



**Form No. MGT-11
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

E-mail ID:

Folio No/Client ID: DP ID:

I/We, being the member(s) of.....shares of Kohinoor Foods Limited, hereby appoint

1. Name :, E-mail ID :
Address :, Signature :, or failing him
2. Name :, E-mail ID :
Address :, Signature :, or failing him
3. Name :, E-mail ID :
Address :, Signature :

as my /our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held on 29th day of September, 2014 at 11:00 a.m. at Pearey Lal Bhawan Association, 2, Bhadurshah Zafar Marg, New Delhi - 110001 (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of the Audited Financial Statement as at March 31, 2014, the Reports of the Directors and Auditor's thereon together with Audited Consolidated Financial Statement for the year ended March 31, 2014.
2. Re -appointment of Mr. Satnam Arora as a Director of the Company.
3. Appointment of M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, as Auditor of the Company.
4. Appointment of Mr. Khedaim Abdulla Saeed Faris Alderei as Director of the Company.
5. Appointment of Mr. Vijay Burman as an Independent Director of the Company.
6. Appointment of Mr. Sandeep Kohli as an Independent Director of the Company.
7. Appointment of Mr. Maharaj Kishen Trisal as an Independent Director of the Company.
8. Appointment of Mr. Satish Chander Gupta as an Independent Director of the Company.
9. To approve the appointment and remuneration of the Cost Auditor for the Financial Year ending 31st March, 2015.
10. Authorisation to borrow money as required under Section 180(1)(c) of the Companies Act, 2013.
11. Authorisation to create Mortgages/ Charges/ Hypothecation and Floating Charges as required under Section 180(1)(a) of the Companies Act, 2013.
12. To Continue appointment of Mr. Jugal Kishore Arora, Whole Time Director designated as Chairman of the Company.
13. Amendment of Article of Association of the Company.

Signed this.....day of.....2014

Signature of Shareholder

Signature of Proxy holder(s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.