

Kohinoor Foods Ltd.

Regd. / Corp. Office : Pinnacle Business Tower, 10th Floor,
Shooting Range Road, Surajkund, Faridabad, (Haryana)-121001
CIN : L52110HR1989PLC070351, Tel: +91-129-424 2222, Fax : +91-129-424 2233
Email: info@kohinoorfoods.in, Website: www.kohinoorfoods.in



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of Kohinoor Foods Limited will be held at 11:00 A.M. on Friday, the 28th day of September, 2018, 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, 2018, 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, 2018 and the report of Auditors thereon.

Item No. 2

Appointment of Director

To Appoint a Director in place of Mr. Jugal Kishore Arora (holding DIN – 00010704) who retires by rotation and being eligible offers himself for re-appointment.

Item No. 3

Appointment of Auditors

To re-appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors of the Company for another term of five consecutive years to hold office from the conclusion of this Annual General Meeting, till the conclusion of Fifth Annual General Meeting to be held in the year 2023, on such remuneration plus out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors. 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 provisions of Section 139, 142 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, till the conclusion of Fifth Annual General Meeting to be held in the year 2023, on such remuneration plus out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

Item No. 4

To Ratify the Remuneration of the Cost Auditors for the year ending 31st March, 2019.

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 2018-19, 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. 5.

To continue appointment of Mr. Vijay Burman (DIN: 00013710), as Non-Executive Independent Director of the company.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as amended from time to time, the Articles of Association of the Company and on the approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company (“Board”) approval of the Members by way of special resolution be and is hereby accorded for continuation of directorship of Mr. Vijay Burman holding DIN: 00013710 as Non-Executive Independent Director, who has attained the age of 75 (Seventy Five) years for remaining tenure. Mr. Vijay Burman was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 29th September, 2016, passed at the 27th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to the aforesaid resolution, if necessary, also delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) /Authorised Representative (s) of the Company to give effect to the aforesaid resolution (s).”

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

Place: Faridabad
Date: 14.08.2018

NOTES:

1. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of

the Special Businesses specified above is annexed hereto.

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 authorized 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 22nd September, 2018 to 28th September, 2018 (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. As per SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the shareholders holding securities in Physical form and has not updated PAN No., Bank Details, Email Id and Mobile No / Telephone No. shall furnish self-attested copy of PAN Card and original cancelled "Name printed Cheque" falling which copy of Bank Passbook / Statement attested by the Bank along with all the desired details to the Company's Registrar & Share Transfer Agent (RTA), M/s SKYLINE FINANCIAL SERVICES PRIVATE LIMITED at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020, without any further delay.
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., 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, 2018, 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 7 days before the Annual General Meeting of the Company, to the Company Secretary at the Registered Office of the Company to keep the information ready at the meeting.
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 29th 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 29th 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 29th Annual General Meeting of the Company and the Annual Report for 2017-18 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 25th, 2018 (9:00 am) till September 27th, 2018 (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), 21st September, 2018. 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-Ninth AGM of the Company on September 28, 2018 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, 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, 2019, 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. 4 of the notice for

the ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

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.4 of the notice.

The Board recommends the Ordinary Resolution set out at item no.4 of the Notice for approval by the Shareholders.

Item No. 5

In pursuance to the provisions of the Companies Act, 2013 read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI (LODR), the Board of Directors at its meeting held on 12th August, 2016 appointed Mr. Vijay Burman (DIN No. 00013710) as Non-Executive Independent Director of the Company for a period of five years w.e.f. 1st April, 2016, approved by the members at 27th Annual General Meeting of the Company held on 29th September, 2016, by way of an Ordinary Resolution.

SEBI vide its notification dated 10th May, 2018 has amended the SEBI (LODR) and, inter-alia, has inserted new Regulation 17(1A) which mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a Special Resolution is passed to that effect by the members of the Company. This requirement shall be effective from 1st April, 2019.

As Mr. Vijay Burman has attained the age of 75 (Seventy Five) years, accordingly, in view of the above amendment in the SEBI Listing Regulations, it has become imperative for the Company to seek members approval by way of a special resolution on or before 1st April, 2019, to continue his directorship as an Independent Director for remaining terms, in terms of provisions of the Act and the SEBI (LODR).

Keeping in view that Mr Vijay Burman have rich and varied experience in the field of finance and banking and have been associated with the Company over a long period of time and



contributes effectively in the deliberations of the Board and Committee Meetings, it would be in the interest of the Company to continue the directorship of Mr. Vijay Burman as a Non-Executive Independent Director for remaining terms.

Further, while evaluating the performance, the Nomination and Remuneration Committee of the Company and the Board has expressed their satisfaction on the same.

The Nomination and Remuneration Committee at its meeting held on 14th August, 2018 has considered and approved their continuation as an Independent Director till the expiry of their present tenure and has recommended the same for the consideration and approval of the Board of Directors of the Company.

Mr. Vijay Burman fulfills the criteria of appointment as an Independent Directors under section 149(6) of the Companies Act and Regulation 25 of the SEBI Listing Regulations and has provided requisite declarations. Also, the Board may recall that while evaluating their performance, the Nomination and Remuneration Committee of the Company and the Board has expressed the satisfaction on the same.

A brief profile of Mr. Vijay Burman is included as annexure to the Notice. The Board recommends the special resolution set forth in Item No. 5 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Vijay Burman to whom the resolution relates, is in any way, concerned or interested, financial or otherwise, in the resolution.

**By Order of the Board
For Kohinoor Foods Limited
Sd/-**

Place: Faridabad
Date: 14.08.2018

**Rama Kant
Company Secretary and GM (Legal)**

Profile of Directors retiring by rotation / seeking Appointment / Re-appointment in the Annual General Meeting to be held on September 28, 2018, 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. Vijay Burman
DIN No.	00010704	00013710
Date of Birth / Age	11 th October, 1943 / 75 years	09 th April, 1932 / 86 years
Date of First Appointment	26 th July, 1989	15 th March, 2001
Expertise in specific General Functional area	Businessman	Businessman
Qualification	Graduation	Graduation
Shareholding in the Company as on 31 st March, 2018	60,43,484	Nil
No. of Board meetings attended during FY17-18	6	6
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	Nil
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	<ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination and Remuneration Committee – Chairman • Stakeholders Relationship Committee- Chairman
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director		
a) Audit Committee	Nil	Nil
b) Stakeholder Committee	Nil	Nil

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

**By Order of the Board
For Kohinoor Foods Limited
Sd/-**

Place: Faridabad
Date: 14.08.2018

**Rama Kant
Company Secretary and GM (Legal)**

Kohinoor Foods Ltd.

ANNUAL REPORT 2017 - 18



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



Kohinoor Foods Ltd.

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Email: info@kohinoorfoods.in, Website: www.kohinoorfoods.in



Dear Member,

Sub: Seeking Copy of PAN Card, Bank Details, Email id & Phone Nos. of Shareholders, in relation to updation of KYC details in Master Data.

In terms of SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated 20-04-2018, the Company is required to obtain copy of PAN Card, Bank details, Email id and Mobile / Telephone No from all the shareholders holding shares in physical form. Accordingly you are requested to kindly furnish self-attested copy of your PAN Card and original cancelled " Name printed Cheque" falling which copy of Bank Passbook / Statement attested by the Bank along with the details mentioned in Annexure "A" below.

Kindly note that this "Annexure – A" is only for the purpose of master data updation of Shareholders holding Shares in Physical form.

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

You may send the above details to the Company's Registrar & Share Transfer Agent (RTA), M/s SKYLINE FINANCIAL SERVICES PRIVATE LIMITED at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited
Sd/-
Rama Kant
Company Secretary

Annexure - A

To,
Kohinoor Foods Limited

Dear Sir,

I am furnishing here details as required by you, kindly record the same and send us confirmation

Name of Shareholders	
Folio No	
PAN (Attached Self attested copy of PAN Ist Holders	
Bank A/c No (Kindly attach name printed cancel cheque / attested copy of passbook)	
Bank name	
Branch Address	
IFSC No	
MICR No	
MICR No	
Email Id	
Mobile / Telephone No	

Signature of Shareholders