

1st September, 2014

**The Secretary**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400051

**Sub: Notice of Twenty Fifth Annual General Meeting of the Company.**

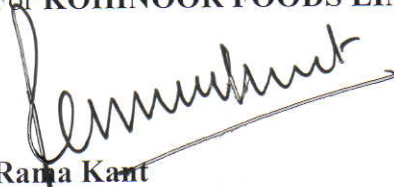
Dear Sir,

With reference to above please find enclosed herewith Copy of Notice of Twenty Fifth Annual General Meeting of the Company to scheduled to be held on September 29, 2014 at the Pearey Lal Bhawan Association, 2, Bahadurshah Zafar Marg, New Delhi-110002.

You are requested to take the above on record and oblige.

Thanking you,

Yours faithfully,  
For **KOHINOOR FOODS LIMITED.**



**Rama Kant**  
**Company Secretary & GM (Legal)**

**C.C. The Secretary**  
**Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001.

### NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of Kohinoor Foods Limited will be held at 11:00 a.m. on Monday, the 29<sup>th</sup> day of September, 2014, at the Pearey Lal Bhawan Association, 2, Bahadurshah Zafar Marg, New Delhi-110002, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) The Audited Financial Statement of the Company for the Financial Year ended March 31, 2014, the Reports of the Directors and the Auditors thereon.
  - b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2014.
2. To Appoint a Director in place of Mr. Satnam Arora (holding DIN – 00010667) who retires by rotation pursuant to Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To Appoint Statutory Auditor of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi ( Firm Registration No. 016379N), be and are hereby appointed 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 subject to ratification by the Shareholders Annually at every Annual General Meeting to be held till the year 2018, on such remuneration plus out-of-pocket etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### SPECIAL BUSINESS

4. To Appoint Mr. Khedaim Abdulla Saeed Faris Alderei, as Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.
 

**"RESOLVED THAT** Mr. Khedaim Abdulla Saeed Faris Alderei (holding DIN – 06699678), who was appointed as an Additional Director of the Company by the Board of Director in their Board Meeting held on 5<sup>th</sup> December, 2013, pursuant to Section 161 and other relevant provision of the Companies Act, 2013, and Articles of Association of the Company, holds office upto to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

5. To Appoint Mr. Vijay Burman, as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Mr. Vijay Burman (holding DIN-00013710), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016.

6. To Appoint Mr. Sandeep Kohli as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Mr. Sandeep Kohli (holding DIN-00300767), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 2(two) consecutive year for a term up to March 31, 2016.

7. To Appoint Mr. Maharaj Kishen Trisal as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Mr. Maharaj Kishen Trisal (holding DIN-00059545), Who was appointed as an Independent Director of the Company, liable to retire by rotation and whose term expires at this Annual General

Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 2 (two) consecutive year for a term up to March 31, 2016

8. To Appoint Mr. Satish Chander Gupta as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Mr. Satish Chander Gupta (holding DIN-00025780), Who was appointed as an Independent Director of the Company, liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office 2 (two) consecutive year for a term up to March 31, 2016.

9. To Approve the appointment and remuneration of the Cost Auditor for the Financial Year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s Cheena & Associates, Cost Accountant Firm, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, for the financial year ending on March 31, 2015, be paid the remuneration as set out in the statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**"RESOLVED THAT** in supersession of earlier resolution passed and pursuant to provisions of Section 180 (1)(c) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of the Company approval be and is hereby given to borrow, upto a sum of Rs. 1500 crores (Rupees Fifteen Hundred 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), any sum or sums of money (including non-fund based facilities) from time to time at its 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 the aggregate of the paid up share 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."

11. To consider and, if thought fit, to pass, with or without modification (s), the following resolution as an Special Resolution:

**"RESOLVED THAT** in supersession of earlier resolution passed and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or Foreign Currency Loans, Debentures, Advance, Corporate Guarantee and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit as approved under section 180(1)(c) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public."

12. To Continue the Appointment of Mr. Jugal Kishore Arora, Whole Time Director designated as Chairman and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196(3)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. Jugal Kishore Arora, who has now attained the age of 70 years and who was earlier appointed as Whole Time Director, designated as 'Chairman', vide Shareholder Resolution dated 26<sup>th</sup> September, 2012, be and is hereby appointed as Whole Time Director, designated as 'Chairman' of the Company (not liable to retire by rotation) to continue the said term.

**"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.

13. To amend Articles of Association of the Company in order to comply with the provisions of new Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Article of Association of the Company be and is hereby amended by substituting the existing article 181 clause II, Number of Director with following clause.

"The Board shall consist number of Director as per the Companies Act, 2013, of which 1(one) shall be nominated by the investor. As long as the investor holds at least 20% (twenty percent) of the paid up share capital of the Company, the investor shall have the right to nominate a Director on the Board."

**RESOLVED FURTHER THAT** Mr. Satnam Arora, Jt. Managing Director and Mr. Rama Kant, Company Secretary of the Company be and are hereby severally authorized to take all the necessary steps as may be necessary in connection therewith and to file required Form with Ministry of Company Affairs.

By Order of the Board  
For Kohinoor Foods Limited

Sd/-  
Rama Kant  
Company Secretary and GM (Legal)

Place: Faridabad  
Date: 13.08.2014

#### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.  
Proxies in order to be valid must be received by the company not less than 48 hours before the scheduled time of the meeting. A proxy form in MGT 11 as required under the Companies Act, 2013 is attached.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting, on their behalf.
3. The Register of Members and Transfer Books of the Company will remain close from 15<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2014 (both days inclusive) in connection with the Annual General Meeting.
4. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.
5. Brief resume of Directors including those proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorship and membership/ Chairmanship of Board Committees, Shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange are provided in the Corporate Governance Report forming part of the Annual Report.
6. Members are requested to bring their copies of Annual Report to the Meeting.
7. Entry in the Meeting Hall shall be strictly restricted to Members/Valid Proxies only, carrying the Attendance Slip.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name and e-mail address, permanent account number (PAN) etc. to their Depository Participant only and not to the company's registrar and share transfer agents, Skyline Financial Services Pvt. Ltd. (RTA). The changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and Registrar and Share Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Skyline Financial Services Pvt. Ltd., having office at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.

9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Skyline Financial Services Pvt. Ltd., for assistance in this regard.
10. Members who hold shares in physical form in multiple form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into single folio.
11. Members who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31<sup>st</sup> March, 2014, may visit the Company's corporate website [www.kohinoorfoods.in](http://www.kohinoorfoods.in) or send their queries atleast 07 days before the Annual General Meeting of the Company, to the Company Secretary at the Corporate Office of the Company.
12. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the Company / RTA in order to comply with the SEBI guidelines.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with depository for receiving all communication including Annual Report, Notices, Circulars, etc. of the Company electronically.
14. Pursuant to the provisions of Section 205 A(5) and 205 C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends (remaining unpaid/ unclaimed for a period of 7 (Seven) years for the financial year ended 31<sup>st</sup> March, 2006 on due date, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2013 (date of last Annual General Meeting) on the website of the Company ([www.kohinoorfoods.in](http://www.kohinoorfoods.in)), and also on the website of the Ministry of Corporate Affairs.
15. Pursuant to Section 101 of the Companies Act, 2013, and rules made thereunder, Electronic Copy of Notice of 25<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is being sent to all members through an electronic mode on their registered email IDs unless any member has requested for a hard copy of the same. For the members who have not registered their email addresses, physical copies of the Notice of the 25<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of 25<sup>th</sup> Annual General Meeting of the Company and the Annual Report for 2014 will also be

available on the Company's website [www.kohinoorfoods.in](http://www.kohinoorfoods.in) for download. The Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection between 10:00 am to 1:00 pm from Monday to Friday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any Communication, the shareholder may also send request to the Company's investor email id: [investors@kohinoorfoods.in](mailto:investors@kohinoorfoods.in).

### 17. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "**e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/3>. Click on "Shareholder - Login".
3. Put User ID and password as initial password noted in step (1) above and Click Login.
4. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
5. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
6. Select "EVEN" of (KOHINOOR FOODS LIMITED). Members can cast their vote online from September 24, 2014 (9:00 am) till September 26, 2014 (6:00 pm). (both days inclusive) Note: e-Voting shall not be allowed beyond said time.
7. Now you are ready for "e-Voting" as "Cast Vote" page opens.
8. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
9. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail([vinod.aggarwalcs@gmail.com](mailto:vinod.aggarwalcs@gmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Other Instructions:**

- I. The Company is providing to the member facility to cast their vote by electronic means. Shareholders of the company holding shares either in physical form or in dematerialized form, as on date of cut-off-date (Record date), 22<sup>nd</sup> August, 2014. The shareholders not casting their vote electronically, shall be allowed to cast their vote at the Annual General Meeting.
- II. In case of any queries you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. Mr. Vinod Aggarwal Practicing Company Secretary (Membership No. ACS 8816), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- VIII. The Result shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kohinoorfoods.in](http://www.kohinoorfoods.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the Twenty-fifth AGM of the Company on September 29, 2014 and communicated to both Stock Exchanges, BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

Mr. Khedaim Abdulla Saeed Faris Alderei, was appointed as an additional director by the Board vide resolution dated 5<sup>th</sup> December, 2013. According to the provisions of Section 161 of the Companies Act, 2013, he holds that office upto the date of this Annual General Meeting. As required by Section 160 of the Companies Act, 2013 a notice has been received from a member signifying his intention to propose his appointment as a Director, along with a deposit of Rs. 100,000/- (Rupee one lac only).

None of the Director /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financial or otherwise,

except Mr. Khedaim Abdulla Saeed Faris Alderei in the resolution set at the item no. 4 of the notice.

The Board recommend the Ordinary Resolution set out at item no. 4 of the Notice for approval by the Shareholder.

**Item No. 5, 6, 7 & 8**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Vijay Burman, Mr. Sandeep Kohli, Mr. Maharaj Kishen Trisal and Mr. Satish Chander Gupta, as an Independent Directors at various times, in compliance with the requirements of the clause.

Mr. Maharaj Kishen Trisal and Mr. Satish Chander Gupta were appointed as an Independent Director of the Company, liable to retire by rotation and their term expires at this Annual General Meeting.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to appoint independent directors, who are not liable to retire by rotation.

The Nomination Committee has recommended the appointment of these directors as Independent Directors from April 1, 2014 up to March 31, 2016.

Mr. Vijay Burman, Mr. Sandeep Kohli, Mr. Maharaj Kishen Trisal and Mr. Satish Chander Gupta, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as an Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume of Mr. Vijay Burman, Mr. Sandeep Kohli, Mr. Maharaj Kishen Trisal and Mr. Satish Chander Gupta, nature of their expertise in specific functional areas and names of Companies in which they hold Directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. Mr. Vijay Burman, Mr. Sandeep Kohli, Mr. Maharaj Kishen Trisal and Mr. Satish Chander Gupta respectively, are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment.

The Board recommend the Ordinary Resolution set out at item no. 5 to 8 of the Notice for approval by the Shareholder.

**Item No. 9**

The Board, on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Cheena & Associates, Cost Accountant Firm to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2015 at the remuneration of Rs. 150,000/- (Rupee one lac Fifty thousand only) per annum plus out of the pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Shareholder of the Company.

Accordingly consent of member is sought for passing an Ordinary Resolution as set out in item No. 9 of the notice for the ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015.

None of the Director / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at item no. 9 of the notice.

The Board recommend the Ordinary Resolution set out at item no. 9 of the Notice for approval by the Shareholder.

**Item No. 10 & 11**

The members of the Company has approved the resolution under Section 293(1)(d) and Section 293 (1)(a) of the Companies Act, 1956 by way of Postal Ballot resolution dated 22<sup>nd</sup> August, 2013 for borrowings over and above the aggregate of paid up share capital and free reserves of the Company, provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of 1500 Crores (Rupees Fifteen Hundred crores only) and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders.

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the Company accorded by way of a special resolution is required to borrow money in excess of the Company's paid up share capital and free reserves. Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an ordinary resolution shall be valid for one year from the date Section 180 became effective. Thus, the approval granted by members is valid upto 11<sup>th</sup> September, 2014.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and Section 180 (1)(a) of the Companies Act, 2013, as set out at Item No. 10 & 11 of the Notice. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors/ Key Managerial Personnel of the Company is, except to the extent of their shareholding in the Company, concerned or interested in the said resolution.

The Board recommend the Special Resolution set out at item no. 10 & 11 of the Notice for approval by the Shareholder.

**Item No. 12**

Mr. Jugal Kishore Arora has been appointed as a Whole Time Director designated as Chairman of the Company for the term of 5 years and remuneration payable to him has also been increased vide Shareholders resolution dated 26<sup>th</sup> September, 2012. In this regard Company has obtained the approval from Central Government.

Now Mr. Jugal Kishore Arora has attained the age of 70 years. The approval of shareholder is required as per the provisions of Section 196(3)(a) of Companies Act, 2013, for continuing his appointment for the said term.

Mr. Jugal Kishore Arora is associated with this Company since its inception. He is the promoter and pioneer member of the Company. Mr. Jugal Kishore Arora handles all the rice procurement work of the Company and he is very efficient, experienced and known person in the Rice Industry.

None of the Director / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financial or otherwise, except Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora in the resolution set at the item no. 12 of the notice.

The Board recommend the Special Resolution set out at item no. 12 of the Notice for approval by the Shareholder.

**Item No. 13**

As per the provisions of Section 149 of the new Companies Act, 2013 and other applicable rules thereunder, effective from 1<sup>st</sup> April, 2014, and also as per the requirement of new Listing Agreement with Stock Exchanges effective from 1<sup>st</sup> October, 2014, the Company has to appoint a Women Director at the Board to comply with the provisions of aforesaid Act.

As per existing Articles of the Company the Number of Directors mentioned in the Article 181, clause II, the Board shall consist of Eight Directors, which consequently require change in accordance with the new Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company is, except to the extent of their shareholding in the Company, concerned or interested in the said resolution.

The Board recommend the Special Resolution set out at item no. 13 of the Notice for approval by the Shareholder.

By Order of the Board  
For Kohinoor Foods Limited

Place: Faridabad  
Date: 13.08.2014

Sd/-  
Rama Kant  
Company Secretary and GM (Legal)

**Form No. MGT-11**  
**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): .....

Registered Address: .....

E-mail ID: .....

Folio No/Client ID: ..... DP ID: .....

I/We, being the member(s) of ..... shares of Kohinoor Foods Limited, hereby appoint

1. Name : ....., E-mail ID : .....  
Address : ....., Signature : ....., or failing him
2. Name : ....., E-mail ID : .....  
Address : ....., Signature : ....., or failing him
3. Name : ....., E-mail ID : .....  
Address : ....., Signature : .....

as my /our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held on 29<sup>th</sup> day of September, 2014 at 11:00 a.m. at Pearey Lal Bhawan Association, 2, Bhadurshah Zafar Marg, New Delhi - 110001 (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. Adoption of the Audited Financial Statement as at March 31, 2014, the Reports of the Directors and Auditor's thereon together with Audited Consolidated Financial Statement for the year ended March 31, 2014.
2. Re-appointment of Mr. Satnam Arora as a Director of the Company.
3. Appointment of M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, as Auditor of the Company.
4. Appointment of Mr. Khedaim Abdulla Saeed Faris Alderei as Director of the Company.
5. Appointment of Mr. Vijay Burman as an Independent Director of the Company.
6. Appointment of Mr. Sandeep Kohli as an Independent Director of the Company.
7. Appointment of Mr. Maharaj Kishen Trisal as an Independent Director of the Company.
8. Appointment of Mr. Satish Chander Gupta as an Independent Director of the Company.
9. To approve the appointment and remuneration of the Cost Auditor for the Financial Year ending 31<sup>st</sup> March, 2015.
10. Authorisation to borrow money as required under Section 180(1)(c) of the Companies Act, 2013.
11. Authorisation to create Mortgages/ Charges/ Hypothecation and Floating Charges as required under Section 180(1)(a) of the Companies Act, 2013.
12. To Continue appointment of Mr. Jugal Kishore Arora, Whole Time Director designated as Chairman of the Company.
13. Amendment of Article of Association of the Company.

Signed this ..... day of ..... 2014

Signature of Shareholder .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## ATTENDANCE SLIP

**(Please complete this attendance slip and hand it over at the entrance of the Hall)**

I/We hereby record my presence at the Twenty Fifth Annual General Meeting of the Company on Monday, the 29th September, 2014 at 11:00 a.m. at Pearey Lal Bhawan Association, 2, Bhadurshah Zafar Marg, New Delhi – 110001.

Name of the member(s) : .....

No. of Shares held : .....

Folio No/Client ID : ..... DP ID: .....

Name of Proxy (if any) : .....

**Signature of the Shareholder/Proxy/Representative\***

**\*Strike out whichever is not applicable**

### Notes:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2014 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2014 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.