



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

1st June, 2011

Subject: Intimation pursuant to the Listing Agreement

Dear Sir,

This is to intimate you that the Board of Directors of the Company in its Meeting held on 1st June, 2011 had inter-alia, decided/noted as follows:

1. Incorporation of M/s Kohinoor Speciality Foods India Private Limited vide Certificate of Incorporation dated 25.05.2011, which at present is a wholly owned subsidiary of the Company, was noted by the Board of Directors. M/s Kohinoor Speciality Foods India Private Limited is proposed to be a joint collaboration between the Company and M/s McCormick Ingredients Southeast Asia Private Limited, Singapore.
2. **"RESOLVED THAT** subject to the consent of the Shareholders in terms 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, and other permissions and approvals, if any, as may be required, Mr. Satnam Arora and Mr. Gurnam Arora, Joint Managing Directors of the Company, be and are hereby authorized, either singly or jointly, to discuss, negotiate, finalise and act in respect of convey, transfer, assign, deliver or otherwise dispose of 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"**) together with all the assets and liabilities, employees, contracts, licenses, agreements etc, as a going concern on a slump sale basis for a consideration of Rs. 315 crores to M/s Kohinoor Speciality Foods India Private Limited, in the manner set out in the Business Transfer Agreement (and other Agreements to be executed in terms of BTA) between the Company and M/s Kohinoor Speciality Foods India Private Limited and that Mr. Satnam Arora and Mr. Gurnam Arora be and

KOHINOOR FOODS LIMITED

Formerly Satnam Overseas Limited

201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi-110 048

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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



are hereby authorized, singly and jointly, to discuss, negotiate, finalise and execute the said Business Transfer Agreement, Investment and Shareholders Agreement, the Non-Disposal Undertaking, Non-compete and Non-solicitation Agreement, Assignment Agreement, the Trade Mark License Agreement, and any other Agreement(s), as may be required in terms of the BTA and to make, sign, file and execute, all such document(s), paper(s), application(s) etc. including agreement(s), deeds of assignment/conveyance, information to the regulators and other documents as may be required in this regard and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

The Approval of the Board of Directors of the company has been given to discuss, negotiate, finalise and execute the BTA and other Transaction documents as set out in the BTA.

In terms of the said BTA, the Company and its Promoters shall undertake not to compete with the Business, to be transferred to (as per BTA), M/s Kohinoor Speciality Foods India Private Limited for the period specified therein.

In conjunction with the transfer of Business, certain Trademarks, which are registered in the name of / applied for by the Company and/or its Promoters and their affiliates (under various classes of the Trade Marks Act, 1999), are being assigned to an affiliate of McCormick, for an agreed consideration. An Assignment Agreement shall also be executed in this regard between the Company and affiliate of McCormick. Pursuant to the said Agreement, an affiliate of McCormick will be the owner of the Licensed Marks, as set out in the said assignment agreement. Further, pursuant to a License Agreement, the Company proposes to use, under a License from affiliate of McCormick, the Licensed Mark, in connection with (i) carrying on the Business; and (ii) in its corporate name, subject to the terms and conditions thereof.

3. Approval of the Board of Directors has been given to discuss, negotiate, finalise and to agree upon the terms and conditions for execution of Rice Supply Agreement with M/s Kohinoor Speciality Foods India Private Limited. In terms of the said Agreement, the Company proposes to, exclusively manufacture/process and/or package the Products as set out in the Rice Supply Agreement) for M/s Kohinoor Speciality Foods India Private Limited, for sale within the Territory of India. The employees of the Company related to the distribution, marketing and supply of Rice in the Indian Territory shall also be transferred to M/s Kohinoor Speciality Foods India Private Limited.



4. Approval of the Board of Directors has been given to discuss, negotiate and finalise and to agree upon the terms and conditions in respect of Investment and Shareholders' Agreement between the Company and M/s McCormick Ingredients Southeast Asia Private Limited, Singapore, in respect of M/s Kohinoor Speciality Foods India Private Limited. In terms of the said Agreement, the Company proposes to hold 15% Share Capital and McCormick shall hold 85% Share Capital in M/s Kohinoor Speciality Foods India Private Limited.

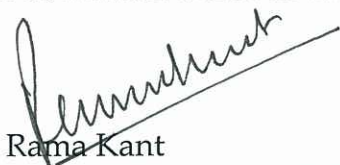
The present intimation is being sent to you, pursuant to the applicable provisions of the Listing Agreement.

This is for your information and necessary action, please.

Thanking you,

Yours truly,

For Kohinoor Foods Limited



Rama Kant
Company Secretary & GM (Legal)



CC to : Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001