

Proceedings of 26th Annual General Meeting of M/s Kohinoor Foods Ltd. held on Tuesday, 29th September, 2015 at 04:00 p.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. R.K.Singal : Statutory Auditors
Mr. Vinod Aggarwal : Scrutinizer for Poll process

Total number of shareholders on record date: 32,539

No. of Shareholders present in the meeting either in person or through proxy: 448

Promoters and Promoter Group: 8
Public: 440

The meeting commenced at 04:00 P.M. and concluded at 04:30 P.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 26th Annual General Meeting of the Company. Upon ascertaining that the requisite Quorum was present, called the meeting to order.

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

Further, Mr. Rama Kant, Company Secretary of the Company 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, Directors Report and the Audit Report, which were with the Shareholders, were taken as read.

The Company Secretary 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 26th September, 2015 and ended at 05:00 pm on 28th September, 2015.

The Company Secretary further 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.



Mr. Vinod Aggarwal (FCS No.8007, CP No. 8816), Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretary, 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 boxes 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 04:25 p.m. The Scrutinizer then took the custody of Polling Boxes.

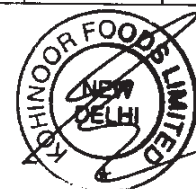
Upon the completion of the Poll process, the Chairman stated that the results of the voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that the results shall 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 and the voting through Poll dated 30th September, 2015, the Chairman announced the results of the voting on Wednesday, 30th September, 2015 at 05:30 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	



Mr. Vinod Aggarwal (ACS No. 21278, CP No. 8816), Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretary, 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.

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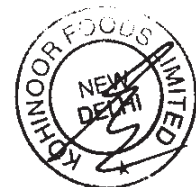
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The meeting then concluded with a Vote of Thanks to the Chair.

On the basis of the Scrutinizer's Report for E- Voting dated 29th September, 2015 and the voting through Poll dated 30th September, 2015, the Chairman announced the results of the voting on Wednesday, 30th September, 2015 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:

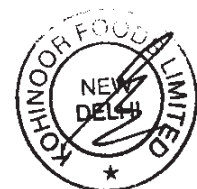
Description	Total Members voting through Poll/Evoting (A)	Less: Invalid (B)	Net valid (C) (A-B)	Votes in favour of the Resolution		Votes against the Resolution		Whether passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution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



Item No. 1- Ordinary Resolution Adoption of the Audited Financial Statement as at March 31, 2015, the Reports of the Directors and Auditor's thereon together with Audited Consolidated Financial Statement for the year ended March 31, 2015.	179	21	158	20048155	100	120	0.00	Yes
Item No. 2- Ordinary Resolution: To appoint a Director in place of Mr. Gurnam Arora (DIN 00010731), who retires by rotation and being eligible offers himself for re-appointment.	179	21	158	20048155	100	120	0.00	Yes
Item No. 3- Ordinary Resolution Appointment of M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, as Auditor of the Company.	179	21	158	20048155	100	120	0.00	Yes
Item No. 4- Ordinary Resolution Appointment of Ms. Madhu Vij as an Independent Director of the Company.	178	21	157	20046642	99.99	1623	0.01	Yes
Item No. 5- Ordinary Resolution	179	21	158	20046652	99.99	1623	0.01	Yes



To ratify the remuneration of the Cost Auditor of the Company for the Financial Year ending 31 st March, 2016.								
<p>Item No. 6- <u>Ordinary Resolution</u></p> <p>To renew the remuneration of Mr. Jugal Kishore Arora (DIN 00010704), Chairman of the Company pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013.</p>	179	21	158	20043652	99.98	4623	0.02	Yes
<p>Item No. 7- <u>Ordinary Resolution</u></p> <p>To renew the remuneration of Mr. Satnam Arora (DIN 00010667), Jt. Managing Director of the Company pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory</p>	179	21	158	20043552	99.98	4723	0.02	Yes



modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013.									
Item No. 8- Ordinary Resolution To renew the remuneration of Mr. Gurnam Arora (DIN 00010731), Jt. Managing Director of the Company of the Company pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013.	179	21	158	20046652	99.99	1623	0.01	Yes	

On the basis of aforesaid scrutinizer report all the resolutions mentioned in the Notice dated 13.08.2015 has been passed with requisite majority.

Thanking You,

For Kohinoor Foods Ltd.

Rama Kant

Company Secretary & GM (Legal)





Vinod Aggarwal
FCS, LL.B(DU), B. Com

Vinod Aggarwal & Associates
COMPANY SECRETARIES

COMBINED REPORT OF SCRUTINIZER

[Pursuant to the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,
Mr. Jugal Kishore Arora (Chairman)
Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor
Suraj Kund Road, Faridabad,
Haryana - 122001.

Evoting start date: Saturday, September 26, 2015 at 09.00 a.m.

Evoting end date: Monday, September 28, 2015 at 5:00 p.m.

26th Annual General Meeting of the Equity Shareholders

Date : 29th September 2015

Time : 04 P.M.

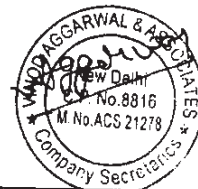
Place : Pearey Lal Bhawan Association,
2, Bahadurshah Zafar Marg,
New Delhi- 110002

Dear Sir,

Subject: Combined Scrutinizer's Report on:

- E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereof from time to time and
- Poll conducted in pursuance to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules and amendments made thereof from time to time.

I Vinod Aggarwal Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretaries having office at LIG 1, Gayatri Enclave, RPS Colony, Nr. Khanpur T Point, New Delhi - 110062, appointed as Scrutinizer by:



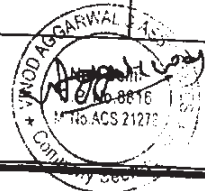
LIG-1, LGF, Gayatri Enclave, Near RPS Colony, Khanpur T-Point, New Delhi-110062
Tel: +91 11 26056000, Mob.: +91 93120 84774, Email: vinod.aggarwalcs@gmail.com

(a) The Board of Directors of Kohinoor Foods Limited having its registered office at 201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi - 110048 and Corporate Office at Pinnacle Business Tower, 10th Floor, Suraj Kund Road, Faridabad, Haryana - 122001 for the purpose of scrutinizing the e-voting process as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and

(b) The Chairman of the 26th Annual General Meeting held on 29th September, 2015 on Poll under the provisions of the Sections 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules 2014.

I have issued separate Scrutinizer's Reports both dated 30.09.2015, on the e-voting and on the poll on the Resolutions contained in the Notice dated 13th August, 2015. As requested by the management, a report on the combined results for voting through e-voting and the poll is 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	
Item No. 1- Ordinary Resolution Adoption of the audited financial statements for the financial year ended 31st March, 2015, the reports of	179	21	158	20048155	100	120	0.00	Yes



the Board of Directors and Auditors thereon together with audited consolidated financial statement

**Item No. 2-
Ordinary
Resolution:**

To appoint a Director in place of Mr. Gurnam Arora(holding DIN 00010731), who retires by rotation and being eligible offers himself for re-appointment.

179 21 158 20048155 100 120 0.00 Yes

**Item No. 3-
Ordinary
Resolution**

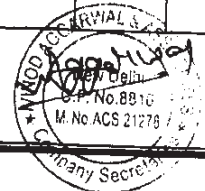
To appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors and to fix their remuneration.

179 21 158 20048155 100 120 0.00 Yes

**Item No. 4-
Ordinary
Resolution**

To appoint Ms. Madhu Vij (holding DIN-00025006) as an

178 21 157 20046642 99.99 1623 0.01 Yes



Independent
Director of the
Company

**Item No. 5-
Ordinary
Resolution**

To ratify the
Remuneration of
the Cost
auditor for the
financial year
ending March
31, 2016

179

21

158

20046652

99.99

1623

0.01

Yes

**Item No. 6-
Special
Resolution**

To consider,
approve and
renew the terms
of remuneration
of Mr. Jugal
Kishore Arora,
(holding DIN
00010704),
pursuant to
section 196,
197, 203 of the
Companies Act,
2013.

179

21

158

20043652

99.98

4623

0.02

Yes

**Item No. 7-
Special
Resolution**

To consider,
approve and
renew the terms
of remuneration
of Mr. Satnam
Arora, (holding
DIN 00010667),
pursuant to
section 196,
197, 203 of the
Companies Act,
2013.

179

21

158

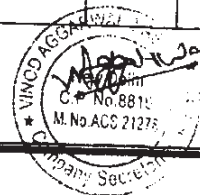
20043552

99.98

4723

0.02

Yes



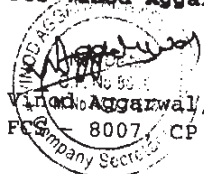
Item No. 8-	179	21	158	20046652	99.99	1623	0.01	Yes
Special Resolution								
<p>To consider, approve and renew the terms of remuneration of Mr. Gurnam Arora, (holding DIN 00010731), pursuant to section 196, 197, 203 of the Companies Act, 2013.</p>								

All the resolutions stand Passed, as per combined voting through E-voting process and the Poll, with the requisite majority.

The poll papers and all other relevant records have been sealed and will be handed over to Mr. Rama Kant, Company Secretary & GM(Legal) authorized by the Board for safe keeping.

Thanking You

For Vinod Aggarwal & Associates, Practicing Company Secretaries


 Vinod Aggarwal, Scrutinizer
 FC No - 8007, CP No - 8816

Date: 30.09.2015

Place: New Delhi