

Kohinoor Foods Ltd.

September 26, 2017

**The National Stock Exchange of
India Limited**

Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)

MUMBAI – 400 051

The Listing Department
BSE Limited

P.J. Tower, Dalal Street
MUMBAI – 400 001

Trading Symbol : KOHINOOR
Scrip Code : 512559

Dear Sirs,

Sub: Submission of Proceeding and Voting Result of Ballot Process and Remote e-voting for 28th Annual General Meeting of the Company.

In continuation to our intimation dated September 25, 2017, this is to inform you that all the resolutions set-out in the Notice of 28th AGM dated August 10, 2017, have been successfully passed with requisite majority at the 28th Annual General Meeting (“AGM”) of Kohinoor Foods Limited (“the Company”) held on Monday, September 25, 2017 at 11.00 A.M. at Magpie Tourist Complex (a unit of Haryana Tourism Corporation Limited), Main Mathura Road, Sector 16A, Faridabad, Haryana- 121002.

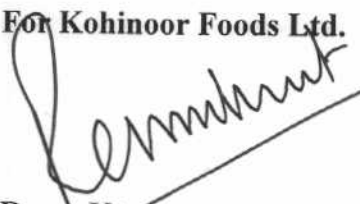
Pursuant to Regulation 44(3) of the SEBI (LODR) Regulation 2015, please find attached herewith Proceedings of the 28th Annual General Meeting of the Company along with the Voting Result of Ballot Process and Remote e-voting prepared on the basis of Combined Voting Result dated 26th September, 2017, as received by the Scrutinizer, Mr. Vinod Aggarwal, Practicing Company Secretary.

This is for your information and record.

Thanking You,

Yours faithfully,

For Kohinoor Foods Ltd.


Rama Kant
Company Secretary & GM (legal)
FCS: 4818



Proceedings of 28th Annual General Meeting of M/s Kohinoor Foods Ltd. held on Monday, 25th September, 2017 at 11:00 a.m. at Magpie Tourist Complex (a unit of Haryana Tourism Corporation Limited), Main Mathura Road, Sector 16A, Faridabad, Haryana - 121002.

Present

Mr. Gurnam Arora	:	Jt. Managing Director
Mr. Vijay Burman	:	Chairman, Audit Committee/ Remuneration Committee

In Attendance

Mr. Kamaldeep Chawla	:	GM (Finance)
Mr. Rama Kant	:	Company Secretary & GM (Legal)
Mr. Pankaj Gupta	:	Statutory Auditor
Mr. Vinod Aggarwal	:	Scrutinizer for Poll process

Total number of shareholders on record date: 30695

No. of Shareholders present in the meeting either in person or through proxy: 361

Promoters and Promoter Group: 6
Public: 355

No. of Shareholders present in the meeting through video conferencing: Not Required

The meeting commenced at 11:00 A.M. and concluded at 11:30 A.M.

Since Mr. Jugal Kishore Arora, Chairman of the Board of Directors was not present, Mr. Gurnam Arora was requested to take the chair. Mr. Gurnam Arora then occupied the Chair and welcomed the Shareholders at the 28th Annual General Meeting of the Company. Upon ascertaining that the requisite Quorum was present, called the meeting to order.

Thereafter, Chairman read the Chairman Message and delivered his Speech giving a brief account of performance highlights of the Company during the year under review and recent developments.

Mr. Rama Kant, Company Secretary of the Company stated that with the consent of the members present, the Notice of the Meeting, Directors Report and the Audit Report, which were with the Shareholders, were taken as read.

The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Company had extended the E – voting facility to the members.



in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 09:00 am on 21st September, 2017 and ended at 05:00 pm on 24th September, 2017.

The Company Secretary further stated that apart from E-voting, the Company will also give, to those Shareholders who could not avail the e-voting facility and were present at the AGM, the option of voting through physical ballot papers, pursuant to Section 109 of the Act read with Rule 21 of the Rules.

Mr. Vinod Aggarwal (FCS No.8007, CP No. 8816), Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretary, the Scrutinizer appointed for the poll, was requested to take over the Poll proceedings and to ensure that the voting through Poll is conducted in a fair and transparent manner. He was further requested to submit his Report on Poll.

The ballot papers were distributed to the Shareholders and they were requested to deposit the duly filled in ballot papers in the empty ballot boxes kept for the purpose.

Mr. Vinod Aggarwal, Scrutinizer appointed for the Poll conducted the Poll which included showing empty Polling boxes to the members, locking and sealing of empty Polling boxes in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizers closed the Poll at around 11:25 a.m. The Scrutinizer then took the custody of Polling Boxes.

Upon the completion of the Poll process, the Chairman stated that the results of the voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that the results shall also be uploaded on the Company's website www.kohinoorfoods.in with the respective reports of Scrutinizers for Electronic Voting and the Poll and shall be available at the corporate office of the Company.

The meeting then concluded with a Vote of Thanks to the Chair.

On the basis of the Scrutinizer's Report for E- Voting and the voting through Poll dated 25th September, 2017, please find below the voting result prepared on the basis of combined scrutinizer report received from Mr. Vinod Aggarwal (PCS).



The details of combined Voting Results as under:

Agenda Wise disclosure

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the audited financial statements for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon together with audited consolidated financial statement.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9238357	50.2215	9238357	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	18395240	9156883	49.7785	9156883	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Total	18395240	18395240	100.0000	18395240	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll Postal Ballot (if applicable)	181721	0	0.0000	0	0	0	0
			0	0.0000	0	0	0	0
	Total	181721	0	0.0000	0	0	0	0



	Total	181721	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		15444	0.0927	10999	4445	71.2186	28.7814
	Poll	1666456	4635	0.0278	4635	0	100.0000	0.0000
	Postal Ballot (if applicable)	9	0	0.0000	0	0	0	0
	Total	1666456	20079	0.1205	15634	4445	77.8624	22.1376
	Total	3524153	1841531	52.2546	18410874	4445	99.9759	0.0241
Whether resolution is Pass or Not. Yes								

Resolution (2)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			To appoint a Director in place of Mr. Satnam Arora (holding DIN : 00010667), who retires by rotation and being eligible offers himself for re-appointment.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0	
	E-Voting	1839524	1869	0.0102	1869	0	100.0000	0.0000	
	Poll	0	915688	49.7785	9156883	0	100.0000	0.0000	
	Postal Ballot (if		0	0.0000	0	0	0	0	



Public- Non Institution s	Public- Institution s	applicable)	1839524 0	915875 2	49.7887	9158752			
		Total					0	100.0000	0.0000
		E-Voting		0	0.0000	0	0	0	0
		Poll		0	0.0000	0	0	0	0
		Postal Ballot (if applicable)	181721						
		Total	181721	0	0.0000	0	0	0.0000	0.0000
		E-Voting		15344	0.0921	10409	4935	67.8376	32.1624
		Poll		4398	0.0264	4398	0	100.0000	0.0000
		Postal Ballot (if applicable)	1666456 9	0		0	0	0	0
		Total	1666456 9	19742	0.1185	14807	4935	75.0025	24.9975
		Total	3524153 0	917849 4	26.0445	9173559	4935	99.9462	0.0538
Whether resolution is Pass or Not.									Yes



Resolution (3)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			To appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors and to fix their remuneration.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		9238357	50.2215	9238357	0	100.0000	0.0000	
	Poll Postal Ballot (if applicable)	18395240	9156883	49.7785	9156883	0	100.0000	0.0000	
	Total	18395240	18395240	100.0000	18395240	0	100.0000	0.0000	
Public-Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll Postal Ballot (if applicable)	181721	0	0.0000	0	0	0	0	
	Total	181721	0	0.0000	0	0	0	0	
Public-Non Institutions	E-Voting		15444	0.0927	10714	4730	69.3732	30.6268	
	Poll Postal Ballot (if applicable)	16664569	4398	0.0264	4398	0	100.0000	0.0000	
	Total	16664569	0	0.0000	0	0	0	0	



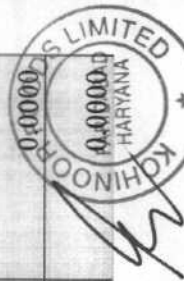
applicable)									
Total	16664569	19842	0.1191	15112	4730	76.1617	23.8383		
Total	35241530	18415082	52.2539	18410352	4730	99.9743	0.0257		
Whether resolution is Pass or Not.									Yes

Resolution (4)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			To Regularize Appointment of Mr. Nitin Arora (DIN - 000174281), as Director of the Company.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0	
Promoter and Promoter Group	E-Voting		5380792	29.2510	5380792	0	100.0000	0.0000	
	Poll	18395240	9156883	49.7785	9156883	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	18395240	14537675	79.0295	14537675	0	100.0000	0.0000	
Public-Institutions	E-Voting	181721	0	0.0000	0	0	0	0	
	Poll		0	0.0000	0	0	0	0	



	Postal Ballot (if applicable)								
		0	0.0000	0	0	0	0	0	0
Total	181721	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
E-Voting		15444	0.0927	10959	4485	70.9596	29.0404		
Poll	1666456	4398	0.0264	4398	0	100.0000	0.0000		
Public-Non Institutions		0	0.0000	0	0	0	0		
Total	1666456	19842	0.1191	15357	4485	77.3964	22.6036		
Total	3524153	1455751	41.3078	14553032	4485	99.9692	0.0308		
Whether resolution is Pass or Not.									Yes

Resolution (5)									
Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		To approve re-appointment and Remuneration of Mr. Jugal Kishore Arora (DIN - 00010704) as Chairman of the Company.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0	
Promoter and	E-Voting	1839524	1869	0.0102	1869	0	100.0000		
	Poll	0	915688	49.7785	9156883	0	100.0000		



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Resolution (6)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To approve re-appointment and Remuneration of Mr. Satnam Arora (00010667) as Managing Director of the Company.



Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-Voting		1869	0.0102	1869	0	100.0000	0.0000
	Poll	1839524	915688	49.7785	9156883	0	100.0000	0.0000
	Postal Ballot (if applicable)	0						
	Total	1839524	915875	49.7887	9158752	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	181721	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	181721	0	0.0000	0	0	0	0
Public-Non Institutions	E-Voting		15334	0.0920	9974	5360	65.0450	34.9550
	Poll	1666456	4398	0.0264	4398	0	100.0000	0.0000
	Postal Ballot (if applicable)	9						
	Total	1666456	0	0.0000	0	0	0	0
Total		3524153	917848	26.0445	14372	5360	72.8360	27.1640
Total		0	4		9173124	5360	99.9416	0.0584
Whether resolution is Pass or Not.						Yes		



Resolution (7)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					To approve re-appointment and Remuneration of Mr. Gurnam Arora (00010731) as Jt. Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0	0
	Poll Postal Ballot (if applicable)	1839524 0	915688 3	49.7785	9156883	0	100.0000	0.0000	
	Total	1839524 0	915688 3	49.7785	9156883	0	100.0000	0.0000	
Public-Institutions	E-Voting		0	0.0000	0	0	0	0	0
	Poll Postal Ballot (if applicable)	181721	0	0.0000	0	0	0	0	
	Total	181721	0	0.0000	0	0	0	0	
Public-Non Institutions	E-Voting		15344	0.0921	9984	5360	0.0000	0.0000	34.9322
	Poll Postal Ballot (if applicable)	1666456 9	4398	0.0264	4398	0	100.0000		
	Total	1666456 9	4398	0.0264	4398	0	100.0000		



applicable)	1666456	19742				
Total	9	917662	0.1185	14382	5360	72.8498
Total	3524153	917662	26.0392	9171265	5360	27.1502
	0	5				
Whether resolution is Pass or Not.						
					99.9416	0.0584
						Yes

Resolution (8)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To Ratify the Remuneration of the Cost Auditor for the Financial Year ending March 31, 2018					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable)	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
		1839524	9238357	50.2215	9238357	0	100.0000	0.0000	
		0	9156883	49.7785	9156883	0	100.0000	0.0000	
	Total	1839524	1839524	0	0	0	0	0	
Public-Institutions	E-Voting Poll	1839524	1839524	100.0000	18395240	0	100.0000	0.0000	
		0	0	0.0000	0	0	0	0	
		181721	0	0.0000	0	0	0	0	

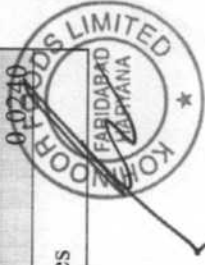


	Postal Ballot (if applicable)								
		0	0.0000	0	0	0	0	0	0
Total		181721	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
E-Voting		15444	0.0927	10534	4910	68.2077	31.7923		
Poll		4398	0.0264	4398	0	100.0000	0.0000		
Public-Non Institutions									
		0	0.0000	0	0	0	0	0	0
Total		16664569	0.1191	14932	4910	75.2545	24.7455		
Total		35241530	52.2539	18410172	4910	99.9733	0.0267		
Whether resolution is Pass or Not.									
Yes									

Resolution (9)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					To issue warrants convertible into Equity Shares to Promoters/Promoter Group of the Company on Preferential Basis.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and	E-Voting	18395240	0	0.0000	0	0	0	0	
	Poll		9156883	49.7785	9156883	0	100.0000	0.0000	



Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting		9238357	50.2215	9238357	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	18395240	9156883	49.7785	9156883	0	100.0000	0.0000
	Total	18395240	18395240	100.0000	18395240	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll Postal Ballot (if applicable)	181721	0	0.0000	0	0	0	0
	Total	181721	0	0.0000	0	0	0	0
Public-Non Institutions	E-Voting		14874	0.0893	10459	4415	70.3173	29.6827
	Poll Postal Ballot (if applicable)	16664569	4398	0.0264	4398	0	100.0000	0.0000
	Total	16664569	0	0.0000	0	0	0	0
			19272	0.1156	14857	4415	77.0911	22.9089
		35241530	18414512	52.2523	18410097	4415	99.9760	0.0240
Whether resolution is Pass or Not.							Yes	



Resolution (11)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					To alter/adopt new set of Articles of Association (AOA) of the Company as required under the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0	
Promoter and Promoter Group	E-Voting		9238357	50.2215	9238357	0	100.0000	0.0000	
	Poll Postal Ballot (if applicable)	18395240	9156883	49.7785	9156883	0	100.0000	0.0000	
	Total	18395240	18395240	100.0000	18395240	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0	0	0	
Public-Institutions	Poll Postal Ballot (if applicable)	181721	0	0.0000	0	0	0	0	
	Total	181721	0	0.0000	0	0	0	0	
	E-Voting		15244	0.0915	10799	4445	70.8410	29.1590	
	Poll	9	4398	0.0264	4398	0	100.0000	0.0000	
Public-Non									



Institutions	Postal Ballot (if applicable)							
	16664569	0	0.0000	0	0	0	0	0
Total	3524153	19642	0.1179	15197	4445	77.3699	22.6301	
Total	0	1841488	52.2534	18410437	4445	99.9759	0.0241	
Whether resolution is Pass or Not.								
Yes								

