

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of Kohinoor Foods Limited will be held at 4:00 p.m. on Tuesday, the 29th day of September, 2015, 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, 2015, the Reports of the Board of Directors and Auditors thereon and
 - b)The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015 and the report of Auditors thereon.
2. To Appoint a Director in place of Mr. Gurnam Arora (holding DIN – 00010731) who retires by rotation and being eligible offers himself for re-appointment.
3. To Appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company and to fix their remuneration.

SPECIAL BUSINESS

4. To Appoint Ms. Madhu Vij, as Director of the Company and 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 provision of Section 149 and 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Madhu Vij (holding DIN – 00025006), who was appointed as an Additional Director of the Company by the Board of Director in their Board Meeting held on 31st March, 2015, pursuant to Section 161 and other relevant provision of the Companies Act, 2013, and Articles of Association of the Company and who 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 Non-Executive

Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from the date of her appointment as an additional director i.e. 31st March, 2015 up to March 30th, 2020, as a Director of the Company.

5. To ratify the remuneration of Cost Auditors of the Company and 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), the remuneration payable to 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 2015-16, at a remuneration amounting to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.

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.”

6. To consider, approve and renew the terms of remuneration payable to Mr. Jugal Kishore Arora, Chairman of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 27.09.2012, consent of the Shareholders be and is hereby required to renew the terms of remuneration of Mr. Jugal Kishore Arora (DIN 00010704), Whole time Director designated as Chairman of the Company for the period of Two Years from 1st October, 2015, on the same terms and conditions as recommended by the nomination and



remuneration committee and as set out in the explanatory statement annexed to the notice, subject to the overall limit as approved by the Central Government.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Jugal Kishore Arora (DIN 00010704), Whole time Director designated as Chairman of the Company, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate as per the provision of the Companies Act, 2013 and subject to the overall limits approved by the Central Government.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

7. To consider, approve and renew the terms of remuneration payable to Mr. Satnam Arora, Jt. Managing Director of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 27.09.2012, consent of the Shareholders be and is hereby required to renew the terms of remuneration of Mr. Satnam Arora (DIN 00010667), Jt. Managing Director of the Company, for the period of Two Years from 1st October, 2015, on the same terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, subject to the overall limit as approved by the Central Government.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Satnam Arora, Jt. Managing Director, (DIN 00010667) including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate as per the provision of the Companies Act, 2013 and subject to the overall limits approved by the Central Government.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby

authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

8. To consider, approve and renew the terms of remuneration payable to Mr. Gurnam Arora, Jt. Managing Director of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 27.09.2012, consent of the Shareholders be and is hereby required to renew the terms of remuneration of Mr. Gurnam Arora (DIN 00010731), Jt. Managing Director of the Company, for the period of Two Years from 1st October, 2015, on the same terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, subject to the overall limit as approved by the Central Government.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Gurnam Arora, Jt. Managing Director, (DIN 00010731) including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate as per the provision of the Companies Act, 2013 and subject to the overall limits approved by the Central Government.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

By Order of the Board
For Kohinoor Foods Limited

Place: Faridabad
Date: 13.08.2015

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



NOTES:

1. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect to item No. 4 to 8 of the Notice set out above is annexed herewith.

2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll 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.

3. 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.
4. The Register of Members and Transfer Books of the Company will remain close from 15th September, 2015 to 29th September, 2015 (both days inclusive) in connection with the Annual General Meeting.
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 and proxy holders 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 or 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 forms or 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 31st March, 2015, may visit the Company's corporate website www.kohinoorfoods.in or may request the company for sending the Annual Report in physical form. The Members are requested to write their query(ies), if any, on the accounts and operations of the Company at least 07 days before the Annual General Meeting of the Company, to the Company Secretary at the Corporate Office of the Company to keep the information ready at the meeting.
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 205A(5) and 205C of the Companies Act, 1956, (corresponding section 124 of the Companies Act, 2013) the Company has transferred the unpaid or unclaimed dividends (remaining unpaid/ unclaimed for a period of 7 (Seven) years for the financial year ended 31st March, 2007 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 29, 2014 (date of last Annual General Meeting) on the website of the Company (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 26th 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 26th 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 26th Annual General Meeting of the Company and the Annual Report for 2015 will also be available on the Company's website www.kohinoorfoods.in for download. The Physical copies of the aforesaid documents will also be available at the Company's registered office or Corporate 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 send request to the Company's investor email id: 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 26, 2015 (9:00 am) till September 28, 2015 (5:00 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) with a copy marked to 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), 28th August, 2015. 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
- 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 (having CP No.8816 and Membership No.FCS 8007), 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 (available at the AGM Venue) . If a Member casts their 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 and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Twenty-sixth AGM of the Company and to be communicated to both the 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

Ms. Madhu Vij, was appointed as an additional director by the Board vide resolution dated 31st March, 2015. According to the provisions of Section 161 of the Companies Act, 2013, she 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 her intention to propose his appointment as a Non –Executive Independent Director, along with a deposit of Rs. 1,00,000/- (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 Ms. Madhu Vij in the resolution set out 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

The Board, on the recommendation of the Audit Committee has approved the 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, 2016, at the remuneration of Rs. 150,000/- (Rupee one lac Fifty thousand only) per annum plus Service tax 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. 5 of the notice for the ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

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.5 of the notice.

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

Item No. 6, 7 & 8

The Shareholder in its Annual General Meeting held on 27th September, 2012, approved the reappointment of Mr. Jugal Kishore Arora, Whole Time Director, designated as 'Chairman', Mr. Satnam Arora and Mr. Gurnam Arora as Jt. Managing Directors of the Company for next five years with effect from 26th September, 2012 to 25th September, 2017 and also revised remuneration with effect from 1st October, 2012 in the following manner:-

Basic Salary

S. No.	Name of Chairman and Jt. Managing Director	Proposed Basic Salary in the range of
1.	Mr. Jugal Kishore Arora	Rs. 8,00,000 - 75,000 - 11,00,000
2.	Mr. Satnam Arora	Rs. 7,50,000 - 75,000 - 10,50,000
3.	Mr. Gurnam Arora	Rs. 7,50,000 - 75,000 - 10,50,000



Salary of Mr. Jugal Kishore Arora, Chairman, Mr. Satnam Arora and Mr. Gurnam Arora, Jt. Managing Directors of the Company to be increased within the aforesaid range during the tenure of appointment, or such increments, as may be decided by the Committee and Board of Directors time to time, subject to the overall limit approved by the Central Government.

Perquisites and Benefits –:

- Mediclaime facility for self & family.
- Two cars with chauffeur
- Facility of gas, electricity, generator, water and telephone at residence.
- Security Personnel, Gardeners Salary at residence.
- Travel within India along with wife.
- Travel outside India along with wife twice in a year.
- Club Membership fees.
- Repairs & Maintenance of house as per actual.
- Any Other allowances if permitted by Board.

The total amount of perquisites payable to the Chairman and Jt. Managing Directors may be decided/varied by the Board of Directors or its Committee, from time to time as it may deem fit in its absolute discretion: provided that total perquisites and other allowances to be paid to Mr. Jugal Kishor Arora, Mr. Satnam Arora and Mr. Gurnam Arora, should not exceed 50% of the total Salary.

Further in this regard the company has obtained the approval of Central Government for payment of remuneration subject to the limit as specified in the letter dated 23rd September, 2013 for the period of Three Years from 1st October, 2012 to 30th September, 2015 and accordingly the company has given the remunerations to its directors within the limit as approved by the Central Government. Now the company wants to renew the remuneration payable to the Managerial Personnel on the same term and condition as approved by the shareholder in their Annual General Meeting held on 27th September, 2012 for the period of further two years starting from 1st October, 2015, subject to the overall limit as approved by Central Government.

The total remuneration consisting of Salary, Perquisites and other benefits paid to the Chairman and Jt. Managing Directors

shall not exceed the limit stipulated in Section 197 of the Act and other applicable provisions except with the approval of Central Government.

Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora are deemed to be interested in their respective resolutions and being relatives of each other may deemed to be concerned or interested in the resolution of each other as it pertains to the remuneration payable to them.

None of the other Directors of the Company are, in any way, concerned or interested in the said resolution.

The Board recommends this Special Resolutions as set out at item No. 6, 7 & 8 of the Notice, for approval of the Shareholders.

By Order of the Board
For Kohinoor Foods Limited

Place: Faridabad
Date: 13.08.2015

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