



Vinod Aggarwal & Associates

COMPANY SECRETARIES

REPORT OF SCRUTINIZER

[Pursuant to the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

Mr. Jugal Kishore Arora (Chairman)
Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor
Suraj Kund Road, Faridabad,
Haryana - 122001.

Evoting start date: Wednesday, September 24, 2014 at 09.00 a.m.

Evoting end date: Friday, September 26, 2014 at 6:00 p.m.

Annual General Meeting of the Equity Shareholders

Date : 29th September 2014

Time : 11 A.m

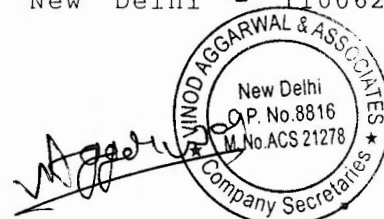
Place : Pearey Lal Bhawan Association,
2, Bahadurshah Zafar Marg,
New Delhi- 110002

Dear Sir,

Subject: Combined Scrutinizer's Report on:

- E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
- Poll conducted in pursuance to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules

I Vinod Aggarwal Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretaries having office at LIG 1, Gayatri Enclave, RPS Colony, Nr. Khanpur T Point, New Delhi - 110062, appointed as Scrutinizer by:

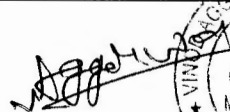


(a) The Board of Directors of Kohinoor Foods Limited having its registered office at 201 Vipps Center, Masjid Moth, Greater Kailash-II, New Delhi - 110048 for the purpose of scrutinizing the e-voting process as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and

(b) The Chairman of the Annual General Meeting held on 29th September, 2014 on Poll under the provisions of the Sections 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules 2014.

I have issued separate Scrutinizer's Reports dated 27.09.2014 and 30.09.2014 on the e-voting and on the poll on the Resolutions contained in the Notice dated 13th August, 2014. As requested by the management, a report on the combined results for voting through e-voting and the poll is as under:

Description	Total Members voting through Poll/Evoting (A)	Less: Invalid (B)	Net valid (C) (A-B)	Votes in favour of the Resolution		Votes against the Resolution		Whether passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
<u>Item No. 1- Ordinary Resolution</u> Adoption of the audited financial statements for the financial year ended 31st March, 2014	72	7	65	18837962	99.99	102	.001	Yes




 New Delhi
 C.P. No. 8313
 M. No. ACS 27270
 Company Secretaries

<p><u>Item No. 2-</u> <u>Ordinary Resolution:</u></p> <p>To appoint a Director in place of Mr. Satnam Arora, who retires by rotation and being eligible offers himself for reappointment</p>	73	7	66	18836963	99.9 94	1102	0.00 6	Yes
<p><u>Item No. 3-</u> <u>Ordinary Resolution</u></p> <p>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.</p>	72	7	65	18836823	99.9 94	1102	0.00 6	Yes
<p><u>Item No. 4-</u> <u>Ordinary Resolution</u></p> <p>To appoint Mr. Khedaim Abdulla Saeed Faris Alderei (DIN - 06699678) as a Director liable to retire by rotation.</p>	73	7	66	18836962	99.9 94	1102	0.00 6	Yes

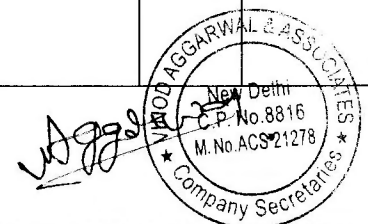
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V. NOD AGGARWAL & ASSOCIATES
 New Delhi
 C.P. No. 8816
 M. No. ACS 21278
 Company Secretaries

<u>Item No. 5-</u> <u>Ordinary Resolution</u> To appoint Mr. Vijay Burman (holding DIN-00013710) as an Independent Director of the Company.	73	7	66	18836963	99.9 94	1102	0.00 6	Yes
<u>Item No. 6-</u> <u>Ordinary Resolution</u> To appoint Mr. Sandeep Kohli (holding DIN-00300767) as an Independent Director of the Company.	71	7	64	18836822	99.9 94	1102	0.00 6	Yes
<u>Item No. 7-</u> <u>Ordinary Resolution</u> To appoint Mr. Maharaj Kishen Trisal (holding DIN-00059545) as an Independent Director of the Company.	73	7	66	18836963	99.9 94	1102	0.00 6	Yes
<u>Item No. 8-</u> <u>Ordinary Resolution</u> To appoint Mr. Satish Chander Gupta (holding DIN-00025780) as an Independent Director of the Company	71	7	64	18836823	99.9 99	102	0.00 1	Yes

<p><u>Item No. 9-</u> <u>Ordinary Resolution</u></p> <p>To Approve Appointment & Remuneration of the Cost auditor for the financial year ending March 31, 2015</p>	73	7	66	18836925	99.9 94	1102	0.00 6	Yes
<p><u>Item No. 10-</u> <u>Special Resolution</u></p> <p>To approve the borrowing limits of the Company upto a sum of Rs. 1500 crores over and above the aggregate of the paid up capital and its free reserves, pursuant to provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013.</p>	72	7	65	18836823	99.9 4	1102	0.00 6	Yes
<p><u>Item No. 11-</u> <u>Special Resolution</u></p> <p>To approve mortgaging the assets of the Company pursuant to section 180(1)(a) in favour of financial institutions, banks and other lenders for securing their loans as</p>	73	7	66	18836863	99.9 94	1202	0.00 6	Yes





approved under section 180(1)(c) of the Companies Act, 2013								
Item No. 12- Special Resolution	73	7	66	18836663	99.9 93	1402	0.00 7	Yes
To appoint Mr. Jugal Kishore Arora, (holding DIN 00010704) who has now attained the age of 70 years, pursuant to section 196(3)(a) of the Companies Act, 2013.								
Item No. 13- Special Resolution	69	7	62	18836820	99.9 94	1102	0.00 6	Yes
To alter Articles of Association for increasing the maximum number of Directors of the Company.								

All the resolutions stand Passed, as per combined voting through E-voting process and the Poll, with the requisite majority.

The poll papers and all other relevant records were sealed and handed over to Mr. Rama Kant, Company Secretary & GM(Legal) authorized by the Board for safe keeping.

Thanking You

For Vinod Aggarwal & Associates, Practicing Company Secretaries



 Vinod Aggarwal, Company Secretary
 ACS - 21278, CP No. 8816

Date: 30.09.2014

Place: New Delhi