

# Kohinoor Foods Ltd.

14<sup>th</sup> October, 2021

**The National Stock Exchange of India Limited (NSE)**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
**MUMBAI – 400 051**

The Listing Department  
**BSE Limited (BSE)**  
P.J. Tower, Dalal Street  
**MUMBAI – 400 001**

**Trading Symbol : KOHINOOR**  
**Scrp Code : 512559**

Dear Sirs,

**Sub: Notice of 1<sup>st</sup> Extra Ordinary General Meeting, for the Financial Year 2021-22**

Please find enclosed herewith a copy of Notice convening 1<sup>st</sup> Extra-Ordinary General Meeting for the financial year 2021-22 of the Company, through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility, on Wednesday, the 10<sup>th</sup> November, 2021, of our Company.

The above is for your reference and records, please.

Thanking You

Yours faithfully,

**For Kohinoor Foods Limited**

  
(Deepak Kanshal)  
**Company Secretary & Manager (Legal)**  
FCS: 8722

**Encl:** As above

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that the 1<sup>st</sup> Extra Ordinary General Meeting ("EGM") for Financial Year 2021-22, of the Members of Kohinoor Foods Limited will be held on Wednesday, 10<sup>th</sup> November, 2021 at 03:00 P.M. Indian Standard time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following Business:

### SPECIAL BUSINESS

#### ITEM NO 1 : Appointment of Statutory Auditors to fill Casual Vacancy on Resignation:

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 12<sup>th</sup> August, 2021, M/s. N C Raj & Associates, Chartered Accountants, (FRN 002249N), be and is hereby appointed as Statutory Auditor of the Company, till the conclusion of ensuing 32<sup>nd</sup> Annual General Meeting of the Company to be held in the Year 2021, to fill casual vacancy caused by resignation of Rajender Kumar Singal & Associates LLP, Chartered Accountants, (FRN 016379N).

**RESOLVED FURTHER THAT** M/s. N C Raj & Associates, Chartered Accountants, (FRN 002249N), be and is hereby appointed as Statutory Auditor of the Company, till the conclusion of ensuing 32<sup>nd</sup> Annual General Meeting of the Company to be held in the Year 2021 and that they shall be eligible for re-appointment in the upcoming 32<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2021, and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2022, on such remuneration as may be fixed by the Board of Directors in consultation with them."

**By Order of the Board  
For Kohinoor Foods Limited**

**Sd/-  
Deepak Kaushal  
Company Secretary**

Date: 14<sup>th</sup> October, 2021  
Place: Faridabad, Haryana

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business under Item Nos. 1 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 12<sup>th</sup> August, 2021 & 14<sup>th</sup> October, 2021 considered that the special business under Item Nos. 1, being considered unavoidable, be transacted at the 1<sup>st</sup> EGM for Financial Year 2021-22, of the Company.

2. General instructions for accessing and participating in the 1<sup>st</sup> EGM for Financial Year 2021-22, through VC/OAVM Facility and voting through electronic means including remote e-Voting

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 1<sup>st</sup> EGM for Financial Year 2021-22, of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 1<sup>st</sup> EGM for Financial Year 2021-22, shall be the Registered Office of the Company.
- b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 1<sup>st</sup> EGM for Financial Year 2021-22. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 1<sup>st</sup> EGM for Financial Year 2021-22 through VC/OAVM Facility and e-Voting during the 1<sup>st</sup> EGM for Financial Year 2021-22.
- c. In line with the MCA Circulars and SEBI Circular, the Notice of the 1<sup>st</sup> EGM for Financial Year 2021-22, will be available on the website of the Company at [www.kohinoorfoods.in](http://www.kohinoorfoods.in), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- d. Since the 1<sup>st</sup> EGM for Financial Year 2021-22, will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 1<sup>st</sup> EGM for Financial Year 2021-22, through VC/OAVM Facility and e-Voting during the 1<sup>st</sup> EGM for Financial Year 2021-22.
- f. Members may join the 1<sup>st</sup> EGM for Financial Year 2021-22, through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 02:45 a.m. IST i.e. 15 minutes before the time scheduled to start the 1<sup>st</sup> EGM for Financial Year 2021-22 and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 1<sup>st</sup> EGM for Financial Year 2021-22.
- g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a on a first-come-first-served basis. 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. can attend the 1st EGM for Financial Year 2021-22, without any restriction on account of first-come first-served principle.

h. Attendance of the Members participating in the 1st EGM for Financial Year 2021-22, through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 1st EGM for Financial Year 2021-22, and facility for those Members participating in the 1st EGM for Financial Year 2021-22, to cast vote through e-Voting system during the 1st EGM for Financial Year 2021-22. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

j. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kohinoorfoods.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

k. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

3. Instructions for Members for Remote e-Voting are as under:-

a. The remote e-Voting period will commence on Sunday, 07th November, 2021 (9:00 am IST) and end on Tuesday 09th November, 2021 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 01st October, 2021, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 01st October, 2021.

b. A person who is not a Member as on the cut-off date should treat this Notice of 1st EGM for Financial Year 2021-22, for information purpose only.

**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: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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</li> </ol>

# Kohinoor Foods Ltd.

Regd. Office: Pinnacle Business Tower, 10th Floor,  
Shooting Range Road, Surajkund, Faridabad, Haryana -121001,  
CIN NO. L52110HR1989PLC070351 Phone: +91-129-424-2222, Fax: +91-129-424-2233,  
E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in



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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP 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.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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

Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their 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](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the



	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. Password details for shareholders other than Individual shareholders 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. Open the .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 below in **process for those shareholders whose email ids are not registered.**

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 etc.
- 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.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [mankandassociates@gmail.com](mailto:mankandassociates@gmail.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 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address [info@kohinoorfoods.in](mailto:info@kohinoorfoods.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@kohinoorfoods.in](mailto:info@kohinoorfoods.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@kohinoorfoods.in](mailto:info@kohinoorfoods.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@kohinoorfoods.in](mailto:info@kohinoorfoods.in). The same will be replied by the company suitably. Members may also write to the Company Secretary at the Company's email address [info@kohinoorfoods.in](mailto:info@kohinoorfoods.in). You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. Members can submit questions in advance with regard to the business of the EGM or any other matter to be placed at the 1st EGM for Financial Year 2021-22, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [info@kohinoorfoods.in](mailto:info@kohinoorfoods.in) atleast 7 days in advance before the start of the meeting to the Company Secretary at the Registered Office of the Company to keep the information ready at the meeting.

- a. Members, who would like to ask questions during the 1st EGM for Financial Year 2021-22 with regard to the Special Business or any other matter to be placed at the 1st EGM for Financial Year 2021-22, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [info@kohinoorfoods.in](mailto:info@kohinoorfoods.in) at least 7 days in advance before the start of the 1st EGM for Financial Year 2021-22.

Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 1st EGM for Financial Year 2021-22, depending upon the availability of time.

- b. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 1st EGM for Financial Year 2021-22 through VC/OAVM Facility.

## Other Guidelines for Members

- a. 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.

- b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 1st EGM for Financial Year 2021-22, by email and holds shares as on the cut-off date i.e. Friday 1<sup>st</sup> October, 2021, may obtain the User ID and password by sending a request to the Company's email address [info@kohinoorfoods.in](mailto:info@kohinoorfoods.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- d. Mr. Manish Kumar, Company Secretary in Practice (Membership No. FCS 10248), Proprietor of M/s. Mank & Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- e. During the 1st EGM for Financial Year 2021-22, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 1st EGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 1st EGM for Financial Year 2021-22 and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 1st EGM for Financial Year 2021-22.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 1st EGM for Financial Year 2021-22, first download the votes cast at the 1st EGM for Financial Year 2021-22 and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 1st EGM for Financial Year 2021-22, who shall then countersign and declare the result of the voting forthwith.
- g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.kohinoorfoods.in](http://www.kohinoorfoods.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 1st EGM for Financial Year 2021-22, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 1st EGM for Financial Year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s. Members 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).

The Notice of the 1st EGM for Financial Year 2021-22, will be available on the website of the Company at [www.kohinoorfoods.in](http://www.kohinoorfoods.in) and the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The Notice of 1st EGM for Financial Year 2021-22 will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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 to not 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 from time to time.

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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name and e-mail address, permanent account number (PAN) etc. to their Depository Participant only and not to the company's registrar and share transfer agent, Skyline Financial Services Pvt. Ltd. (RTA). The changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and Registrar and Share Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Skyline Financial Services Pvt. Ltd., having office at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.

As per SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the shareholders holding securities in Physical form and has not updated PAN No., Bank Details, Email Id and Mobile No / Telephone No. shall furnish self-attested copy

# Kohinoor Foods Ltd.

Regd. Office: Pinnacle Business Tower, 10th Floor,  
Shooting Range Road, Surajkund, Faridabad, Haryana -121001,  
CIN NO. L52110HR1989PLC070351 Phone: +91-129-424-2222, Fax: +91-129-424-2233,  
E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in



of PAN Card and original cancelled "Name printed Cheque" falling which copy of Bank Passbook / Statement attested by the Bank along with all the desired details to the Company's Registrar & Share Transfer Agent (RTA), M/s Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020, without any further delay.

Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Skyline Financial Services Pvt. Ltd., for assistance in this regard.

Members who hold shares in physical form in multiple form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into single folio.

Members who wish to obtain any information on the Company, may visit the Company's corporate website [www.kohinoorfoods.in](http://www.kohinoorfoods.in) or may request the Company at [info@kohinoorfoods.in](mailto:info@kohinoorfoods.in). The Members are requested to write their query(ies), if any, to the Company at least 07 days before the 1st EGM for Financial Year 2021-22 of the Company, to the Company Secretary at the Registered Office of the Company to keep the information ready at the meeting.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address with depository for receiving all communication of the Company electronically.

Electronic copy of all the documents referred to in the accompanying Notice of the 1st EGM for Financial Year 2021-22 and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.kohinoorfoods.in](http://www.kohinoorfoods.in).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1: Appointment of Statutory Auditors to fill Casual Vacancy on Resignation:**

M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants Delhi (FRN. 016379N) have tendered their resignation from the position of Statutory Auditors on August 12, 2021. The Audit Committee & Board at its meeting held on August 12, 2021 noted that the statutory auditors have not raised any concern or issue except the commercial reason, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company in their meeting held on 12<sup>th</sup> August, 2021, recommended that M/s. N C Raj & Associates, Chartered Accountants, (FRN: 002249N), Delhi be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants Delhi (FRN. 016379N). M/s. N C Raj & Associates, Chartered Accountants (FRN: 002249N) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolution except to the extent of their Shareholding, if any, in the Company.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

**By Order of the Board  
For Kohinoor Foods Limited**

Date: 14<sup>th</sup> October, 2021  
Place: Faridabad, Haryana

**Sd/-  
Deepak Kaushal  
Company Secretary**