



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

9th July, 2011

Subject: Proceedings of the General Meeting in respect of voting through Postal Ballot.

Ref : Our letters dated 1st June, 2011 and 8th June, 2011

Dear Sir,

Pursuant to the provisions of Section 293(1)(a) of Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the Shareholders, through Postal Ballot process, have accorded their consent to the transfer of the undertaking relating to the business of (i) manufacturing, processing, finishing, marketing, trading, distributing, importing, exporting and/or supply of food products, including ready to eat products, cook-in sauces, cooking pastes, spices, seasonings and frozen food; and (ii) the marketing, trading, selling and distributing of rice products in the territory of India along with its Food Factory situated at Bahalgarh, Haryana (collectively the "**Business**") of the Company together with all the assets and liabilities, employees, contracts, licenses, agreements etc. to M/s Kohinoor Speciality Foods India Private Limited.

Pursuant to Clause 31 of the Listing Agreement, we enclose herewith a copy of the Minutes of the same.

This is for your information and necessary action, please.

Thanking you,

Yours truly,

For **KOHINOOR FOODS LIMITED**

Rama Kant

Company Secretary & GM (Legal)



Encl: as above

CC to : Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

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.)

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• World Quality Commitment International Star Award, Paris • Award from World Economic Forum

MINUTES IN RESPECT OF THE APPROVAL OF THE SHAREHOLDERS OF
KOHINOOR FOODS LIMITED BY WAY OF POSTAL BALLOT PROCESS
UNDER SECTION 192A OF THE COMPANIES ACT, 1956, FOR WHICH
RESULT HAS BEEN DECLARED ON 9TH JULY, 2011 AT 3.30 PM

Date of completion of dispatch of the Postal Ballot 06.06.2011
Notice to the Shareholders

Last date for receipt of the completed postal ballot 06.07.2011
forms from the Shareholders

Submission of report by the Scrutinizer 09.07.2011

Declaration of result by the Chairman 09.07.2011 at 3.30.
PM

A Notice under Section 192A of the Companies Act, 1956 ('the Act'), seeking approval of the Shareholders by way of Postal ballot, under Section 293(1)(a) of the Act was dispatched on 6th June, 2011 to the Shareholders whose name is borne on the Register of Members on 3rd June, 2011. A postal ballot form along with a pre-paid envelope, bearing the address of the Scrutinizer, was also sent to the Shareholders, to enable them to send their replies.

The Board of Directors in its Meeting held on 1st June, 2011 had, inter-alia:

- Approved the Notice for Postal ballot
- Appointed Mr. Vinod Aggarwal, Practicing Company Secretary as the Scrutinizer to scrutinize the postal ballot forms, received from the Shareholders and to conduct the postal ballot process in a fair and transparent manner.

The Shareholders were required to send the duly filled in and signed postal ballot forms, signifying their assent or dissent to the proposed Resolution, so as to reach the Scrutinizer on or before the close of business hours on 6th July, 2011.

After scrutiny of the postal ballot forms received from the Shareholders, the Scrutinizer has submitted his report to the Chairman.

A summary of the Postal ballot forms is as follows:

Description	Total forms received (A)	Less: Invalid (B)	Net valid forms (C) (A-B)	Votes in favour of the Resolution		Votes against the Resolution	
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes
Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for transfer of business undertaking	322	22	300	1,41,20,483 (274 forms)	99.95 (91.33 as % of no of valid forms)	6,652 (26 forms)	0.05 (8.67 as % of no of valid forms)

After perusal of the aforesaid Report, the Chairman announced that the following Resolution has been passed by the Shareholders by requisite majority:



CERTIFIED TRUE COPY

For Kohinoor Foods Limited

[Handwritten Signature]
Company Secretary

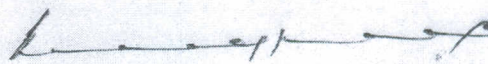
TRANSFER OF THE BUSINESS UNDERTAKING:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and Section 192A read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 (the Rules) and other applicable provisions, if any, of the Companies Act, 1956, and the Memorandum and Articles of Association of the Company, consent be and is hereby accorded to convey, transfer, assign, deliver or otherwise dispose of the Business together with all the assets and liabilities, employees, contracts, licenses, agreements etc, as a going concern on a slump sale basis, in the manner set out and subject to the fulfillment of the terms and conditions and the provisions set forth in the Business Transfer Agreement and other Transaction Documents. The said transfer is proposed to be for an aggregate consideration of Rs. 315 crores (Rupees three hundred and fifteen crores only), subject to working capital adjustments, as set out in the BTA ("**Consideration**") (which Consideration includes the amount of non-compete fee paid by the Acquirer to the Company), to be paid in the following manner:

- (i) Rs. 273 crores of the Consideration shall be paid in cash by the Acquirer from the part of the proceeds received by the Acquirer by way of share subscription monies from McCormick which in aggregate represents 85% of the issued, subscribed and paid up share capital of the Acquirer ; and
- (ii) for the balance of the Consideration, the Company shall be issued such number of equity shares of the Acquirer that shall represent in aggregate, 15% of the issued subscribed and paid up share capital of the Acquirer.

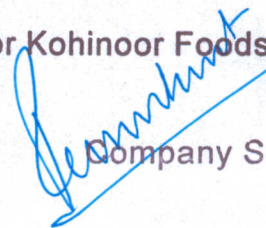
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to discuss, negotiate, finalise and agree upon such modifications or changes in the terms and conditions in respect of the Transaction Documents as may be deemed fit by them and also to negotiate, finalise, enter into and execute all such deeds, documents, agreements, letters and to do such acts, deeds, matters and/or things as may be necessary and/or expedient in their discretion, including through one or more committee that may be constituted by the board for this purpose, for giving effect to this resolution and completing the transfer of the Business together with all the assets and liabilities, employees, contracts, licenses, agreements etc to the Acquirer, in the interest of the Company."

Date: 09.07.2011
Place: New Delhi


Chairman

CERTIFIED TRUE COPY

For Kohinoor Foods Limited


Company Secretary