



27th September, 2011

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

Re.: Proceedings of 22nd Annual General Meeting

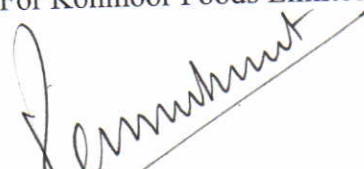
Dear Sir,

Please find enclosed herewith Proceedings of the 22nd Annual General Meeting of the Company held on 27th September, 2011.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,
For Kohinoor Foods Limited



Rana 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

71, Libaspur, Bahalgarh, Dist. Sonapat, Haryana-131021 (100% E.O.U.)

• 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 22nd Annual General Meeting of Kohinoor Foods Ltd.
held on Tuesday, 27th September, 2011 at 10:00 a.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. D. D. Sardana
Seconded by : Mr. Ajay Khurana

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2011 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

Proposed by : Mr. Rakesh Kumar
Seconded by : Mr. Gulshan Kumar Gera

"RESOLVED THAT Mr. Vijay Burman, 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

Proposed by : Mr. N.P. Sahni
Seconded by : Mr. S.S. Alag

RESOLVED THAT Mr. Vijay Prakash Agarwal, 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. Sanjay Khatpal
Seconded by : Mr. J.K Gupta

"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

I, Yashpal Chopra, 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.

