No. 04: Re-appointment of Mr. John Escolastico Silveira as Managing Director of the Company.

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any of the Companies Act, 2013, ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, this Meeting hereby approves the re-appointment of Mr. John Escolastico Silveira (DIN:06411293) as the Managing Director of the Company for a period of two years with effect from 1st April, 2023 on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) be and is hereby empowered and authorized to vary such terms and conditions including any increase or enhancement in remuneration not exceeding the limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and Mr. John Escolastico Silveira

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 05: Re-appointment of Mr. Sayed Abbas as an Independent Director for five years

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

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Sayed Abbas (DIN: 08057330), Independent Director whose period of office expires on 28th January, 2023 and who has submitted a declaration that he meets the criteria for Independence and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby reappointed as an Independent Director of the Company for a period of five consecutive years from 29th January, 2023 till 28th January, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 06: Approval of Related Party Transactions (RPT) under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and applicable Rules thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the

Company be and is hereby accorded to the Board of Directors to enter into contracts/arrangements/transactions with Cherish Specialties Limited, New Vision Printing Services Private Limited, New Vision Imaging Private Limited, Performance Industries Private Limited, Mr. Abdullah Fazalbhoy and any other related party in the ordinary course of business and on arm's length basis and which are of repetitive nature for (a) sales, purchase or supply of any goods or materials directly or indirectly; (b) availing or rendering of any services whether technical and/or financial or any other; (c) reimbursement of expenses incurred; and (d) acceptance/ repayment of advances against supply, for an aggregate maximum amount not exceeding Rs. 60,00,000/- (Rupees Sixty Lacs Only) for the financial year 2022-23 on such terms and conditions as may be mutually agreed between the Company and the respective related party.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 07: Reclassification of Polaroid Corporation from Promoter Group Category to Public Category:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments made thereof and any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the Company be and is hereby accorded for the re-classification of the status of following shareholder from promoter group to Public shareholder:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	% of the total paid-up Equity Capital
1	Polaroid Corporation	9,00,000	7.73

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Place : Mapusa, Goa

Date : 26.08.2022

CIN#:L33208GA1983PLC000520

**Registered Office:
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.**

**By order of the Board of Directors of
Kore Foods Limited**

**Puja Joshi
(Company Secretary-cum-Compliance Officer)**

NOTES

1. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses mentioned in the Notice is annexed hereto. Also, the relevant details of the directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards on General Meetings (SS-2) are annexed.
2. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs (MCA) vide its Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December 2021 and 2/2022 dated 5th May, 2022 (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter referred to as SEBI Circular) issued by the Securities Exchange Board of India has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) or Physical Presence with restrictions and also send notice of the Meeting and other correspondences related thereto, only through electronic mode. In compliance with the said requirements of the MCA and SEBI Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2022 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith have been sent only to those members whose e- mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice and Annual Report has also been hosted on the website of the Company at www.korefoods.in.

The Notice calling AGM and Annual Report can also be accessed from the website of the Bombay Stock Exchange at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting and e-voting facility for the AGM) at www.evotingindia.com.

In view of the abovementioned Circulars the Company has scheduled its Annual General Meeting with Physical Presence and the Company will also provide VC or OAVM facility to those members who intend to attend the AGM through VC/OAVM. The businesses set out in the Notice will be transacted by the members through remote e-voting or through the e-voting system provided during the meeting while participating through VC/OAVM facility or through physical voting through poll for those attending the meeting physically.

3. The Members can join the AGM in the VC or OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. (Attendance Slip and Proxy Form annexed)
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such a proxy shall not act as a proxy for any other person or shareholders.
The facility of appointment of proxy will not be available for those members who will attend the AGM through VC or OAVM.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through physical presence or VC/OAVM and cast their votes through e-voting.
Corporate Members intending to send their authorised representatives to attend the meeting, are requested to send to the Company a certified true copy of Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.
6. The attendance of the Members attending the AGM physically as well as through VC or OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Members attending the AGM through physical presence are requested to bring their attendance slip duly filled in at the venue for the convenience of the Members and for proper conduct of the AGM.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
9. In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement in the newspapers inter alia, advising the members whose e-mail address are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail addresses.
10. In terms of the MCA Circulars, the businesses set out in the Notice will be transacted by the members through remote e-voting or through the e-voting system provided during the meeting while participating through VC/OAVM facility and in case of members attending the meeting through physical presence through the poll paper at the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (Both days inclusive) for the purpose of AGM.
12. The Companies Registrar and Share Transfer Agents (RTA) are:

Datamatics Business Solutions Limited
Plot No.B-5, Part B, Cross Lane,
MIDC Marol, Andheri (East),
Mumbai 400 093.

13. The Securities and Exchange Board of India 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 the PAN to their Depository Participants with whom they are maintaining the demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
14. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.
15. The Securities and Exchange Board of India ("SEBI") has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1 January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1 April, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant forms prescribed by SEBI in this regard are available on the website of the Company at www.korefoods.in
16. Members who have not registered their email addresses so far are requested to do so for receiving all communications including annual reports, notice, circulars, etc. from the Company electronically.
17. Members holding shares in electronic form are requested to intimate immediately any change in address to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form are requested to advise any changes in their address immediately to the Company / RTA.
18. Relevant documents referred to in the accompanying Notice and the Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) and required Registers under the Act are available for inspection at the registered office of the Company during the working hours except Saturdays, Sundays and public holidays between 10.00 a.m. to 5 p.m. prior to date of AGM. On request of the Members the documents will also be sent through electronic mode.
19. Route map giving directions to reach the venue of the Annual General Meeting is given at the beginning of the Annual Report.
20. In compliance with the provisions of section 108 of the Companies Act, 2013, process and manner of voting through electronic means is as under:
 - (i) Read with 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 (as amended), and MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 23rd September, 2022 shall be entitled to avail the facility of remote e-voting or e-voting or voting through poll during the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.
- (iii) A member who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Friday, 23rd September, 2022 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting or voting through poll paper during the AGM by following the procedure mentioned in the Notice.
- (iv) The Remote e-voting will commence on Tuesday, 27th September, 2022 at 9.00 a.m. and will end on Thursday 29th September, 2022 at 5.00 p.m. During this period the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a Resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) As per the MCA Circular No.20/2020 dated 05.05.2020 and Circular No. 2/2022 dated 05.05.2022 all the resolutions of the AGM will be passed through E-voting or poll. E-voting facility will be provided to the Members during the Meeting who attends the Meeting through VC/OAVM and for Members attending the meeting physically the facility for voting through poll paper would be made available at the AGM. Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their rights at their meeting through E-Voting or poll paper as the case may be. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting but shall not be entitled to cast their vote again.
- (vii) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date 23rd September, 2022 .
- (viii) The Board of Directors has appointed Mr. Shivaram Bhat, Practising Company Secretary (ACS 10454; CP No 7853) to act as the Scrutinizer for conducting the remote voting and e-voting and voting through ballot paper during the AGM process in a fair and transparent manner.

- (ix) The results of remote e-voting and e-voting system and ballot paper voting provided in the meeting shall be aggregated and declared within two working days of the conclusion of the Annual General Meeting of the Company.
- (x) The procedure and instructions for remote e-voting are as follows:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders by way of a single login credential through their demat accounts website of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (ii) In terms of SEBI circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the E voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is

<p>demat mode with NSDL Depository</p>	<p>launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 toll free No. 1800 22 5533
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method of e-Voting for **Physical shareholders and shareholders other than individual shareholders holding in Demat form.**

EVSN (e-voting sequence number) - 220811007

- 1) The shareholders should log on to the e-voting website www.evotingindia.com .
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical

	shareholders) · Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@korefoods.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL /MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders - please provide necessary details like 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 **Company at companysecretary@korefoods.in /RTA at investorsqry@datamaticsbpm.com**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No.1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free No.1800225533.

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

1. Members will be provided with a facility to attend the AGM through VC or OAVM. Those Members who intend to attend the Meeting through VC or OAVM are requested to send such request to the Company by email to companysecretary@korefoods.in on or before 24th September, 2022. On verification of member credentials, the link to attend the meeting will be sent to the member.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Members may kindly send their questions by email to companysecretary@korefoods.in at least 10 days in advance of the meeting indicating their name, demat account number/folio number, email id, mobile number for suitable reply.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING 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 shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the Members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC facility , then the votes cast by such Members shall/may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
4. Shareholders 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.

Information required to be furnished under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance of Secretarial Standard – 2 on General Meetings related to Profile of Directors seeking appointment/re-appointment at the Annual General Meeting.

Name of Director	: Mr. John Silveira
DIN	: 06411293
Age	: 55 Years
Qualification	: B.Com & DCA
Experience	: Wide Experience in Accountancy & Finance
Terms & Conditions of Appointment	: Proposed to be Re-appointed as a Managing Director for a period of two years w.e.f. 01.04.2023
Details of Remuneration	: Rs. 6,84,200/- per annum paid during the Financial year 2021-22.
Date of first appointment on the Board	: 07-07-2017
Shareholding in the Company	: 10 Equity Shares
Relationship with other Directors, Manager & KMPs	: Not Applicable
Number of Board Meetings attended during the Year	: 4
Names of other entities holding Directorship	: 1.New Vision Imaging Private Limited 2.New Vision Printing Services Private Limited 3.New Vision E-Publishing Solutions Private Limited
Names of other entities holding Chairmanship and / or Committee Membership in other companies	: Nil

Name of Director : **Mr. Abdullah Fazalbhoj**
DIN : 02120039
Age : 69 years
Qualification : MBA
Experience : Wide experience in Company Management
Terms & Conditions of Appointment : N.A.
Details of Remuneration : Sitting Fees of Rs. 30,000 paid during the Financial Year 2021-2022.

Date of first appointment on the Board : 20-01-1983
Shareholding in the Company : NIL
Relationship with other Directors, Manager & KMPs : Not Applicable
Number of Board Meetings attended during the Year : 4
Names of other entities holding Directorship : 1. New Vision Group Holding Private Limited
2. New Vision Printing Services Private Limited
3. La Costa Enterprises Private Limited
4. Photophone Private Limited
5. New Vision Digital Services Pte. Limited

Names of other entities holding Chairmanship and / or Committee Membership in other companies : NIL

Name of Director : **Mr. Sayed Abbas**
DIN : 08057330
Age : 66 years
Qualification : BA, LLB
Experience : Wide experience in Law field
Terms & Conditions of Appointment : Proposed to be re-appointed as an Independent Director for the period of Five years.
Details of Remuneration : Sitting Fees of Rs. 33,000 paid during the Financial Year 2021-2022.

Date of first appointment on the Board : 29-01-2018
Shareholding in the Company : NIL
Relationship with other Directors, Manager & KMPs : Not Applicable
Number of Board Meetings attended during the Year : 4
Names of other entities holding Directorship : NIL
Names of other entities holding Chairmanship and / or Committee Membership in other companies : NIL

Place : Mapusa, Goa
Date :26.08.2022

CIN#:L33208GA1983PLC0005203

Registered Office:
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.

**By order of the Board of Directors of
Kore Foods Limited**

Puja Joshi
(Company Secretary-cum-Compliance Officer)

Explanatory Statement setting out material facts under the Companies Act, 2013 in respect of items of Special Business as per the Notice.

Item No. 03: Appointment of Statutory Auditors.

This Explanatory Statement is not required pursuant to Section 102 of the Companies Act, 2013 but provided as per Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

M/s. S. V. Shah & Associates (Firm Registration No. 139517W) were appointed as statutory auditors of the Company for five years at the 34th Annual General Meeting held on 05th September, 2017 to hold office upto the conclusion of the ensuing Annual General Meeting. The Company had approached the said Auditors for their re-appointment for the further term of five years but the said Auditors informed that due to busy schedule they will not be able to continue. Then the Company approached M/s. V. C. Shah & Co. for their appointment as Statutory Auditors for the period of five years and they have consented for the same and submitted their eligibility certificate pursuant to Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

On recommendation of Audit Committee, and subject to approval of Members at the forthcoming Annual General Meeting, the Board of Directors approved the appointment of M/s. V C Shah & Co., Chartered Accountants (Firm Registration No. 109818W) as Statutory Auditors of the Company for the period of five years from the conclusion of 39th Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company on remuneration as recommended by the Audit Committee and as may be mutually decided between the Board of Directors and the Statutory Auditors from time to time.

Considering the Audit experience, technical expertise of M/s. V C Shah & Co. the audit committee recommended their name.

There will be no material change in the audit fees payable to M/s. V C Shah & Co., Chartered Accountants as compared to audit fees paid to M/s. S. V. Shah & Associates, Chartered Accountants, retiring Auditors of the Company.

The approval of Members is being sought to authorise the Board of Directors to determine the remuneration of Statutory Auditors.

The Board commends the Ordinary Resolution at Item No. 03 of the accompanying Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 03 of the Notice.

Item No 04: Re-appointment of Mr. John Escolastico Silveira as Managing Director of the Company.

As per the latest amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, once any Director is appointed by the Board then the shareholders approval has to be taken within three months. Since Company's Annual General Meeting is scheduled on 30th September, 2022 it is proposed to consider this matter for approval of shareholders in the Annual General Meeting.

The Board of Directors has re-appointed Mr. John Escolastico Silveira as the Managing Director of the Company in the Board Meeting held on 8th August, 2022 based on the recommendation of the Nomination & Remuneration Committee and subject to the approval by the members in the ensuing Annual General Meeting ("AGM").

In his previous assignment as Managing Director, Mr. John Escolastico Silveira used his expertise and experience in managing the business of the Company and added significant value to the company.

The terms of appointment of Mr. John Escolastico Silveira as Managing Director and Remuneration payable to him are as follows:

- (1) **TERM OF APPOINTMENT:** Period from 1st April, 2023 to 31st March, 2025
- (2) **REMUNERATION:** Fixed remuneration of Rs. 60,000/- per month; He is also entitled for Leave facility as per the policy of the Company applicable to all the employees of the Company.

(3) **MINIMUM REMUNERATION:** The above mentioned remuneration will be paid as minimum remuneration even in case of loss or inadequacy of profits in any financial year during the tenure of appointment.

(4) **OTHER TERMS AND CONDITIONS:**

- (a) The Managing Director shall also be entitled to free mobile/telephone facility and reimbursement of all reasonable expenses incurred bona fide in connection with the business of the Company.
- (b) The Managing Director agrees to give an undertaking to the Company that he shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or relative in any selling or buying agency of the Company in future without the approval of the concerned Authority. The appointment of the Managing Director shall determine upon contravention of the above undertaking.
- (c) The Managing Director shall not, except for and on behalf of the Company during the term of his appointment and at any time within two years from the determination of this arrangement, either directly or indirectly carry on, or be engaged or concerned in carrying on within the Republic of India the trade or business of food processing or any other trade or business similar to any trade or business carried on during the period of his employment with the Company, without the consent in writing of the Board of Directors of the Company for the time being.
- (d) The Managing Director will be paid compensation for the loss of his office or for retirement from the office in accordance with the provisions of Section 191 of the Companies Act, 2013, or other provisions of the law for the time being in force.
- (e) In the event of any dispute or difference at any time hereafter arising between the Company on the one hand and the Managing Director on the other hand, with reference to any of the provisions of this Agreement, matters, things herein contained or to any matter or thing arising there from or thereabout, such dispute or difference shall be referred to two Arbitrators, one to be chosen by each party to the dispute or difference or in case of difference between the Arbitrators to an Umpire to be chosen by the Arbitrators before entering upon the matters referred to them and this Agreement shall be deemed to be a submission to the Arbitration of two Arbitrators within the meaning of Indian Arbitration and Reconciliation Act, 1996 and all the provisions of the Act or of any Act of the Legislature thereafter passed in substitution therefor or modification thereof and for the time being in force shall except as hereby expressly varied, be deemed to apply to any reference so made.

Disclosure pursuant to Schedule V of the Companies Act, 2013:

I. General information:

- (1) Nature of industry: The Company is in the food processing business. Currently the company has no business operations and is in the process of looking for new strategic investors and business.
- (2) Date or expected date of commencement of commercial production: Not Applicable
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators: Not Applicable
- (5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

- (1) Background details: John Escolatico Silveira, who is being appointed as a Managing Director is B. Com and DCA and has wide experience in Accounts and Finance.
- (2) Past remuneration: Mr. John Escolatico Silveira was appointed as Managing Director for two years with effect from 01.04.2021 for the remuneration of Rs. 55,000/- per month and subsequently the Board of Directors revised his remuneration and his current remuneration is Rs. 58,000/- per month and he is also entitled for Leave facility as per the policy of the Company applicable to all the employees of the Company.
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability: Managing Director, Managing the administrative and Finance functions of the Company.
- (5) Remuneration proposed: Rs. 60,000 per month and Leave facility as per the policy of the Company applicable to all the employees of the Company.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Remuneration is in the lower range as the Company does not have an active business.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: No Pecuniary Relationship exists.

III. Other information:

- (1) Reasons of loss or inadequate profits: No Business Operations.
- (2) Steps taken or proposed to be taken for improvement:
The Company is looking for prospective investors.
- (3) Expected increase in productivity and profits in measurable terms: Not Applicable

The Board commends the Ordinary Resolution at Item No. 04 of the accompanying Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel is concerned or interested in the proposed resolution set out at Item No. 04 of the Notice except Mr. John Silveira.

Item No. 05: Re-appointment of Mr. Sayed Abbas as an Independent Director for five years.

Mr. Sayed Abbas was appointed as an Independent Director of the Company for a period of five years effective from 29.01.2018 and the said term expires on 28.01.2023.

Mr. Sayed Abbas is associated with the organization since last four years in the capacity of Independent Director. He has vast experience in handling the legal matters. He is a Practicing Lawyer and a Public Notary. His experience has proved to be handy for successful running of the business. The Performance Evaluation Report of Mr. Sayed Abbas was commendable.

As per the latest amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, once any Director is appointed by the Board then the shareholder's approval has to be taken within three months. Since Company's Annual General Meeting is scheduled on 30th September, 2022 it is proposed to consider this matter for approval of shareholders in the ensuing Annual General Meeting.

The Nomination & Remuneration Committee after considering the expertise, knowledge and experience of Mr. Sayed Abbas has recommended to the Board that the continued association of Mr. Sayed Abbas as an Independent Director would be in the interest of the Company. Based on the above the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Sayed Abbas as an Independent Director on the Board of the Company for a period of five consecutive years effective from 29th January, 2023, not liable to retire by rotation. The Company has also received a Notice in writing from a member proposing his candidature for the office of Independent Director.

The Company has received a declaration from Mr. Sayed Abbas confirming that he meets the criteria of Independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also passed the online self-assessment proficiency test conducted by the The Indian Institute of Corporate Affairs. Mr. Sayed Abbas is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Sayed Abbas fulfills the conditions for his appointment as an Independent Director as specified in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is Independent of the management.

The Board commends the Special Resolution at Item No. 05 of the accompanying Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel is concerned or interested in the proposed resolution set out at Item No.05 of the Notice except Mr. Sayed Abbas.

Item No. 06: Approval of Related Party Transactions (RPT) under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company in its ordinary course of its business has entered or may enter into Contracts/arrangements/transactions (Related Party Transactions) with Cherish Specialties Limited, Performance Industries Private Limited, New Vision Printing Services Private Limited, New Vision Imaging Private Limited, Mr. Abdullah Fazalbhoj and other related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meeting of the Board and its powers) Rules, 2014 (the "Act") and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Related Party Transactions i.e transactions entered into during the financial year exceeding rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the latest audited financial statements Whichever is lower require approval of shareholders.

The Company has entered into contract/arrangement/transaction with New Vision Imaging Private Limited relating to expenses incurred as rent, AGM expenses which are likely to continue beyond 31st March, 2022. In the opinion of the Board, the transactions/contracts/arrangements by the Company entered with related parties are in ordinary course of business, at arm's length basis and of repetitive nature. However, considering the facts that the aggregate value of the said transactions with New Vision Imaging Private Limited and other related party entered during the financial year may exceed in future the threshold limit for 'materiality' as defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the threshold limits prescribed under Companies (Meeting of the Board and its Powers) Rules, 2014, consequent to future basis projection, approval of the Company by ordinary resolution is required for the aforesaid arrangements/ contracts/ transactions for an aggregate maximum amount of Rs.60,00,000/- (Rupees Sixty Lakhs Only) for the financial year 2022-23.

Information as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22.11.2021:

The Audit Committee has granted omnibus approval for entering into transactions with related parties during the financial year 2022-23 for the aggregate amount not exceeding Rs. 60,00,000/- in the ordinary course of business and at arm's length basis. Currently the Company is not into any business operations hence the related party transactions cannot be foreseen. Considering the previous year's related party transactions the Audit Committee approved for entering into Related Party Transactions. The Summary of terms and conditions and other details are as under:

Particulars	Details
Names of Related Parties and Nature of Relation	<p>Names of Related Parties and Nature of Relation</p> <ol style="list-style-type: none"> 1. Cherish Specialties Limited, - Relatives of one of the Director are holding majority shares in the Related Party Company. 2. Performance Industries Private Limited - One of the Director of the Company is holding majority shares along with his relative and CFO of the Company is a Director and Shareholder in the Related Party Company. 3. New Vision Printing Services Private Limited Managing Director of the Company is a Director and Shareholder and One of the Director is a Director and shareholder and his relative is Director and Promoter of the Company is a holding Company of the Related Party Company. 4. New Vision Imaging Private Limited - Two Directors of the Company are Directors and Shareholders, One of the Director of the Company is a Shareholder and Promoter of the Company is a holding Company of this Related Party Company. 5. Mr. Abdullah Fazalbhoy- Non-Executive Director of the Company. 6. Other related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meeting of the Board and its powers) Rules, 2014 (the "Act")
Tenure of Proposed Transactions	Financial Year 2022-2023
Value of the Proposed Transactions	Aggregate maximum amount of Rs. 60,00,000/-
Nature of Transaction	<p>(a) sales, purchase or supply of any goods or materials directly or indirectly;</p> <p>(b) availing or rendering of any services whether technical and/or financial or any other;</p> <p>(c) reimbursement of expenses incurred; and</p> <p>(d) acceptance/ repayment of advances against supply.</p>
Terms and conditions	Transaction which are of repetitive nature to be entered in the ordinary course of business and on arm's length basis.

Justification for why the proposed transactions is in the interest of the company	The Board and Audit committee have reviewed the transactions and found them in the interest of the company. For the Statutory Compliances and day to day activities of the company the Audit Committee and the Board feels that the related party transactions needs to be approved.
Valuation Report	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transactions on a voluntary basis	Not Applicable as the transactions are not foreseen.
Information about loans, inter-corporate deposits, advance or investments made or given by the Company	Not Applicable
Any Other Information	Not Applicable

The Board commends the Ordinary Resolution at Item No. 06 of the accompanying Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 06 of the Notice, except Mr. John Silveira, Managing Director of the Company, Mrs. Mona D'Souza, Director of the Company, Mrs. Shalini Lobo, Chief Executive Officer of the Company, Mr. K. D. Bhat, Director of the Company and his relative and Mr. Abdullah Y. Fazalbhoy – Non executive Director of the Company and his relatives.

The Board is of the opinion that the above transactions are in the best interest of the Company and have approved the same in their meeting after the prior approval of audit committee.

Item No. 07: Reclassification of Polaroid Corporation from Promoter Group Category to Public Category:

Polaroid Corporation ("Polaroid") who is categorized as Promoter Group is holding 9,00,000 Equity Shares i.e. 7.73% of Equity Capital of Kore Foods Ltd. ("the Company"). Polaroid went into bankruptcy and filed a petition in US Bankruptcy Court in Minnesota, USA. Mr. Stoebner of LAPP, LIBRA, STOEBNER & PUSCH CHARTERED was appointed as trustee to complete the process of winding up of the business affairs of Polaroid. Mr. Stoebner did not find any value to the shareholding of the said shares in the Company and petitioned the court to approve abandonment of the shares. Accordingly the US Bankruptcy Court has passed the order for approval of abandonment of shares held by Polaroid. Now the Company is not aware of the beneficial owner of these shares. Company sent them several reminders to find out the current beneficial owner of the said shares but it did not get any suitable reply. As a result of these developments the Board decided to consider the proposal of Re-classification of Polaroid as Public Shareholder. The above trustee's attorney has also mentioned in a declaration to the US Bankruptcy Court that "Any Obligations of Polaroid Corporation as a Promoter were discharged in the 2001 chapter 11 filing of Polaroid Corporation in Delaware, Bky No. 01-10864-PJW." With this statement it is clear that they are not interested in the said shares or to be classified as a promoter.

As the concerned persons of Polaroid are not approachable the Company is not able to fulfill the terms and conditions mentioned in regulation 31A for Reclassification of Promoter into Public. As the Polaroid has not made the application for reclassification, the following is stated on the basis of the information available with the Company:

- (i) Polaroid do not have any special rights under the Company's Articles of Association.
- (ii) Neither Polaroid nor their promoters directly or indirectly exercise control over the affairs of the Company.
- (iii) Polaroid or their promoters and relatives do not act as Key Managerial Personnel of the Company.
- (iv) The Company or its Promoters (other than Polaroid) are not aware of any voting arrangement (formal or informal) with any other party.
- (v) The Company is not aware about any regulatory action pending in India against Polaroid.

Once the approval of Shareholders is sanctioned the Company will to apply to BSE Limited, where the Company's equity shares are listed, for Reclassification and claim for seeking relaxation for compliance of terms and conditions mentioned in said Regulation as this is an exceptional case. For this purpose if so required the Company will approach the Securities and Exchange Board of India for their approval or for seeking exemption from complying with the requirements prescribed under the said Regulations for the purpose of reclassification.

The Board commends the Ordinary Resolution at Item No. 07 of the accompanying Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 07 of the Notice.

Place : Mapusa, Goa

Date : 26.08.2022

CIN#:L33208GA1983PLC000520

**Registered Office:
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.**

**By order of the Board of Directors of
Kore Foods Limited**

**Puja Joshi
(Company Secretary-cum-Compliance Officer)**

KORE FOODS LIMITED
CIN: L33208GA1983PLC000520
Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526

ATTENDANCE SLIP
39th Annual General Meeting

Reg. Folio/DP & Client No: _____ No. of Shares Held: _____

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 39th Annual General Meeting of the Company at Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526 at 11.00 a.m. on Friday, 30th September, 2022.

Member's Name : _____

Proxy's Name : _____

Member's / Proxy's Signature _____

- Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting .
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.
4. Joint holders may obtain additional slip at the venue of the meeting.

FORM NO: MGT - 11
Proxy Form

[Pursuant to section 105(6) of Companies Act 2013 & rule 19(3) of the Companies Management and Administration) rules 2014]

CIN : L33208GA1983PLC000520
Name of the company : KORE FOODS LIMITED
Registered office : Vision House, Tivim Industrial Estate, Mapusa, Goa,403526

Name of the member (s) :
Registered address :
E-mail Id :
Folio No / Client Id :
DP ID :

I / We being the member (s) of shares of the above named company, hereby appoint

1. Name: 2. Name:
Address: Address:
E-mail Id: E-mail Id:
Signature: or failing him Signature: or failing him

3. Name:
Address:
E-mail Id:
Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the company, to be held on Friday, 30th September, 2022 at 11.00 a.m. at Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526 in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Audited Financial Statements of the Company for the year ended March 31, 2022.
2. Re-appointment of Mr. Abdullah Fazalbhoj as a Director of the Company.
3. Appointment of Statutory Auditors
4. Re-appointment Mr. John Escolastico Silveira as Managing Director the company.
5. Re-appointment Mr. Sayed Abbas as an independent Director for five years.
6. Approval of Related Party Transactions(RPT) under the companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Reclassification of Polaroid Corporation from Promoter Group Category to Public Category:

Signed this day of 20
Signature of shareholder _____
Signature of Proxy holder(s) _____

Affix revenue
stamp of
not less
than ` . 1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.