

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

12th July, 2013

Subject: Intimation pursuant to the Listing Agreement

Dear Sir/Madam,

This is to intimate you that the Board of Directors of the Company in its meeting held at 2.30 PM on Friday, 12th July, 2013, has decided, inter-alia, the following matter(s):

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO AL DAHRA INTERNATIONAL INVESTMENT LLC, ABU DHABI:

The Board has decided to issue and allot, subject to necessary approvals, 70,48,306 Equity Shares on preferential basis to Al Dahra International Investment LLC, Abu Dhabi at a consideration of Rs. 160 per share.

Al Dahra International Investments LLC ("ADII") is a subsidiary of Al Dahra Holding LLC ("ADH") a limited liability company registered and incorporated in the Emirate of Abu Dhabi.

ADII has made investments in various countries including UAE, USA, Spain, Serbia, Egypt, South Africa etc. The group is active in the agricultural sector and specialises in the production of agricultural products and animal feed.

ADH is in the agricultural production sector and is responsible for compliance with the UAE food security programme (Food Security Vision). The Group is a leading company in the production and distribution of high quality agricultural products and more specifically, it produces products that include wheat, rice, alfalfa, potatoes, corn, olives, dates, grapes, vegetables and citrus.

The group's vision through its investments in primary and secondary production in various countries throughout the world is to ensure the continuous and smooth flow of food to both the UAE and other Arab countries through trans-national food support programmes.



Al Dahra International Investment LLC, Abu Dhabi will invest in the Company for 20% stake on fully diluted basis and will have the option, subject to necessary approvals, to buy another 4.99% stake within a period of six months from the date of completion of investment in the Company on fully diluted basis. The Investor will have the right to execute a sale of its entire investment only after 3 years from the date of allotment.

Al Dahra International Investment LLC, Abu Dhabi will have the right to nominate one Director on the Board of the Company.

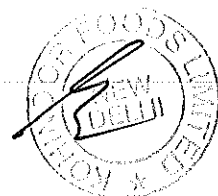
The following Resolution has been passed in this regard:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and all other applicable provisions (including any statutory amendment(s) to or re-enactment(s) thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) as in force and subject to all other applicable rules, regulations, guidelines of SEBI, listing agreement and other applicable provisions, if any, and in accordance with and subject to requisite approvals, consents, permissions and sanctions, if any, from Government of India, SEBI, the stock exchanges, the Reserve Bank of India, Institutions or bodies under any applicable laws and rules and terms, conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities and departments while granting such approvals, sanctions, consents and permissions, and which may be agreed to the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall be deemed to include any Committee(s) constituted / to be constituted by the Board) and subject to the necessary consent of the members of the Company through postal ballot, consent of the Board be and is hereby accorded to issue, offer and allot upto 7,048,306 equity shares of face value Rs. 10/- each, for cash, at a premium of Rs. 150/- per equity share on a preferential basis to Al Dahra International Investment LLC, Abu Dhabi and in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations or other provisions of the law prevailing at that time provided that the price inclusive of premium on the equity shares so issued shall not be less than the minimum price arrived at in accordance with the provisions of Chapter VII of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the “relevant date” for issuance of equity shares as aforesaid as per Chapter VII of SEBI ICDR Regulations, as amended upto date, will be thirty (30) days prior to the proposed date of declaration of results through postal ballot.

RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the new equity shares arising out of the proposed issue shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Jugal Kishore Arora, Chairman and Whole Time Director, Mr. Satnam Arora, Mr. Gurnam Arora, Joint Managing Directors and Mr. Rama Kant, Company Secretary & General Manager (Legal) be and are hereby authorized on behalf of the Company, individually, to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / allotment of aforesaid equity shares and listing thereof with the Stock Exchanges, as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, utilisation of the said issue proceeds, and to do all acts, deeds and things in connection herewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. APPROVAL TO ENTER INTO JOINT VENTURE WITH AL DAHRA INTERNATIONAL INVESTMENT LLC, ABU DHABI

The Board has also decided to enter into a joint venture with Al Dahra to jointly develop and manage brown to white rice facility in Abu Dhabi with a capacity of approximately 60,000 MTs pa scalable up to 1,00,000 MTs and also to build storage facility of approx 30,000 MT. It has been decided that a Company be incorporated in the name of Al Dahra Kohinoor or any other name as may be approved, in Abu Dhabi, in which 20% of sweat equity would be given to the Company in consideration for providing supervision/guidance to the new proposed JV Company in Abu Dhabi and also the power to designate a Director on the Board of the proposed JV Company.”

A minimum of 25000 MTs of Basmati Rice shall be purchased by the JV entity from the Company annually and the Company will be exclusive source from India for Rice procurement for the JV:

It is further decided that on formation of the above mentioned Joint Venture, the Company will disassociate from the existing Joint Venture, Rich Rice Raisers Factory LLC, and sell its holding in the same.

The following Resolution has been passed in this regard:

“**RESOLVED THAT** the Company do enter into a joint venture with Al Dahra International Investment LLC, Abu Dhabi to jointly develop and manage brown to white rice facility in Abu Dhabi with a capacity of approximately 60,000 MTs pa scalable up to 1,00,000 MTs and also to build storage facility of approx 30,000 MT.



RESOLVED FURTHER THAT the approval of the Board be and is hereby given for incorporation of a JV Company in the name of Al Dahra Kohinoor or any other name as may be approved, in Abu Dhabi and to acquire and hold 20% equity shares of the proposed JV Company to be allotted as sweat equity in consideration for providing supervision/guidance to the new proposed JV Company in Abu Dhabi and also the power to designate a Director on the Board of the proposed JV Company."

RESOLVED FURTHER THAT the approval of the Board be and is hereby given to disassociate from existing JV Rich Rice Raisers Factory LLC, after incorporation of the proposed JV and to sell its present holding and to do all other formalities in this regard."

RESOLVED FURTHER THAT Mr. Satnam Arora and Mr. Gurnam Arora, Jt. Managing Director of the Company be and are hereby authorized, singly and severally to discuss, negotiate and finalise and to agree upon the terms and conditions in respect of Investment and Shareholders' Agreement to be entered into between the Company and Al Dhara and also to discuss, negotiate, finalise and to agree upon the terms and conditions for execution of Rice Supply Agreement if any or any other agreement in this regard. "

3. APPROVAL UNDER SECTION 293(1)(d):

The following Resolution has been passed in this regard:

"**RESOLVED THAT** in supersession of earlier resolution passed and subject to the approval of the Shareholders in accordance with Section 293 (1)(d) and all other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of the Company approval of the Board of Directors be and is hereby given to borrow, upto a sum of Rs. 1500 crores (Rupees One Thousand Five Hundred Crores only) **over and** above the aggregate of the paid up capital and its free reserves (that is to say, reserves not set apart for any specific purpose), any sum or sums of money (including non-fund based facilities) from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up share capital and its free reserves (that is to say, reserves not set apart for any specific purpose) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."



4. APPROVAL UNDER SECTION 293(1)(a):

The following Resolution has been passed in this regard:

"RESOLVED THAT subject to the approval of the Shareholders in accordance with Section 293 (1)(a) and all other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of the Company approval of the Board of Directors be and is hereby given to mortgage and/or charge in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the company, both present and future and/or the whole or any part of the undertaking(s) of the company, in favour of the Lender(s), Agent(s) and Trustee(s) for securing the borrowings availed / to be availed by the Company and / or any of the Company's holding / subsidiary / affiliate / associate company, by way of loan(s) (in foreign currency and / or rupee currency) and Securities (comprising fully / partly Convertible Debentures and/or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes / bonds or other debt instruments), issued / to be issued by the company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s), or any other document, entered into/ between the company and the Lender(s) / Agents and Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in the behalf and agreed to between the Board of Directors and the Lender(s) / Agent(s) and Trustee / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalise, settle and execute such documents / deeds / writings/ papers / agreements as may be required and do all such acts, deeds and things as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

5. APPROVAL OF THE POSTAL BALLOT NOTICE AND APPOINTMENT OF THE SCRUTINIZER FOR CONDUCTING POSTAL BALLOT PROCESS:

The Board of Directors has approved the Postal Ballot Notice to be dispatched to the Shareholders and has appointed Mr. Vinod Aggarwal, Practicing Company Secretary as Scrutinizer to conduct the postal ballot process in a fair and transparent manner.



The following Resolution has been passed in this regard:

"RESOLVED THAT pursuant to Section 192A of the Companies Act, 1956 (hereinafter referred to as 'the Act') read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, approval of the Board of Directors be and is hereby given for seeking the approval of the Shareholders under Section 81(1A), 293(1)(a), 293(1)(d) of the Companies Act, 1956 or any such approval, by way of Postal Ballot.

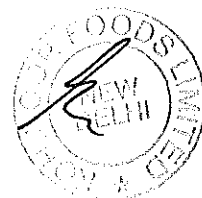
RESOLVED FURTHER THAT the draft notice of Postal Ballot, together with Explanatory Statement as placed before the Board be and is hereby approved and that the said Notice along with the Explanatory Statement thereto be issued to the Members under the signatures of Mr. Rama Kant, Company Secretary and GM (Legal) and in this regard he is hereby authorized to sign the said Notice and to make such modification and to settle all questions or difficulties that may arise with regard thereto and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.

RESOLVED FURTHER THAT Mr. Vinod Aggarwal, Practicing Company Secretary, who has since given his consent to act as Scrutinizer, if so appointed, be and is hereby appointed as Scrutinizer to receive and scrutinize completed postal ballot papers received from the members and for conducting the postal ballot voting process in a fair and transparent manner at such remuneration and out of pocket expenses as may be mutually agreed between him and the Company.

RESOLVED FURTHER THAT the Notice be sent to every Member of the Company whose name is borne on the Register of Members of the Company as on July 12, 2013 and the voting rights of such Members be reckoned as on the said date.

RESOLVED FURTHER THAT the following calendar of events for implementing the Postal Ballot process be and is hereby approved:

Sr. No.	Particulars	Date
1	Date on which consent given by the scrutinizer to act as scrutinizer	July 11, 2013
2	Date of Board Meeting for approval for seeking shareholders' approval through Postal Ballot	July 12, 2013



Sr. No.	Particulars	Date
3	Board Meeting, inter-alia, for the following: <ul style="list-style-type: none"> - Approval of the Postal ballot Notice and other documents - Appointment of the Scrutinizer - Nominating the Company Secretary and the Director for completing the Postal Ballot process - Approval of the calendar of events 	July 12, 2013
4	Date of appointment of scrutinizer	July 12, 2013
5	Last date for filing of Certified copy of Board Resolution along with Calendar of Events with the Registrar of Companies for information	July 19, 2013
6	Date of completion of dispatch of notice along with Postal Ballot	July 20, 2013
7	Release of advertisement in the newspapers giving the: <ul style="list-style-type: none"> - Date of completion of dispatch of the Notices - Last date for receipt of Postal Ballot forms from the Shareholders 	July 22, 2013
8	Last date for receiving Postal Ballot papers by scrutinizer	August 19, 2013
9	Date of submission of Report by the Scrutinizer	August 22, 2013
10	Date of Declaration of Results	August 22, 2013
11	Date of release of advertisement for declaration of the results	On or before August 24, 2013
12	Date of signing of the minutes book by the Chairman or any Director of the Company in which the results of ballot is recorded	On or before September 21, 2013
13	Date of returning the Ballot papers, register required to be maintained by the scrutinizer under rule 5(e) of the Companies (passing of the resolutions by postal ballot) Rules, 2011 and other related papers to the Chairman by the Scrutinizer	After signing of Minutes by Chairman
14	Last date of filing Certified True Copy of the resolution along with the Notice to Registrar of Companies	On or before September 21, 2013



RESOLVED FURTHER THAT Mr. Satnam Arora, Joint Managing Director and Mr. Rama Kant, Company Secretary and GM (Legal) be and are hereby authorized, singly and jointly, to take all necessary steps to complete the Postal Ballot process and be responsible for the entire Postal Ballot Process and to do all things and to take all incidental and necessary steps including sending of the Notice to all the Members and filing of this resolution with the Registrar of Companies to conduct the said Postal Ballot process for and on behalf of the Company and to settle all question or difficulties that may arise in the course of implementing this Resolution and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."


Notice of the Postal Ballot along with Postal Ballot form shall be forwarded in due course as per the provisions of the Listing Agreement.


The present intimation is being sent to you, pursuant to the applicable provisions of the Listing Agreement.

This is for your information and necessary action, please.

Thanking you,

Yours truly,
For Kohinoor Foods Limited


Rama Kant
Company Secretary & GM (Legal)



CC to : National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra(E), Mumbai.