

27th September, 2012

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block – G
Bandra-Kurla Complex
Bandra (E) Mumbai - 400051

Re.: Proceedings of 23rd Annual General Meeting

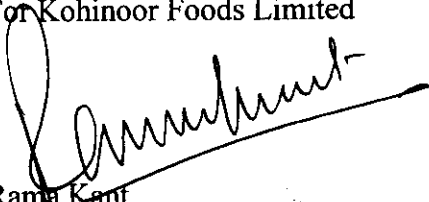
Dear Sir,

Please find enclosed herewith Proceedings of the 23rd Annual General Meeting of the Company held on 27th September, 2012.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,
For Kohinoor Foods Limited


Rama Kant
Company Secretary & GM (Legal)

Encl: as above

C.C: The Secretary,
The Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001



KOHINOOR FOODS LIMITED

Formerly Satnam Overseas Limited

201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi-110 048

Ph.: 91-11-41635757 (30 Lines), Fax: 91-11-41638586/87, E-mail: info@kohinoorfoods.in www.kohinoorfoods.in

• Winner of APEDA Awards every year since 1991 for quality & export excellence • Brand Equity Award • Niryat Shree Award
• World Quality Commitment International Star Award, Paris • Award from World Economic Forum



Proceedings of 23rd Annual General Meeting of M/s Kohinoor Foods Ltd. held on Thursday, 27th September, 2012 at 12:30 p.m. at Pearey Lal Bhawan Association, 2, Bahadur Shah Zafar Marg, New Delhi 110 002.

Present

Mr Satnam Arora : Jt. Managing Director
Mr. Vijay Burman : Chairman, Audit Committee

In Attendance

Mr. Rama Kant : Company Secretary & GM (Legal)
Mr. Kamal Deep Chawla : DGM (Finance & Accounts)

Since Mr. Jugal Kishore Arora, Chairman of the Board of Directors was not present, Mr. Satnam Arora was requested to take the chair and called the meeting to order as the requisite Quorum was present. He then formally extended a very warm welcome to the shareholders and read his statement. The notice for the meeting circulated with the Annual Report be taken as read was accepted. He then asked the Company Secretary to read the Auditor's Report. Thereupon Mr. Rama Kant, Company Secretary & GM(Legal) read the Auditor's Report. Annexure to the Auditor's Report was taken as read with the permission of the Shareholders.

Thereafter, the Chairman proceeded with the business contained in the Notice.

ITEM NO.1

ADOPTION OF ANNUAL ACCOUNT AND REPORTS OF DIRECTORS AND AUDITORS THEREON.

Proposed by : Mr. Ashok Jain
Seconded by : Mr. Gulshan Gera

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon be and are hereby received, considered and adopted."

On being put to vote, the resolution was carried unanimously



ITEM NO. 2

RE-APPOINTMENT OF DIRECTOR MR. GURNAM ARORA

Proposed by : Mr. Nirmal Kumar
Seconded by : Mr. Pradeep Sood

"RESOLVED THAT Mr. Gurnam Arora, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

On being put to vote, the resolution was carried unanimously

ITEM NO. 3

RE-APPOINTMENT OF DIRECTOR MR. SATNAM ARORA

Proposed by : Mr. Ajay Khurana
Seconded by : Mr. Ramesh Sharma

"RESOLVED THAT Mr. Satnam Arora, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

On being put to vote, the resolution was carried unanimously

ITEM NO. 4

RE-APPOINTMENT OF AUDITORS

Proposed by : Mr. M.C. Aggarwal
Seconded by : Mr. Parmand

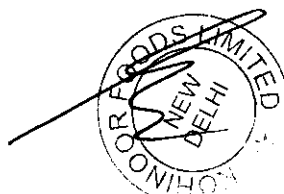
"RESOLVED THAT pursuant to the provisions of Section 224 (1) and other applicable provisions, if any, of the Companies Act, 1956, M/s Nath Ahuja & Co., Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office till the conclusion of next Annual General Meeting at a remuneration to be fixed by the Board of Directors."

On being put to vote, the resolution was carried unanimously

ITEM NO. 5

APPOINTMENT OF MR. SANDEEP KOHLI AS DIRECTOR

Proposed by : Mr. Chetan Chadda
Seconded by : Mr. Ashok Kumar



“RESOLVED THAT Mr. Sandeep Kohli, Who was appointed as an Additional Director of the Company by the Board of Director and who cease to hold office under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under section 257 proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, who will be liable to retire by rotation.

On being put to vote, the resolution was carried unanimously

ITEM NO. 6

INCREASE IN AUTHORISED SHARE CAPITAL

Proposed by : Mr. Yashpal Chopra
Seconded by : Ms. Chanchal Agrawal

RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956 read with the Articles of Association of the Company the Authorized Share Capital of the Company be and is hereby increased from the present Rs. 50,00,00,000 (Rupees Fifty Crores) to Rs. 75,00,00,000 (Rupees Seventy Five Crores) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10 each by creation of 2,50,00,000 (Two Crores Fifty Lakhs) additional Equity Shares ranking Pari-passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be substituted with the following:

Clause V: “The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rupees 10/- (Ten) each.”

On being put to vote, the resolution was carried unanimously

ITEM NO. 7

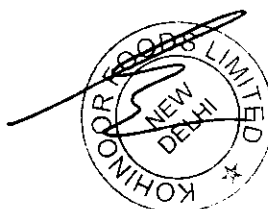
ALTERATION IN ARTICLES OF ASSOCIATION

Proposed by : Mr. M. S. Chauhan
Seconded by : Mr. D D Sardana

“RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and are hereby altered, by substituting the following clause in place of the existing clause of the Articles of Association:

Clause 4 : “The Authorised Share Capital of the company shall be such as given in clause V of the Memorandum of Association of the Company or as altered from time to time.”

On being put to vote, the resolution was carried unanimously



ITEM NO. 8

INCREASE IN BORROWING LIMIT AS PER SECTION 293(1)(D)

Proposed by : Mr. J. K. Gupta
Seconded by : Mr. Manjeet Singh

“RESOLVED THAT in supersession of earlier resolution passed, the Board of Directors (hereinafter referred to as “The Board”) be and is hereby authorized, 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 to borrow any sum or sums of money (including non-fund based facilities) from time to time at their 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 upto a sum of Rs. 1000 crores (Rupees One Thousand 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) 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.”

On being put to vote, the resolution was carried unanimously

ITEM NO. 9

AUTHORISATION TO MORTGAGE AND CHARGE OF ASSETS AS PER SECTION 293(1)(A)

Proposed by : Mr. Sudhir Kr. Gupta
Seconded by : Mr. OM Prakash



“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as “the Board”) 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.”

On being put to vote, the resolution was carried unanimously

ITEM NO. 10

RE-APPOINTMENT AND INCREASE IN REMUNERATION OF MR. JUGAL KISHORE ARORA

Proposed by
Seconded by

: Mr. Naresh Gupta
: Mr. Vimal Jain



“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 & 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 the consent of members be and is hereby accorded subject to the approval of Central Government for reappointment of Mr. Jugal Kishore Arora, Whole Time Director, designated as ‘Chairman’, of the Company (not liable to retire by rotation) for a further period of 5 years with effect from 26th September, 2012 to 25th September, 2017 and also to increase in remuneration payable to Mr. Jugal Kishore Arora, Chairman of the Company w.e.f 1st October, 2012 on the terms as detailed in the Explanatory Statement attached hereto –

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter vary and modify or increase the said terms including salary, allowances, designation and perquisites in such manner as may be agreed to between the Board and Mr. Jugal Kishore Arora and in accordance with and subject to the limits prescribed in schedule XIII of the Act and, if necessary, as may be stipulated by the Central Government and as may be agreed to between the Board and Mr. Jugal Kishore Arora.”

“RESOLVED FURTHER THAT Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Jugal Kishore Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites payable to him shall be subject to the approval of the Central Government, wherever required.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matter and things in its discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

On being put to vote, the resolution was carried unanimously

ITEM NO. 11

RE-APPOINTMENT AND INCREASE IN REMUNERATION OF MR. SATNAM ARORA

Proposed by : Mr. Raj Bala
Seconded by : Mr. Gagan

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 & 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 the consent of members be and is hereby accorded subject to the approval of Central Government for reappointment of Mr. Satnam Arora, Whole Time Director, designated as ‘Jt. Managing Director’, of the Company for a further period of 5 years with effect from 26th September, 2012 to 25th September, 2017 and also to increase in remuneration payable to Mr. Satnam Arora, Jt. Managing Director of the Company 1st October, 2012 on the terms as detailed in the Explanatory Statement attached hereto –



“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter vary and modify or increase the said terms including salary, allowances, designation and perquisites in such manner as may be agreed to between the Board and Mr. Satnam Arora and in accordance with and subject to the limits prescribed in schedule XIII of the Act and, if necessary, as may be stipulated by the Central Government and as may be agreed to between the Board and Mr. Satnam Arora.”

“RESOLVED FURTHER THAT Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Satnam Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites payable to him shall be subject to the approval of the Central Government, wherever required.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matter and things in its discretion it may consider necessary, expedient or desirable to give effect to this resolution.

On being put to vote, the resolution was carried unanimously

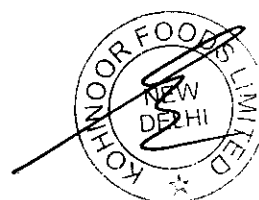
ITEM NO. 12

RE-APPOINTMENT AND INCREASE IN REMUNERATION OF MR. GURNAM ARORA

Proposed by : Ms. Poonam Bala
Seconded by : Mr. Bhupinder Singh

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 & 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 the consent of members be and is hereby accorded subject to the approval of the Central Government for reappointment of Mr. Gurnam Arora, Whole Time Director, designated as ‘Jt. Managing Director’, of the Company for a further period of 5 years with effect from 26th September, 2012 to 25th September, 2017 and also to increase in remuneration payable to Mr. Gurnam Arora, Jt. Managing Director of the Company w.e.f 1st October, 2012 on the terms as detailed in the Explanatory Statement attached hereto –

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter vary and modify or increase the said terms including salary, allowances, designation and perquisites in such manner as may be agreed to between the Board and Mr. Gurnam Arora and in accordance with and subject to the limits prescribed in schedule XIII of the Act and, if necessary, as may be stipulated by the Central Government and as may be agreed to between the Board and Mr. Gurnam Arora.”



“RESOLVED FURTHER THAT Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Gurnam Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites payable to him shall be subject to the approval of the Central Government, wherever required.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matter and things in its discretion it may consider necessary, expedient or desirable to give effect to this resolution.

On being put to vote, the resolution was carried unanimously.

I, J K Gupta, on behalf of Directors and Shareholders present and on my personal behalf, propose a vote of thanks to the Chair.

There being no other business to transact, the meeting terminated with a vote of thanks to the Shareholders.

Dated - 27.09.2012

