

Kohinoor Foods Ltd.

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CIN : L52110DL1989PLC037097, Tel: +91-129-424 2222, Fax : +91-129-424 2233
e-Mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of Kohinoor Foods Limited will be held at 11:00 A.M. on Thursday, the 29th day of September, 2016, at the Pearey Lal Bhawan Association, 2, Bahadurshah Zafar Marg, New Delhi-110002, to transact the following business:

ORDINARY BUSINESS

Item No. 1

Adoption of Financial Statement

1. To receive, consider and adopt:

- a) The Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, 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, 2016 and the report of Auditors thereon.

Item No. 2

Appointment of Director

To Appoint a Director in place of Mr. Khedaim Abdulla Saeed Faris Alderei (holding DIN – 06699678) who retires by rotation and being eligible offers himself for re-appointment.

Item No. 3

Appointment of Statutory Auditors

To Appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditor of the Company and to fix their remuneration and in this regard 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 139 of the Companies Act, 2013 and the Rules made thereunder, M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), be and are hereby re-appointed 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, on such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS

Item No. 4.

Re-Appointment of Mr. Vijay Burman as an Independent Director

To Appoint Mr. Vijay Burman, (DIN-00013710) as an Independent Director of the Company and in this regard 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 149, 152 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 for the time being in force} read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Burman (holding DIN-00013710), who was re-appointed as an Independent Director of the Company by the Board of Directors effective from 1st April, 2016, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years effective from 1st April, 2016 to 31st March, 2021, not liable to retire by rotation.”

Item No. 5.

Re-Appointment of Mr. Sandeep Kohli as an Independent Director

To Appoint Mr. Sandeep Kohli (DIN 00300767), as an Independent Director of the Company and in this regard 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 149, 152 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 for the time being in force} read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandeep Kohli (DIN 00300767),



who was re-appointed as an Independent Director of the Company by the Board of Directors effective from 1st April, 2016, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years effective from 1st April, 2016 to 31st March, 2021, not liable to retire by rotation.”

Item No. 6.

Re-Appointment of Mr. Maharaj Kishan Trisal as an Independent Director

To Appoint Mr. Maharaj Kishan Trisal (DIN 00059545), as an Independent Director of the Company and in this regard 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 149, 152 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 for the time being in force} read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Maharaj Kishan Trisal (DIN 00059545), who was re-appointed as an Independent Director of the Company by the Board of Directors effective from 1st April, 2016, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years effective from 1st April, 2016 to 31st March, 2021, not liable to retire by rotation.”

Item No. 7.

Re-Appointment of Mr. Satish Chandra Gupta as an Independent Director

To Appoint Mr. Satish Chandra Gupta (DIN 00025780), as an Independent Director of the Company and in this regard 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 149, 152 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 for the time being in force} read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish Chandra Gupta (DIN 00025780), who was re-appointed as an Independent Director of the Company by the Board of Directors effective from 1st April, 2016, be and is hereby re-appointed as an Independent

Director of the Company to hold office for five consecutive years effective from 1st April, 2016 to 31st March, 2021, not liable to retire by rotation.”

Item No. 8.

To approve the Remuneration of the Cost Auditors for the year ending 31st March, 2017

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, (having Firm Registration No. 00397) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, for the financial year 2016-17, 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, be and is hereby ratified and confirmed.

By Order of the Board

For Kohinoor Foods Limited

Place: Faridabad
Date: 12.08.2016

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.



Proxies in order to be valid must be received by the company not less than 48 hours before the scheduled time of the meeting at the Registered/Corporate Office of the Company.

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. Members/Proxies should bring the duly filled in attendance slip enclosed herewith to attend the meeting.
5. The Register of Members and Transfer Books of the Company will remain close from 15th September, 2016 to 29th September, 2016 (both days inclusive) in connection with the Annual General Meeting.
6. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of the Directors proposed to be appointed/ reappointed at the Annual General Meeting are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declaration for their appointment/re-appointment.
7. Members and proxy holders are requested to bring their copies of Annual Report to the Meeting.
8. Entry in the Meeting Hall shall be strictly restricted to Members/Valid Proxies only, carrying the Attendance Slip.
9. 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'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.
10. 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. (RTA), for assistance in this regard.
11. Members who hold shares in physical form in multiple form 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.
12. Members who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2016, may visit the Company's corporate website www.kohinoorfoods.in or may request the company for sending the Annual Report. 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.
13. 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.
14. 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.
15. Pursuant to the provisions of Section 205 A(5) and 205 C of the Companies Act, 1956, 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.
16. Pursuant to Section 101 of the Companies Act, 2013, and rules made thereunder, Electronic Copy of Notice of 27th 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 27th 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.

17. Members may also note that the Notice of 27th Annual General Meeting of the Company and the Annual Report for 2016 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 also send request to the Company's investor email id: investors@kohinoorfoods.in.

18. Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

4. The remote e-voting period commences on 26th September, 2016 (9.00 am) and ends on 28th September, 2016 (5.00 pm).

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The procedure to login to e-Voting website is given below:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

1. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

3. Click on Shareholder – Login

4. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

7. Select "EVEN" of (KOHINOOR FOODS LIMITED). Members can cast their vote online from September 26, 2016 (9:00 am) till September 28, 2016 (5:00 pm) (both days inclusive) Note: e-Voting shall not be allowed beyond said time.

8. Select "EVEN" of (KOHINOOR FOODS LIMITED). Members can cast their vote online from September 26, 2016 (9:00 am) till September 28, 2016 (5:00 pm) (both days inclusive) Note: e-Voting shall not be allowed beyond said time.

9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



10. Upon confirmation, the message "Vote cast successfully" will be displayed.

11. Once you have voted on the resolution, you will not be allowed to modify your vote.

12. 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.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

1. Initial password is being provided separately along with the Notice of AGM.

2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.

Other Instructions:

I. The Company is providing to the member facility to cast their vote by electronic means. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off-date, 2nd September, 2016. 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 or call on toll free no.: 1800-222-990.

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. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on

the cut-off date of 23rd September, 2016.

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com

VII. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

X. 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.

XI. 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.

XII. 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 votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

XIII. 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-Seventh AGM of the Company on September 29, 2016 and will also communicate to both the Stock Exchanges, BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES

Item No. 4

Mr. Vijay Burman, joined the Board of Directors of the Company on 20.08.1994. He was appointed as an Independent Director of the Company, under Section 149 of the Companies Act, 2013, for a period of two consecutive years from 1st April, 2014 to 31st March, 2016, at the Annual General Meeting of the Company held on 29th September, 2014.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved at their Meeting held on 11th February, 2016 the re-appointment of Mr. Vijay Burman, as an Independent Directors of the Company, to hold office upto 31st March, 2021, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, along with a deposit of requisite amount from a member proposing his candidature for the appointment of Mr. Vijay Burman, as an Independent Director of the Company, not liable to retire by rotation.

The Company has also received declaration from Mr. Vijay Burman that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Vijay Burman, fulfils the criteria specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Vijay Burman as an Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors of the Company at their meeting held on 11th February, 2016, had evaluated the Performance of the

Independent directors for the year 2015-16, and the view expressed was that the performance of the Independent Directors for the financial year 2015-16, had been very much in line with the expectations and of the required standards.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vijay Burman as an Independent Director.

Except Mr. Vijay Burman, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board of Directors of the Company recommends the resolution no. 4 for approval of the members.

Item No. 5

Mr. Sandeep Kohli, joined the Board of Directors of the Company on 14.08.2012. He was appointed as an Independent Director of the Company, under Section 149 of the Companies Act, 2013, for a period of two consecutive years from 1st April, 2014 to 31st March, 2016, at the Annual General Meeting of the Company held on 29th September, 2014.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved at their Meeting held on 11th February, 2016 the re-appointment of Mr. Sandeep Kohli, as an Independent Directors of the Company, to hold office upto 31st March, 2021, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, along with a deposit of requisite amount from a member proposing his candidature for the appointment of Mr. Sandeep Kohli, as an Independent Director of the Company, not liable to retire by rotation.

The Company has also received declaration from Mr. Sandeep Kohli that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Sandeep Kohli, fulfils the criteria specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Sandeep Kohli, as



Item No. 6

Mr. Maharaj Kishen Trisal, joined the Board of Directors of the Company on 10.11.2012. He was appointed as an Independent Director of the Company, under Section 149 of the Companies Act, 2013, for a period of two consecutive years from 1st April, 2014 to 31st March, 2016, at the Annual General Meeting of the Company held on 29th September, 2014.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved at their Meeting held on 11th February, 2016 the re-appointment of Mr. Maharaj Kishen Trisal, as an Independent Directors of the Company, to hold office upto 31st March, 2021, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, along with a deposit of requisite amount from a member proposing his candidature for the appointment of Mr. Maharaj Kishen Trisal, as an Independent Director of the Company, not liable to retire by rotation.

The Company has also received declaration from Mr. Maharaj Kishen Trisal that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Maharaj Kishen Trisal, fulfils the criteria specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Maharaj Kishen Trisal as an Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors of the Company at their meeting held on 11th February, 2016, had evaluated the Performance of the Independent directors for the year 2015-16, and the view expressed was that the performance of the Independent Directors for the financial year 2015-16, had been very much in line with the expectations and of the required standards.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Maharaj Kishen Trisal as an Independent Director.

Except Mr. Maharaj Kishen Trisal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Board of Directors of the Company recommends the resolution no. 6 for approval of the members.

Item No. 7

Mr. Satish Chander Gupta, joined the Board of Directors of the Company on 14.08.2013. He was appointed as an Independent Director of the Company, under Section 149 of the Companies Act, 2013, for a period of two consecutive years from 1st April, 2014 to 31st March, 2016, at the Annual General Meeting of the Company held on 29th September, 2014.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved at their Meeting held on 11th February, 2016 the re-appointment of Mr. Satish Chander Gupta, as an Independent Directors of the Company, to hold office upto 31st March, 2021, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, along with a deposit of requisite amount from a member proposing his candidature for the appointment of Mr. Satish Chander Gupta, as an Independent Director of the Company, not liable to retire by rotation.

The Company has also received declaration from Mr. Satish Chander Gupta that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Satish Chander Gupta, fulfils the criteria specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Satish Chander Gupta, as an Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors of the Company at their meeting held on 11th February, 2016, had evaluated the Performance of the Independent directors for the year 2015-16, and the view

expressed was that the performance of the Independent Directors for the financial year 2015-16, had been very much in line with the expectations and of the required standards.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Satish Chander Gupta as an Independent Director.

Except Mr. Satish Chander Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Board of Directors of the Company recommends the resolution no. 7 for approval of the members.

Item No. 8

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, 2017, at the remuneration of Rs. 1,50,000/- (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. 8 of the notice for the ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

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.8 of the notice.

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

The Board recommend the Ordinary Resolution set out at item no.8 of the Notice for approval by the Shareholder.

By Order of the Board

For Kohinoor Foods Limited

Place: Faridabad
Date: 12.08.2016

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