



30th September, 2013

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

Re.: Proceedings of 24th Annual General Meeting

Dear Sir,

Please find enclosed herewith Proceedings of the 24th Annual General Meeting of the Company held on 30th September, 2013.

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

Proceedings of 24th Annual General Meeting of M/s Kohinoor Foods Ltd. held on Monday, 30th September, 2013 at 5:00 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)

Total number of shareholders on record date: 40924

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

Promoters and Promoter Group:13

Public: 12136

No. of Shareholders attended the meeting through Video Conferencing: No arrangement

Promoters and Promoter Group: Nil

Public: Nil

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, 2013 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 on Show of Hands by Ordinary Resolution.

ITEM NO. 2

RE-APPOINTMENT OF DIRECTOR MR. GURNAM ARORA.

Proposed by : Mr. Tushar Kant Sharma
Seconded by : Mrs. Usha Gupta

"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 on Show of Hands by Ordinary Resolution.

ITEM NO. 3

RE-APPOINTMENT OF DIRECTOR MR. SATNAM ARORA.

Proposed by : Ms. Mohini Sharma
Seconded by : Mr. Prabodh Sharma

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

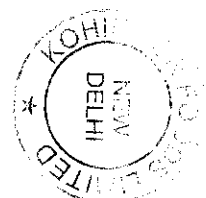
On being put to vote, the resolution was carried unanimously on Show of Hands by Ordinary Resolution.

ITEM NO. 4

RE-APPOINTMENT OF AUDITORS.

Proposed by : Mr. Sunil Gupta
Seconded by : Mrs. Meenakashi Gupta

"RESOLVED THAT pursuant to the provisions of Section 224 (1) and other applicable provisions, if any, of the Companies Act, 1956, M/s Rajender Kumar Singal & Associates, 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 untill the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."



On being put to vote, the resolution was carried unanimously on Show of Hands by Ordinary Resolution.

ITEM NO. 5

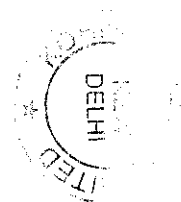
CHANGE IN ARTICLES AND ASSOCIATIONS OF THE COMPANY.

Proposed by : Mr. J. K. Sharma
Seconded by : Mr. Ashok Kumar

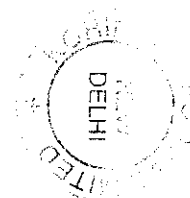
“RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and are hereby altered, by addition of Article 181 in the Articles of Association as follow:

181. In the event of a conflict between the Articles 1 to 180 and this Article 181, subject to Applicable Law, the provisions of this Article 181 shall govern and prevail.

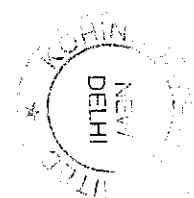
Sr no	Sub Article	Particulars
1.	Definitions	<p>“Alternate Director” means a Director duly nominated by an existing Director in his/her place on the Board of the Company for the time being;</p> <p>“Applicable Law” means all statutes, laws, regulations, ordinances, rules, judgments, notifications, rules of common laws, orders, decrees, bye-laws, government approvals, directives, guidelines, requirements or other governmental restrictions, or any similar form of decision of, or determination by, or any interpretation, policy or administration, having the force of law of any of the foregoing, by any government having jurisdiction over the matter in question, whether in effect as of the date of these Articles or thereafter;</p> <p>“Board” means the board of directors of the Company;</p> <p>“Business Day” means a day, except Sundays and public holidays, on which banks are generally open for business in India;</p> <p>“Charter Documents” means this Articles of Association and</p>



		<p>the Memorandum of Association of the Company;</p> <p>“Director” means a duly appointed director for the time being of the Company;</p> <p>“Equity Securities” means, with respect to the Company, equity Shares, membership interests, partnership interests, registered capital, joint venture or other ownership interest (including the equity Shares) or any options, warrants, convertible preference shares, loans, appreciation rights or other securities that are directly or indirectly convertible into, or exercisable or exchangeable for equity Shares (whether or not securities are issued by the Company and whether or not then currently convertible, exercisable or exchangeable and whether with or without payment of additional consideration);</p> <p>“Investor” means Al Dahra International Investments LLC, or any person to whom Al Dahra International Investments LLC has transferred its rights in relation to the Shares of the Company;</p> <p>“Investor Director” means the nominee appointed as the director on the Board of the Company; and</p> <p>“Promoters” means each of (i) Mr Jugal Kishore Arora; (ii) Mr Satnam Arora; (iii) Mr Gurnam Arora; (iv) Ms Rani Arora; (v) Mr Nitin Arora; (vi) Ms Madhu Arora; and (vii) Ms Meena Rani Arora.</p>
2.	Number of Directors	<p>The Board shall consist of 8 (eight) directors 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.</p>
3.	Removal/Resignation of Directors	<p>The Investor may require the removal of the Investor Director nominated by it and nominate another individual as a director in his/her place and the Promoters and the Company shall exercise their rights to ensure the appointment of the individual nominated as aforesaid. In the event of the resignation, retirement or vacation of office of the Investor Director, the Investor shall be entitled to nominate another director in place thereof and the Promoters shall exercise their rights to ensure the appointment of the individual nominated as aforesaid.</p>



4.	Committees	The Board may from time to time, constitute committees of the Board (consisting exclusively of directors) and may determine their functions, powers, authorities and responsibilities. The audit committee and the compensation/remuneration committee of the Board shall include at least 1 (one) Investor Director.
5.	Meetings of the Board	<p><u>Notice:</u> At least 15 (fifteen) Business Days' written notice shall be given to each of the Directors and their Alternate Directors in respect of each meeting of the Board, at the address notified from time to time by each Director. For Directors resident outside India, such notice shall be given by facsimile transmission and by e-mail with confirmation copy by courier and a copy of such notice shall also be served at the address within India specified by such Director in writing to the Company. Notice may be waived or a meeting may be called by giving shorter notice with the consent of the majority of the Directors.</p> <p>Any Director shall be entitled to call a meeting of the Board with at least 15 (fifteen) Business Days' written notice to each member of the Board. An agenda specifying in reasonable detail, the matters to be discussed at the relevant meeting and accompanied by all necessary written information, including the date, time and agenda for such meeting, shall be given to each of the Directors and their Alternate Directors, however, the notice period mentioned above shall not apply in the case of an adjourned meeting of the Board as set out below, provided that such adjourned meeting of the Board does not consider any new matter not on the agenda of the original meeting of the Board.</p>
6.	Quorum for Board meetings	The quorum for meetings of the Board shall be as prescribed under Applicable Law, provided however that any meeting of the Board at which decisions relating to any transaction exceeding INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) is considered, the quorum for such a meeting shall consist of at least 1 (one) Investor Director. A Director represented by his Alternate Director shall be deemed to be present for the purpose of determining whether a quorum exists. If such quorum is not present within 1 (one) hour from the time appointed for the meeting, the meeting shall adjourn to the same place, same time and same day of the following week, at which meeting ("Adjourned Board Meeting") the Directors then present shall constitute a quorum and take



		decisions on any or all matters listed in the notice. The Investor may, in writing, waive the requirements of quorum specified in this clause for any meeting of the Board.
7.	Electronic participation	The Directors shall have the option to participate in Board meetings by electronic means or any other means of contemporaneous communication, as may be permitted under the Applicable Law.
8.	Resolution by circulation	Subject to the provisions of the Act, a written resolution circulated to all the Directors, whether in India or overseas, and signed by a majority of them as approved shall be as valid and effective as a resolution duly passed at a meeting of the Board called and held in accordance with these Articles (provided that it has been circulated in draft form, together with the relevant papers, if any, to all the Directors).
9.	Directors and Officers Insurance Policy	The Company shall, at its own cost, procure Directors and Officers insurance policy cover for its Directors for INR 5,00,00,000 (Indian Rupees Five crore), which shall be renewed each year at the cost of the Company.
10.	Further issue of Equity Securities	Any future issue of Equity Securities by the Company shall be made pursuant to a unanimous approval of all the Directors on the Board at that time, at a meeting validly and duly held in accordance with the Charter Documents.

On being put to vote, the resolution was carried unanimously on Show of Hands by Special Resolution.

ITEM NO. 6

APPOINTMENT OF MR. MAHARAJ KISHEN TRISAL. (Ordinary Resolution)

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

“RESOLVED That Mr. Maharaj Kishen Trisal, who was appointed as an Additional Director of the Company by the Board of Director pursuant to Section 260 and other relevant provision of the Companies Act, 1956, 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 257 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.



On being put to vote, the resolution was carried unanimously on Show of Hands by Ordinary Resolution.

ITEM NO. 7

APPOINTMENT OF MR. SANDEEP KOHLI. (Ordinary Resolution)

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

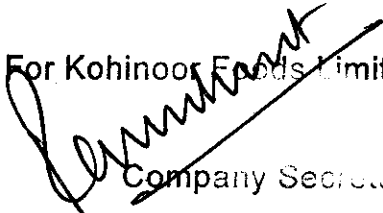
“RESOLVED That Mr. Satish Chander Gupta, who was appointed as an Additional Director of the Company by the Board of Director pursuant to Section 260 and other relevant provision of the Companies Act, 1956, and Articles of Association of the Company, holds office upto the date of this Annual General Meeting 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, liable to retire by rotation.

On being put to vote, the resolution was carried unanimously on Show of Hands by Ordinary Resolution.

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 - 30.09.2013

For Kohinoor Foods Limited

Company Secretary