

Proceedings of 25th Annual General Meeting of M/s Kohinoor Foods Ltd. held on Monday, 29th September, 2014 at 11:00 a.m. at Pearey Lal Bhawan Association, 2, Bahadur Shah Zafar Marg, New Delhi 110 002.

Present

Mr. Gurnam Arora : Jt. Managing Director
Mr. Vijay Burman : Chairman, Audit Committee/ Remuneration Committee

In Attendance

Mr. Prabhat Kumar : Chief Financial Officer
Mr. Rama Kant : Company Secretary & GM (Legal)
Mr. Pankaj Gupta : Statutory Auditors
Mr. Vinod Aggarwal : Scrutinizer for Poll process

Total number of shareholders on record date: 39680

No. of Shareholders present in the meeting either in person or through proxy: 58

Promoters and Promoter Group: 9
Public: 49

The meeting commenced at 11:00 A.M. and concluded at 11:30 A.M. approximately.

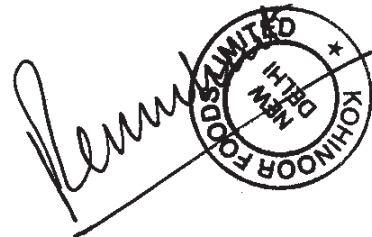
Since Mr. Jugal Kishore Arora, Chairman of the Board of Directors was not present, Mr. Gurnam Arora was requested to take the chair. Mr. Gurnam Arora then occupied the Chair and welcomed the Shareholders at the 25th Annual General Meeting of the Company. Upon ascertaining that the requisite Quorum was present, called the meeting to order.

The Chairman stated that the register of Directors, Register of Directors Shareholding & Proxy Register were available during the meeting for Inspection of Members. With the consent of the members present, the Notice of the Meeting, Chairman Message, Directors Report and the Audit Report, which were with the Shareholders, were taken as read.

Thereafter Chairman delivered his Speech giving a brief account of performance highlights of the Company during the year under review and recent developments.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Company had extended the E – voting facility to the members in respect of businesses to be transacted at the Annual General Meeting. The e voting commenced at 09:00 am on 24th September, 2014 and ended at 06:00 pm on 26th September, 2014.

The Chairman stated that apart from E-voting, the Company will also give, to those Shareholders who could not avail the e-voting facility and were present at the AGM, the option of voting through physical ballot papers, pursuant to Section 109 of the Act read with Rule 21 of the Rules. .

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "KOHINOOR FOODS LIMITED" around the top inner edge, "NEW DELHI" in the center, and "INDIA" at the bottom. There is a small star symbol at the top right of the stamp.

Mr. Vinod Aggarwal (ACS No. 21278, CP No. 8816), Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretaries, the Scrutinizer appointed for the poll, was requested to take over the Poll proceedings and to ensure that the voting through Poll is conducted in a fair and transparent manner. He was further requested to submit his Report on Poll.

The ballot papers were distributed to the Shareholders and they were requested to deposit the duly filled in ballot papers in the empty ballot box kept for the purpose.

Mr. Vinod Aggarwal, Scrutinizer appointed for the Poll conducted the Poll which included showing empty Polling boxes to the members, locking and sealing of empty Polling boxes in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizers closed the Poll at around 11:25 a.m. hours. The Scrutinizer then took the custody of Polling boxes.

Upon the completion of the Poll process, the Chairman stated that the results of the voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that the results shall also be uploaded on the Company's website www.kohinoorfoods.in with the respective reports of Scrutinizers for Electronic Voting and the Poll and shall be available at the corporate office of the Company.

The meeting then concluded with a Vote of Thanks to the Chair.

On the basis of the Scrutinizer's Report for E- Voting dated 27th September, 2014 and the voting through Poll dated 30th September, 2014, the Chairman announced the results of the voting on Tuesday, 30th September, 2014 at 03:00 p.m at the Corporate office of the Company situated at 10th Floor, Pinnacle Business Tower, Suraj Kund, Faridabad – 121001.

The details of combined Voting Results as under:

Description	Total Members voting through Poll/Evoting (A)	Less : Invalid (B)	Net valid (C) (A-B)	Votes in favour of the Resolution		Votes against the Resolution		Whether passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	



Ramchandra

<p>Item No. 1- Ordinary Resolution</p> <p>Adoption of the audited financial statements for the financial year ended 31st March, 2014</p>	72	7	65	18837962	99.999	102	.001	Yes
<p>Item No. 2- Ordinary Resolution:</p> <p>To appoint a Director in place of Mr. Satnam Arora, who retires by rotation and being eligible offers himself for reappointment</p>	73	7	66	18836963	99.994	1102	0.006	Yes
<p>Item No. 3- Ordinary Resolution</p> <p>To appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors and to fix their remuneration for a term of 4(four) years.</p>	72	7	65	18836823	99.994	1102	0.006	Yes
<p>Item No. 4- Ordinary Resolution</p>	73	7	66	18836962	99.994	1102	0.006	Yes


 Renuka Foods Limited
 New Delhi

To appoint Mr. Khedaim Abdulla Saeed Faris Alderei (DIN - 06699678) as a Director liable to retire by rotation.								
Item No. 5- Ordinary Resolution To appoint Mr. Vijay Burman (holding DIN-00013710) as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016.	73	7	66	18836963	99.994	1102	0.006	Yes
Item No. 6- Ordinary Resolution To appoint Mr. Sandeep Kohli (holding DIN-00300767) as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016.	71	7	64	18836822	99.994	1102	0.006	Yes
Item No. 7- Ordinary Resolution To appoint Mr. Maharaj Kishen Trisal (holding DIN-00059545) as an Independent Director of the	73	7	66	18836963	99.994	1102	0.006	Yes



Company to hold office for 2(two) consecutive year for a term up to March 31, 2016.									
<u>Item No. 8- Ordinary Resolution</u> To appoint Mr. Satish Chander Gupta (holding DIN-00025780) as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016.	71	7	64	18836823	99.999	102	0.001	Yes	
<u>Item No. 9- Ordinary Resolution</u> To Approve Appointment & Remuneration of the Cost auditor M/s Cheena & Associates, Cost Accountant Firm, for the financial year ending March 31, 2015	73	7	66	18836925	99.994	1102	0.006	Yes	
<u>Item No. 10- Special Resolution</u> To approve the borrowing limits of the Company upto	72	7	65	18836823	99.94	1102	0.006	Yes	



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a sum of Rs. 1500 crores over and above the aggregate of the paid up capital and its free reserves, pursuant to provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013.								
<u>Item No. 11-Special Resolution</u> To approve mortgaging the assets of the Company pursuant to section 180(1)(a) in favour of financial institutions, banks and other lenders for securing their loans as approved under section 180(1)(c) of the Companies Act, 2013	73	7	66	18836863	99.994	1202	0.006	Yes
<u>Item No. 12-Special Resolution</u> To appoint Mr. Jugal Kishore Arora, (holding DIN 00010704) who has now attained the age of 70 years, pursuant to section 196(3)(a) of the Companies Act, 2013.	73	7	66	18836663	99.993	1402	0.007	Yes
<u>Item No. 13-Special Resolution</u>	69	7	62	18836820	99.994	1102	0.006	Yes



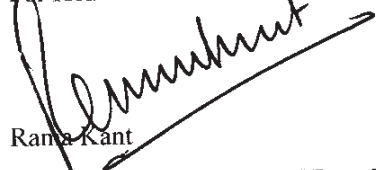
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To alter Articles of Association for increasing the maximum number of Directors of the Company.								
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On the basis of aforesaid scrutinizer report all the resolutions mentioned in the Notice dated 13.08.2014 has been passed with requisite majority.

Thanking You,

For Kohinoor Foods Ltd.



Rana Kant

Company Secretary & GM(Legal)



September 30, 2014

**The Secretary
BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001**

Sub: Intimation pursuant to clause 30 of the Listing Agreement

Dear Sir/Mam,

Pursuant to clause 30 of the Listing Agreement. this is to inform you that, Company in its Annual General Meeting held on Monday, 29th September, 2014 at 11:00 a.m has passed the following resolution with requisite majority:

- Appointment of M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of Fourth consecutive Annual General Meeting.
- Appointment of Mr. Khedaim Abdulla Saeed Faris Alderei (holding DIN – 06699678), as Director of the Company liable to retire by rotation, pursuant to Section 161 and other relevant provision of the Companies Act, 2013.
- Appointment of Mr. Vijay Burman (holding DIN-00013710), as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013.
- Appointment of Mr. Sandeep Kohli Kohli (holding DIN-00300767) as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013.
- Appointment of Mr. Maharaj Kishen Trisal (holding DIN-00059545) as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013.

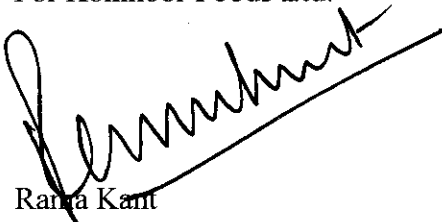


Corp. Off. & Correspondence Add.: Pinnacle Business Tower, 10th Floor, Surajkund, Faridabad-121001, Haryana, Delhi-NCR. (India)
Phone: +91-129-424-2222, Fax: +91-129-424-2233, E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

- Appointment of Mr. Satish Chander Gupta(holding DIN-00025780) as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013.
- To Continue the Appointment of Mr. Jugal Kishore Arora (holding DIN-00010704), Whole Time Director designated as Chairman, pursuant to the provisions of Section 196(3)(a) and other applicable provisions of the Companies Act, 2013.

This is for your information and record.

For Kohinoor Foods Ltd.



Ranga Kant
Company Secretary & GM(legal)



CC: National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Bloock,
Bandra Kurla Complex, Bandra (E)
Mumbai-400051