

Kohinoor Foods Ltd.

January 12, 2021

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

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

Trading Symbol : **KOHINOOR**
Scrip Code : **512559**

Dear Sirs,

Sub: Declaration of result of Postal Ballot (E-voting) in term of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and submission of Scrutinizer's Report

In continuation of our intimation dated December 07, 2020 & December 11, 2020, the Company has issued a Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, for seeking approval of the members of the Company through Postal Ballot process (E-voting) by way of Special Resolution for Sale of an Undertaking/Slump Sale, as set out in the Notice of Postal Ballot dated December 07, 2020.

Mr. Manish Kumar, Company Secretary in Practice of M/s. Mank & Associates, Company Secretaries, Noida, Uttar Pradesh was appointed as Scrutinizer for conducting the Postal Ballot process through E-voting in a fair and transparent manner and has since submitted his report dated January 12, 2021.

As per the Scrutinizer's Report, the shareholders of the Company have dully approved the resolution(s) as mentioned in the Postal Ballot Notice dated December 07, 2020 with requisite majority.

The above said resolution is deemed to have been passed on the last date of e-voting i.e., on Sunday January 10, 2021.

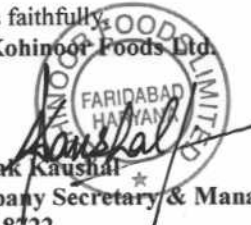
In this regard, we are submitting the following:

- A. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- B. Report of the Scrutinizer dated January 12, 2021

This is for your information and record.

Thanking You,

Yours faithfully,
For Kohinoor Foods Ltd.


Deepak Kaushal
Company Secretary & Manager (legal)
FCS: 8722

POSTAL BALLOT THROUGH E-VOTING OF KOHINOOR FOODS LIMITED
VOTING RESULTS

Name of the Company	Kohinoor Foods Limited	
Type of Meeting	Postal Ballot through e-voting	
Last date of e-voting	January 10, 2021	
Date of declaration of voting results	January 12, 2021	
Total Number of Shareholders as on the record date i.e., November 20, 2020	27599	
Number of Shareholders present in the Meeting either in person or through proxy:	Promoters and Promoter Group	Public
	Not Applicable	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	Not Applicable	Not Applicable

Details of the Agenda & Results of the Meeting

Resolution Required (Ordinary/Special)	Special
Mode of Voting	Postal Ballot through e-voting



Agenda Wise disclosure:

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE SELL/ TRANSFER DISPOSE OFF THE COMPANY'S INVESTMENT IN M/S INDO EUROPEAN FOODS LIMITED, UK				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20225240	18266650	90.3161	18266650	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	20225240	18266650	90.3161	18266650	0	100.0000	0.0000
Public-Institutions	E-Voting	128501	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	128501	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	16717789	29519	0.1766	24985	4534	84.6404	15.3596
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16717789	29519	0.1766	24985	4534	84.6404	15.3596
Total	Total	37071530	18296169	49.3537	18291635	4534	99.9752	0.0248
Whether resolution is Pass or Not.							Yes	



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE SELL/ TRANSFER DISPOSE OFF THE COMPANY'S PROCESSING UNIT- FOOD FACTORY SITUATED AT BAHALGARH (HARYANA)-131021				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20225240	18266650	90.3161	18266650	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	20225240	18266650	90.3161	18266650	0	100.0000	0.0000
Public-Institutions	E-Voting	128501	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	128501	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	16717789	29419	0.1760	24535	4884	83.3985	16.6015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16717789	29419	0.1760	24535	4884	83.3985	16.6015
Total	Total	37071530	18296069	49.3534	18291185	4884	99.9733	0.0267
Whether resolution is Pass or Not.							Yes	





MANK & ASSOCIATES COMPANY SECRETARIES

Date: 12-01-2021

To,
The Chairman
Kohinoor Foods Limited,
Pinnacle Business Towers, 10th Floor,
Suraj Kund, Shooting Range Road, Faridabad
Haryana-121001

SUB.: REPORT OF SCRUTINIZER FOR THE POSTAL BALLOT PROCESS VIDE NOTICE OF POSTAL BALLOT DATED 7TH DECEMBER, 2020 PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("ACT") AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("RULES"), AS AMENDED FROM TIME TO TIME, BY M/S. KOHINOOR FOODS LIMITED ("COMPANY") THROUGH POSTAL BALLOT ONLY BY VOTING THROUGH ELECTRONIC MEANS ("REMOTE E-VOTING")

Respected Sir,

I, Manish Kumar, Company Secretary in Practice of M/s. MANK & ASSOCIATES, Company Secretaries, having our Office at S-16, 2nd Floor, Shree Jee Complex, Sharma Market, Harola, Sector-5, Noida, Uttar Pradesh, India, had, vide Resolution Dated 07th December, 2020, been appointed as the Scrutinizer by the Board of Directors of the M/s. KOHINOOR FOODS LIMITED (CIN No. L52110HR1989PLC070351) a Company incorporated under the Companies Act, 1956 having its registered office at Pinnacle Business Towers, 10th Floor, Suraj Kund, Shooting Range Road, Faridabad, Haryana-121001 (hereinafter referred to as "the Company"), pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22(5) of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the Postal Ballot through Remote e-Voting Process

In relation to foregoing, we hereby submit our report as under:

1. That the Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-Voting on the resolution contained in the Notice of Postal Ballot Dated 7th December, 2020. My Responsibility, as a Scrutinizer for the Remote e-Voting is restricted to Scrutinize the Process and Submit a Report on the Votes Cast in "Favor" or "Against" the resolutions based on the report generated from the e-Voting System offered by National Securities Depository Limited (NSDL).

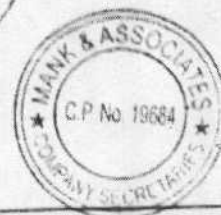
Manish Kumar



MANK & ASSOCIATES COMPANY SECRETARIES

2. That the Notice of Postal Ballot Dated 7th December, 2020 along with the Explanatory Statement pertaining to the Resolutions setting out all material facts and the reasons for which such Resolutions were proposed, pursuant to Section 102 and other applicable provisions of the Act, as confirmed by the Company, were sent through email to those Shareholders whose email addresses were registered with the Company / Depositories, in compliance with the Circular Dated 5th May, 2020 read with Circular Dated 8th April, 2020 and 13th April, 2020 issued by Ministry of Corporate Affairs, Government of India (Collectively referred to as the "MCA Circulars") and SEBI Circular Dated 12th May, 2020, for seeking their approval in relation to such Resolutions to be passed as a Special Resolution by the Members of M/s Kohinoor Foods Limited ("Company") through Postal Ballot only by voting through electronic means ("Remote e-Voting");
3. The Company has availed the e-Voting facility offered by National Securities Depository Limited for facilitating its members to cast their votes and for conducting e-Voting on the Resolutions set out in the aforesaid Notice through electronic mode Under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014;
4. That the Remote e-Voting was commenced on Saturday, December 12, 2020 at From 9:00 A.M. (IST) and ended on Sunday, January, 10, 2021 at 5:00 P.M. (IST) and the NSDL e-Voting Platform was blocked thereafter.
5. That pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(3) of the Companies (Management and Administration) Rules, 2014 ("Rules") the Company had also published an advertisement in Jansatta, (a Vernacular Newspaper) in the Principal Vernacular Language having wide circulation in the district in which the registered office of the Company is situated on 12th December, 2020 and also in Financial Express (an English Newspaper) in English Language having wide circulation in that district on 12th December, 2020.
6. That after the Closure of e-Voting on Sunday, January, 10, 2021 at 5:00 P.M. (IST), the Report on Remote e-Voting were unblocked on 10th January, 2020 and downloaded from the e-Voting Portal and the votes exercised through e-Voting Facility at the NSDL e-Voting System only were considered and recorded in accordance with the Companies (Management and Administration) Rules, 2014 as amended.
7. That I, now, submit my Consolidated Report on the Result of the Remote e-Voting in respect of the said Resolutions as under:

Mank & Associates





MANK & ASSOCIATES COMPANY SECRETARIES

ITEM NO. 1: SPECIAL RESOLUTION TO APPROVE SELL/ TRANSFER DISPOSE OFF THE COMPANY'S INVESTMENT IN M/S INDO EUROPEAN FOODS LIMITED, UK

(1) Voted IN FAVOUR of the Resolution:

No. of Members Voted	No. of Valid Votes cast by them	% of Total No. of Valid Votes
196	18291635	99.98 %

(2) Voted AGAINST of the Resolution:

No. of Members Voted	No. of Valid Votes cast by them	% of Total No. of Valid Votes
16	4534	0.02%

(3) INVALID VOTES:

No. of Members whose votes were declared INVALID	No. of INVALID Votes cast by them
-	-

ITEM NO. 2: SPECIAL RESOLUTION TO APPROVE SELL/ TRANSFER DISPOSE OFF THE COMPANY'S PROCESSING UNIT- FOOD FACTORY SITUATED AT BAHALGARH (HARYANA)-131021

(1) Voted IN FAVOUR of the Resolution:

No. of Members Voted	No. of Valid Votes cast by them	% of Total No. of Valid Votes
192	18291185	99.97 %

(2) Voted AGAINST of the Resolution:

No. of Members Voted	No. of Valid Votes cast by them	% of Total No. of Valid Votes
19	4884.000	0.03 %

(3) INVALID VOTES:

No. of Members whose votes were declared INVALID	No. of INVALID Votes cast by them
-	-

Mank & Associates






MANK & ASSOCIATES COMPANY SECRETARIES

8. All the resolutions proposed in the Notice of Postal Ballot Dated 7th December, 2020 have secured assent (approval) by requisite majority in accordance with provisions of Companies Act, 2013.
9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes containing aforesaid resolutions and the same shall be handed over thereafter to Mr. Deepak Kaushal, Company Secretary & Manager (Legal) duly authorized by the Board of Directors of the Company for safe keeping.

Thanking You,

Your's faithfully,
For MANK & ASSOCIATES
Company Secretaries
(UCN.S2017DE554100)

Manish Kumar


(CS Manish Kumar)
Company Secretary in Practice
FCS: 10248; C.P. No. 19684

UDIN No.: F010248B001956742
Dated: 12/01/2021

Date: 12/01/2021
Place: Noida