

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

22nd August, 2013

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

Ref : Our letters dated 12st July, 2013, 16th July, 2013 and 22nd July, 2013.

Dear Sir,

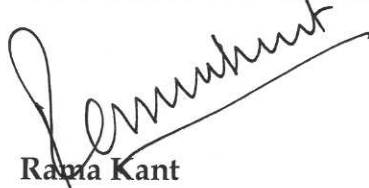
Pursuant to the provisions of Section 192A of the Companies Act, 1956, approval of the Shareholders by way of Postal Ballot as required, under Section 81(1A), 293(1)(a) and 293(1)(d) of the Companies Act has taken and results of the same has been announced today.

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

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 22ND AUGUST, 2013 AT 3.30 PM

Date of completion of dispatch of the Postal Ballot Notice to the Shareholders 20.07.2013

Last date for receipt of the completed postal ballot forms from the Shareholders 19.08.2013

Submission of report by the Scrutinizer 22.08.2013

Declaration of result by the Chairman 22.08.2013 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 81(1A), 293(1)(a) and 293(1)(d) of the Act was dispatched on 20th July, 2013 to the Shareholders whose name is borne on the Register of Members on 12th July, 2013. 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 12th July, 2013 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 19th August, 2013.

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 © (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
Special Resolution under Section 81(1A) of the Companies Act, 1956	327	10	317	1,90,14,275 (308 forms)	99.99 (97.16 as % of no. of valid forms)	1,052 (09 forms)	0.01 (2.83 as % of no of valid forms)
Ordinary Resolution under Section 293(1)(a) of the Companies Act,	327	10	317	1,90,14,327 (300 forms)	99.99 (94.63 as % of no of valid forms)	545 (10 forms)	0.03 (3.15 as % of no of valid

1956.							forms)
Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956.	327	10	317	1,90,13,912 (299 forms)	99.99 (94.32 as % of no of valid forms)	820 (10 forms)	0.004 (3.15 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:

1. Issue of Equity Shares on Preferential Basis to Al Dahra International Investments LLC, Abu Dhabi

“RESOLVED THAT pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and all other applicable provisions (including any statutory amendment(s) to or re-enactment(s) thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) as in force and subject to all other applicable rules, regulations, guidelines of SEBI, listing agreement and other applicable provisions, if any, and in accordance with and subject to requisite approvals, consents, permissions and sanctions, if any, from Government of India, SEBI, the stock exchanges, the Reserve Bank of India, Institutions or bodies under any applicable laws and rules and terms, conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities and departments while granting such approvals, sanctions, consents and permissions, and which may be agreed to the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall be deemed to include any Committee(s) constituted / to be constituted by the Board) consent of the Members be and is hereby accorded to issue, offer and allot upto 7,048,306 equity shares of face value Rs. 10/- each, for cash, at a premium of Rs. 150/- per equity share on a preferential basis to Al Dahra International Investment LLC, Abu Dhabi and in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations or other provisions of the law prevailing at that time provided that the price inclusive of premium on the equity shares so issued shall not be less than the minimum price arrived at in accordance with the provisions of Chapter VII of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the “relevant date” for determining the price of the equity shares being allotted to Al Dahra International Investments LLC, Abu Dhabi on a preferential basis, is Tuesday, July 23, 2013, being the date which is thirty (30) days prior to the proposed date of declaration of results through postal ballot.

RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the new equity shares arising out of the proposed issue shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Jugal Kishore Arora, Chairman and Whole Time Director, Mr. Satnam Arora and Mr. Gurnam Arora, Joint Managing Directors and Mr. Rama Kant, Company Secretary & General Manager (Legal) be and are hereby authorized on behalf of the



Company, individually, to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / allotment of aforesaid equity shares and listing thereof with the Stock Exchanges, as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, utilisation of the said issue proceeds, and to do all acts, deeds and things in connection herewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. Approval under section 293(1)(a) of the Companies Act.

"RESOLVED THAT approval of the Shareholders in accordance with Section 293 (1)(a) 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 approval be and is hereby given 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."

3. Approval under section 293(1)(d) of the Companies Act.

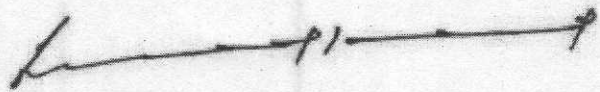
"RESOLVED THAT in supersession of earlier resolution passed and pursuant to provisions of Section 293 (1)(d) and all other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of the Company approval be and is hereby given to borrow, upto a sum of Rs. 1500 crores (Rupees One Thousand Five 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."

Date: 22.08.2013
Place New Delhi



Chairman