



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Eighth** Annual General Meeting of Kohinoor Foods Limited will be held at 11:00 A.M. on Monday, the 25th day of September, 2017, at Magpie Tourist Complex (a unit of Haryana Tourism Corporation Limited), Main Mathura Road, Sector 16A, Faridabad, Haryana-121002, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1

Adoption of Financial Statements

To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017, the Reports of the Board of Directors and the Auditors thereon and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the report of Auditors thereon.

Item No. 2

Appointment of Director

To Appoint a Director in place of Mr. Satnam Arora (holding DIN – 00010667) who retires by rotation and being eligible offers himself for re-appointment.

Item No. 3

Appointment of Auditors

To Appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors 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.

“**RESOLVED THAT** pursuant to 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 Auditors 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

Item No. 4

To Regularize Appointment of Mr. Nitin Arora (DIN - 00017428), as Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to Section 161 and other relevant provision of the Companies Act, 2013 and Articles of Association of the Company Mr. Nitin Arora (DIN - 00017428), who was appointed as an Additional Director of the Company with effect from 14th

November, 2016, by the Board of Directors of the Company and who holds office upto 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 Director of the Company liable to retire by rotation.

Item No. 5.

To approve re-appointment and Remuneration of Mr. Jugal Kishore Arora (DIN - 00010704) as Chairman of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to 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 continuation to the resolution passed at the Annual General Meeting of the Company held on 27.09.2012 & 29.09.2015, consent of the Shareholders be and is hereby given to the re-appointment of Mr. Jugal Kishore Arora (DIN 00010704), Whole time Director designated as Chairman of the Company for the period of Three Years from 26th September, 2017.

RESOLVED FURTHER THAT during his tenure as Director, Mr. Jugal Kishore Arora be paid such remuneration and on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and also set out in the explanatory statement annexed to the notice, subject to the overall limit as approved by the Central Government.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Jugal Kishore Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites payable to Mr. Jugal Kishore Arora, as aforesaid, shall be the minimum remuneration, subject however, to the approval of the Central Government, wherever required.”

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 the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matter and things in its discretion as it may consider necessary, expedient or desirable to give effect to this resolution.”



Item No. 6.

To approve re-appointment and Remuneration of Mr. Satnam Arora (DIN - 00010667) as Jt. Managing Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to 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 continuation to the resolution passed at the Annual General Meeting of the Company held on 27.09.2012 & 29.09.2015, consent of the Shareholders be and is hereby given to the re-appointment of Mr. Satnam Arora (DIN 00010667), Jt. Managing Director of the Company for the period of Three Years from 26th September, 2017.

RESOLVED FURTHER THAT during his tenure as Director, Mr. Satnam Arora be paid such remuneration and on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and also set out in the explanatory statement annexed to the notice, subject to the overall limit as approved by the Central Government.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Satnam Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites payable to Mr. Satnam Arora, as aforesaid, shall be the minimum remuneration, subject however, to the approval of the Central Government, wherever required.

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 the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matter and things in its discretion as it may consider necessary, expedient or desirable to give effect to this resolution.

Item No. 7.

To approve re-appointment and Remuneration of Mr. Gurnam Arora (DIN - 00010731) as Jt. Managing Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to 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 continuation to the resolution passed at the Annual General Meeting of the Company held on 27.09.2012 & 29.09.2015, consent of the Shareholders be and is hereby given to the re-appointment of Mr. Gurnam Arora (DIN 00010731), Jt. Managing Director of the Company for the period of Three Years from 26th September, 2017.

RESOLVED FURTHER THAT during his tenure as Director, Mr. Gurnam Arora be paid such remuneration and on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and also set out in the explanatory statement annexed to the notice, subject to the overall limit as approved by the Central Government.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Gurnam Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites payable to Mr. Gurnam Arora, as aforesaid, shall be the minimum remuneration, subject however, to the approval of the Central Government, wherever required.

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 the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matter and things in its discretion as it may consider necessary, expedient or desirable to give effect to this resolution.

Item No. 8.

To Ratify the Remuneration of the Cost Auditors for the year ending 31st March, 2018

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), consent of the shareholders be and is hereby accorded to approve 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 2017-18, at a remuneration amounting to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum plus 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.

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.”

Item No. 9.

To Issue Warrants convertible into Equity Shares to Promoters/ Promoters Group of the Company on Preferential Basis

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62 (1)(c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”) and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Chapter VII – “Preferential issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, [hereinafter referred to as “SEBI (ICDR) Regulations”] (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by The Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GOI”) or any other statutory /regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 58,14,000 (Fifty Eight Lakhs Fourteen Thousand Only) Warrants Convertible into equity shares, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations (“Issue Price”), to be convertible at the option of Warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equivalent number of fully paid up Equity Share of the Company of face value of Rs.10 (Rupees Ten only) each, ranking pari-passu in all respects, including as to dividend, with the existing Equity Shares of the Company to certain persons/entities (hereinafter referred to as the “Proposed Allottees / Warrant holder”) more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

Sl. No.	Name of the Proposed Allottee(s)	No. of	Convertible
Warrant			
1.	Shri Jugal Kishore Arora	19,38,000	
2.	Shri Satnam Arora	19,38,000	

Total 58,14,000 (Fifty Eight Lakhs Fourteen Thousand Only) Convertible Warrant

“**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The “Relevant Date” pursuant to Regulation 71 of the SEBI (ICDR) Regulations, for the purpose of calculating the price, in relation to the above mentioned Preferential Issue of Warrants, shall be Friday, 25th day of August, 2017, being a date which is 30 (Thirty) days prior to the date when the results of this Annual General Meeting will be announced, i.e. Tuesday, 26th day of September, 2017.
- b) The issue price of the said warrants will be Rs. 10/- (Rupees Ten only) per warrant or the minimum price determined in accordance with the SEBI (ICDR) Regulations and applicable law, whichever is higher.
- c) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- d) An amount equivalent to at least 25% of the consideration shall be paid against each warrant on or before the date of such allotment.
- e) The Warrant holder(s) shall have the option of applying for and being allotted equity shares of the Company of face value of Rs. 10/- each by paying the balance 75% of the consideration after adjusting the upfront payment made.
- f) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- g) The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.



- h) The said Warrants by itself do not give to the Warrant holder any rights of the Shareholders or Debenture holders of the Company.
- i) The Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, RBI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.”

“RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit.”

Item No. 10.

To alter/adopt Object Clause of the Memorandum of

Associations (MOA) of the Company as required under the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to the provisions of section 4 and 13 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies, existing object Clause 3 (b) of the Memorandum of Association be and is hereby substituted by the new Clause 3 (b) containing Ancillary Objects from 1 to 33 as per draft MOA.

RESOLVED FURTHER THAT Clause 3(c) of the Memorandum of Association be and is hereby deleted.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Satnam Arora, Mr. Gurnam Arora, Jt. Managing Directors, Mr. Prabhat Kumar, CFO of the company and Mr. Rama Kant Company Secretary and GM (Legal) be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 11.

To alter/adopt new set of Articles of Associations (AOA) of the Company as required under the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may



arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Satnam Arora, Mr. Gurnam Arora, Jt. Managing Directors, Mr. Prabhat Kumar, CFO of the company and Mr. Rama Kant Company Secretary and GM (Legal) be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

**By Order of the Board
For Kohinoor Foods Limited
Sd/-
Rama Kant
Company Secretary and GM (Legal)**

Place: Faridabad

Date: 10.08.2017

NOTES:

1. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect to item No. 4 to 11 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 TO 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 AT THE REGISTERED OFFICE ADDRESS 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 20th September, 2017 to 25th September, 2017 (both days inclusive) in connection with the Annual General Meeting.
5. Brief resume of Directors including those proposed to be appointed/ reappointed as required under the Companies Act, 2013 and SEBI (LODR), Regulations 2015, are provided in the Corporate Governance Report forming part of the Annual Report and under the notice of the AGM.
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's registrar and share transfer agent, 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 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.
11. Members who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2017, 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 Registered/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. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for their appointment/ re-appointment.



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 from the 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, 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 28th 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 28th 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 28th Annual General Meeting of the Company and the Annual Report for 2017 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 / 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:
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 PDF file "e-Voting.pdf", received by you at your registered e-mail id, 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> / 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 21st, 2017 (9:00 am) till September 24th, 2017 (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), 19th September, 2017. 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 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-eighth AGM of the Company on September 25, 2017 and communicated to both Stock Exchanges, BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

19. A route map of the venue of the meeting is enclosed.

STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 {EXPLANATORY STATEMENT}

Item No. 4

The Board of Directors of the Company at its meeting held on November 14, 2016 has pursuant to the recommendation of the Nomination and Remuneration Committee appointed Mr. Nitin Arora (DIN-00017428) as an Additional Director who shall hold office of the Company till the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution Nos. 4, in relation to appointment of Mr. Nitin Arora as Directors, for the approval by the shareholders of the Company.

This is to further inform that the Management has appointed/designated Mr. Nitin Arora as a Whole Time Director of the Company and also fix his remuneration as determined by the Nomination and Remuneration Committee and approved by the Board and also been approved by the shareholder vide postal ballot notice dated 14th November, 2016 for the period of Three Years. The company had already made an application seeking approval of the Central Government and the same is awaited as on date. Mr. Nitin Arora is

presently looking after the day to day affairs of the Rice Factory Business and also having rich experience of all aspects of running a rice mill from purchase of paddy/rice to storage to milling. His rich experience can be of great help on Board Level in decision making.

Mr. Jugal Kishore Arora, being father of Mr. Nitin Arora is deemed to be interested in the said resolution. None of the Director /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financial or otherwise, except Mr. Nitin Arora and his father Mr. Jugal Kishore Arora in the resolution set out at the item no. 4 of the notice.

The Board recommends the resolution Nos. 4, in relation to appointment of Mr. Nitin Arora as Directors, for the approval by the shareholders of the Company by way of Ordinary Resolution.

Item No. 5, 6 & 7

The Board of Directors in its Meeting held on 10th August, 2017, on the basis of recommendation by the Nomination and Remuneration Committee approved the reappointment of Mr. Jugal Kishore Arora, as Chairman, Mr. Satnam Arora and Mr. Gurnam Arora as Jt. Managing Directors of the company for next three years with effect from 26th September, 2017 to 25th September, 2020 and also to renew the remuneration of Mr. Jugal Kishore Arora, Whole Time Director, designated as 'Chairman', Mr. Satnam Arora and Mr. Gurnam Arora, designated as Jt. Managing Directors of the Company with effect from 1st October, 2017, as may be decided by the Committee and Board of Directors from time to time, subject to the overall limit approved by the Central Government.:-

A. Basic Salary

Sl. No.	Name of Chairman and Jt. Managing Directors	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 renewed within the aforesaid range during the tenure of appointment, or such increments, as may be decided by the Committee and Board of Directors from time to time.

B. Perquisites and Benefits –:

- i) Mediclaim facility for self & family.
- ii) Two cars with chauffeur
- iii) Facility of gas, electricity, generator, water and telephone at residence.
- iv) Security Personnel, Gardeners Salary at residence.
- v) Travel within India along with wife.
- vi) Travel outside India along with wife twice in a year.
- vii) Club Membership fees.



- viii) Repairs & Maintenance of house as per actual.
- ix) 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 Salary.

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 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 be deemed to be concerned or interested in the resolution of each other as it pertains to the re-appointment and remuneration payable to them.

Further Mr. Nitin Arora, being Son of Mr. Jugal Kishore Arora, is deemed to be interested in the resolution No. 5, as it pertains to the remuneration payable to his father. None of the other Directors of the Company are, in any way, concerned or interested in the said resolution. Your Directors recommend these resolutions for approval of the members.

A statement as per Schedule V of the Companies Act, 2013 is annexed with the notice:

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, 2018, at the remuneration of Rs. 150,000/- (Rupee one lakh Fifty thousand only) per annum plus tax as applicable plus out of 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, 2018.

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.

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

Item No. 9

The Company is in need of funds to meet working capital requirement and general corporate purposes and therefore it is propose to issue convertible warrant on preferential basis to the Promoters.

Accordingly, the Board of Directors at their meeting held on 10th August, 2017, considered, subject to the necessary approval(s), issuance of upto 58,14,000 (Fifty Eight Lakhs Fourteen Thousand Only) Convertible Warrants on preferential basis to certain persons/entities (hereinafter referred to as the "Proposed Allottees/Warrant holder") with an option to warrant holders to subscribe for equal no. of equity shares of face value of Rs. 10/- each. In terms of the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations. The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Preferential Issue: As mentioned above, the objective of the issue of warrants is to meet working capital requirement and general corporate purposes.
2. The total number of securities to be issued: The Board intends to offer, issue and allot up to 58,14,000 (Fifty Eight Lakhs Fourteen Thousand Only) Warrants on preferential basis in accordance with SEBI (ICDR) Regulations and other applicable laws.
3. The price at which the allotment is proposed: The issue price of the said warrants will be Rs. 10/- (Rupees Ten only) per warrant or the minimum price determined in accordance with the SEBI (ICDR) Regulations and applicable law, whichever is higher.
4. Basis on which price has been arrived at along with report of the registered valuer: As such this is not applicable in the present case since the Company is a listed company and the pricing is in terms of the SEBI (ICDR) Regulation.
5. The proposal / intention of the Promoters and Directors to subscribe to the Offer: The Promoters Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora have indicated their intention to subscribe to the offer.
6. Relevant date: The "Relevant Date" in terms of Regulation 71 of the SEBI (ICDR) Regulations for determination of minimum price is Friday, 25th day of August, 2017, being a date which is 30 (Thirty) days prior to the date when the results of this Annual General Meeting will be announced, i.e. Tuesday, 26th day of September, 2017.



7. The class or classes of persons to whom the allotment is proposed to be made: The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 10 below.
8. Shareholding Pattern before and after the Preferential Issue:

CATEGORY OF SHAREHOLDERS	PRE ISSUE HOLDING DETAILS		POST ISSUE HOLDING DETAILS*	
	No. of Shares	% of Shares	No. of Shares	% of Shares
1. Promoter and Promoter Group	1,83,95,240	52.20	2,42,09,240	58.97
a) Indian	1,83,95,240	52.20	2,42,09,240	58.97
b) Foreign	0	0	0	0
Sub-total (1)	1,83,95,240	52.20	2,42,09,240	58.97
2. Public Shareholding	1,68,46,290	47.80	1,68,46,290	41.03
Sub-total (2)	1,68,46,290	47.80	1,68,46,290	41.03
TOTAL (1+2)	3,52,41,530	100	4,10,55,530	100

*the figures in the Post-Issue Equity shareholding are on the assumption that all the warrants will be subscribed, pursuant to the shareholders resolution and all said warrants will be exercised/ converted into equity shares. However, if any warrants are not issued /allotted and the warrants are not exercised, the figures will change accordingly.

9. Proposed time frame within which the issue shall be completed: The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.
10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:
11. Change in control consequent to the preferential issue: The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.
12. The Company hereby undertakes that:
- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
 - If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by

the allottees.

13. Auditors' Certificate: A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations shall be made available for inspection at the Registered/Corporate Office of the Company on or after Thursday, 31st August, 2017 between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of the Annual General Meeting.
14. Lock-in Period: The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.
15. Others: Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believe that the proposed Preferential issue is in the best interest of the Company and its members.

Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora are deemed to be interested in this resolution and being relatives of each other may be deemed to be concerned or interested in the resolution of each other as it pertains to the allotment of equity shares to the promoters.

Further Mr. Nitin Arora, being Son of Mr. Jugal Kishore Arora, is deemed to be interested in this resolution, as it pertains to the allotment of equity shares to his father.

The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

Item No.10

The existing Memorandum of Association (MOA) are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ("New Act"). It is thus expedient to adopt new Clause 3 (b) of Memorandum of Association, in place of Clause 3 (b) and 3(c) of the existing Memorandum of Association of the Company, pursuant to the provisions of the Companies Act, 2013. Hence the Board of Directors proposed to adopt amended Memorandum of Association in place of existing Memorandum of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed amended Memorandum of Association of the Company would be available for inspection for the members at the Registered/Corporate Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting. The Board of Directors recommends the Resolutions at Item No. 10 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

Item No.11

The existing Articles of Association (AOA) are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 ("New Act"). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / addition/deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made thereunder. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered/Corporate Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting. The Board of Directors recommends the Resolutions at Item No. 11 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

**By Order of the Board
For Kohinoor Foods Limited
Sd/-
Rama Kant
Company Secretary and GM (Legal)**

**Place: Faridabad
Date: 10.08.2017**

Profile of Directors seeking Appointment /Re-appointment in the Annual General Meeting to be held on September 25, 2017, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable requirements:

Name of Director	Mr. Jugal Kishore Arora	Mr. Satnam Arora	Mr. Gurnam Arora	Mr. Nitin Arora
DIN No.	00010704	00010667	00010731	00017428
Date of Birth / Age	11 th October, 1943 / 74 years	23 rd January, 1949 / 68 years	26 th March, 1950 / 67 years	08 th August, 1973 / 44 years
Date of First Appointment	26 th July, 1989	26 th July, 1989	26 th July, 1989	14 th November, 2016

Expertise in specific General Functional area	Businessman	Businessman	Businessman	Businessman
Qualification	Graduation	Masters in Economics	Graduation	MBA
Shareholding in the Company as 31 st March, 2017	60,43,484	53,78,923	60,98,889	21,000
No. of Board meetings attended during FY 16 - 17	4	4	4	2
List of outside Directorships held (Public Limited and Subsidiary Companies)	1. Sachdeva Brothers Private Limited 2. Kohinoor Foods USA Inc. 3. Indo European Foods Ltd. UK	1. Indraprastha Medical Corps. Limited 2. Satnam Haegens Limited 3. Sachdeva Brothers Private Limited 4. Kohinoor Foods USA Inc.	1. Satnam Haegens Limited 2. Sachdeva Brothers Private Limited 3. Indo European Foods Ltd. UK	1. Golden Palms Estates Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	2	Nil	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director				
a) Audit Committee	Nil	Indraprastha Medical Corporation Limited – Member	Nil	Nil
b) Stakeholders Committee	Nil	Indraprastha Medical Corporation Limited – Member	Nil	Nil

Note: Pursuant to Regulation 26 of SEBI (LODR), 2015, only two Committees viz. Audit Committee and Stakeholders Committee have been considered.



Disclosure as required under schedule V to the Companies Act, 2013, in respect of Mr. Kugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora:

I. GENERAL INFORMATION

Nature of Industry	Rice Manufacturing and Food Processing
Date or expected date of Commercial Production	N.A.
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial Performance:- (Rs. In Lakhs)

Particulars	Quarter ended 30.06.2017 (Un-audited)	2016-17	2015-16	2014-15
Turnover	26874	105050	113021	115715
Operating Profit	427	(18865)	2953	(9740)
Extra Ordinary	-	3221	2500	-
Profit before tax	427	(22086)	453	(9740)
Profit after tax	342	(14863)	381	(7255)

Foreign Investments or collaborations, if any – (Rs. In Lakhs)

Particulars	2016-17	2015-16	2014-15
Investment in Shares of subsidiary Companies	8937.87	8937.87	8937.87
Investment in Shares of Joint Venture Companies	0	0	9.42

II. INFORMATION ABOUT THE APPOINTEES:-

Particulars	Mr. Jugal Kishore Arora	Mr. Satnam Arora	Mr. Gurnam Arora
1. Background Details	Mr. Jugal Kishore Arora has been appointed as Whole Time Director designated as Chairman of the Company since inception.	Mr. Satnam Arora is the Jt. Managing Director of the Company since inception.	Mr. Gurnam Arora is the Jt. Managing Director of the Company since inception.

2. Past Remuneration (Rs. In Lakhs)	96	90	90
3. Recognition and Awards	-	-	-
4. Job profile and his suitability	Information given under the requirements of Regulation 36 of SEBI (LODR), 2015, annexed with the notice of AGM	Information given under the requirements of Regulation 36 of SEBI (LODR), 2015, annexed with the notice of AGM	Information given under the requirements of Regulation 36 of SEBI (LODR), 2015, annexed with the notice of AGM
5. Remuneration Proposed	As mentioned in the Explanatory Statement to Notice of AGM	As mentioned in the Explanatory Statement to Notice of AGM	As mentioned in the Explanatory Statement to Notice of AGM
6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and 60,43,484 Equity Shares, he is brother of Mr. Satnam Arora and Mr. Gurnam Arora	Apart from receiving managerial remuneration and 53,78,923 Equity Shares, he is brother of Mr. Jugal Kishore Arora and Mr. Gurnam Arora	Apart from receiving managerial remuneration and 60,98,889 Equity Shares, he is brother of Mr. Jugal Kishore Arora and Mr. Satnam Arora

7. Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

During last decade, the Indian economy has seen increased spending on consumable eatables and various products. This had led to rise in the organised manufacturer/processors in order to meet the consumer demand and business competition. The size of the manufacturing industry in India has increased manifold during the past several years reaching to multi billions in terms of sales and revenues. With increased size and turnover, it is also imperative for any manufacturing company to have highly experienced persons having specialized knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora have successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the present remuneration is being paid to them since 2012 and further renewal on the same terms are justified commensurate with other organisations of the similar type, size and nature in the manufacturing industry.



III. OTHER INFORMATION:

1. Reason of loss or inadequate profits	<p>The Board of Directors in its Meeting held on 10th August, 2017 had decided that where in any financial year during the currency of the tenure of Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites, as detailed in Para II-5 above, respectively payable to them shall be the minimum remuneration, subject however to the approval of the Central Government, wherever required. The Company had lastly obtained the approval of the Central Government in this regard for a period of 2 years (from 1st Oct, 2015 to 25th Sep, 2017) vide letter dated 3rd August, 2016.</p> <p>The Board of Directors in its Meeting had also decided to pay the same remuneration to them, subject to the limits as may be approved by the Central Government in this regard.</p>
2. Steps taken or proposed to be taken for improvements	
3. Expected increase in productivity and profits in measurable terms	

	<p>During the quarter ended 30th June, 2017, the Company has earned a Net Profit of Rs. 3.42 Crores and very hopeful for its future performance.</p> <p>The remuneration of Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora may exceed the limits laid down under Schedule V of the Companies Act, 2013.</p> <p>The Company is taking further steps to improve the earning position of the Company and is optimistic of earning good profits in the year 2017-18 and so on.</p>
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IV. DISCLOSURES:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. Additional information is given in Corporate Governance report. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

Route Map of 28th AGM

Magpie Tourist Complex (a unit of Haryana Tourism Corporation Limited), Main Mathura Road, Sector 16A, Faridabad, Haryana-121002

