

# Kohinoor Foods Ltd.

Regd. Office: 201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi - 110048, Tel.: +91-11-29220330  
Corp. Off. : Pinnacle Business Tower, 10th Floor, Surajkund, Shooting Range, Faridabad, (Haryana)-121001  
CIN : L52110DL1989PLC037097, Tel: +91-129-424 2222, Fax : +91-129-424 2233  
e-Mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

## **NOTICE OF POSTAL BALLOT**

To,  
The Shareholders,

### **Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.**

Dear Members,

Section 110 of the Companies Act, 2013 (the "Companies Act") read with the Companies (Management and Administration) Rules, 2014 (the "Rules") provide for passing of resolutions by postal ballot. In terms of said Section and the Rules, a listed company shall in case of resolutions relating to businesses specified under the Rules and may, in case of any other businesses, get any resolution passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

The Board of Directors of the Company has proposed to obtain the consent of the Shareholders for various matters as considered in the resolutions appended below.

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to all other applicable laws and regulations, to transact the resolution as set out below by the Members of Kohinoor Foods Limited (KFL) by passing the resolutions through Postal Ballot/electronic voting (e-voting).

The Explanatory Statement under section 102 of the Companies Act, 2013 read with rule thereto setting out the material facts and reasons for the resolutions concerning is appended herewith along with a Postal Ballot Form for your consideration.

The Board of Director has appointed Mr. Vinod Aggarwal of M/s Vinod Aggarwal & Associates, Practicing Company Secretaries, (CP No. 8816) as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

You are requested to please read carefully the instructions printed

on this Postal Ballot Notice/ the Postal Ballot Form, record your assent or dissent therein and return the Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted provided that a Shareholder may obtain another copy of the Postal Ballot Form from the Company) in original, duly completed in all respects in the enclosed self-addressed pre-paid postage envelope (if posted in India), so as to reach the Scrutinizer on or before Friday, 5.00 p.m. IST, 20.01.2017, which is the last date of receipts of completed Postal Ballot Form(s). Postal Ballot Form(s) received after this date and time will be considered as if reply from the shareholders has not been received. Postal Ballot Form (s), if sent by courier or by registered post/speed post at the expenses of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope.

Instead of voting through Postal Ballot, Members may choose to vote using the e-voting facility, the details whereof are specified below under the notes to the Postal Ballot Notice.

In compliance with Regulations 44 of the SEBI (LODR) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer E-Voting facility to its members through E-Voting Platform of National Securities Depository Limited (NSDL) as an alternate, which would enable them to cast votes electronically, instead of sending Physical Postal Ballot Form (s). Please note that e-voting is optional and the members who do not opt for the E-Voting facilities can cast their vote in writing in the duly filled in physical postal ballot form. Please carefully read and follow the instructions on e-voting process printed in this notice.

The Scrutinizer will submit his report to the Chairman of the Board or the Managing Director or the Company Secretary of the Company after completion of the scrutiny and the result of the voting by Postal Ballot (including through e-voting) will be announced on Tuesday, 24.01.2017 at the Corporate Office of the company and will intimate to NSDL and Stock Exchanges where the shares of the Company are listed. The said results would also be displayed at the Registered and Corporate Office of the Company along with Scrutinizer's



Report and also on the website of the Company (www.kohinoorfoods.com).

In accordance with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India (ICSI), members may please note that the resolutions if assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means will be taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot form or e-voting i.e. January, 20, 2017.

The shareholders are requested to consider and, if thought fit, to pass the following resolutions:

**Item No. 1. Shifting of Registered Office of the Company from NCT of Delhi to the State of Haryana.**

**To consider and, if thought fit, to give ASSENT / DISSENT to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 12, 13, 110 and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013 and subject to approval of Regional Director/Central Government / any other competent authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from NCT of Delhi to the State of Haryana and that **Clause II** of the Memorandum of Association of the Company be substituted by the following Clause:

**II. “The Registered Office of the Company will be situated in the State of Haryana”.**

“**RESOLVED FURTHER THAT** upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi-110 048 to Pinnacle Business Tower, 10<sup>th</sup> Floor, Surajkund, Shooting Range, Faridabad, Haryana-121001 or such other address in the State of Haryana as the Board of Directors may decide from time to time”.

“**RESOLVED FURTHER THAT** Mr. Satnam Arora, Jt. Managing Director and Mr. Rama Kant, Company Secretary of the Company be and are hereby severally authorized to take all such steps and to do such acts and deeds and make such applications/affidavits as may deem necessary, desirable or expedient to give effect to this Resolution including appointment of any counsels and advisors to represent the case.”

**Item No. 2. Alteration in the Memorandum & Articles of Association of the Company with regard to change in Situation of the Registered Office Clause.**

**To consider and, if thought fit, to give ASSENT / DISSENT to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Section 13 & 14 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum & Articles of Association of the Company be and is hereby altered, by substituting the **clause II** of the Memorandum of Association & **clause III** of the Articles of Association of the Company in place of the existing clause:

**Clause II. The Registered office of the Company will be situated in the State of Haryana.**

**Clause III. The Registered office of the Company will be at such place as mentioned in the Clause II of the Memorandum of Association of the Company or as altered from time to time.”**

**Item No. 3. Appointment of Mr. Nitin Arora (DIN-00017428) Additional Director of the Company as a Whole Time Director and to consider and approve the terms of the remunerations.**

**To consider and, if thought fit, to give ASSENT / DISSENT to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the 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, consent of the Shareholders be and is hereby given to the appointment of Mr. Nitin Arora (DIN 00017428) (who has been appointed by the Board as an Additional Director



designated as Whole Time Director subject to the confirmation from Additional Director to Director in the forthcoming Annual General Meeting), as a Whole Time Director of the Company (subject to retirement by rotation), for the period of Three Years with effect from 14<sup>th</sup> November, 2016 .

**RESOLVED FURTHER THAT** Mr. Nitin Arora be paid such remuneration as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the postal ballot notice, subject to the overall limit as approved by the Central Government and that notwithstanding the adequacy of the profits of the Company, said remuneration be paid to him as minimum remuneration subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Nitin Arora, Whole Time Director, (DIN 00017428) 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** Mr. Satnam Arora, Jt. Managing Director and Mr. Rama Kant, Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts and deeds as may deem necessary, desirable or expedient to give effect to this Resolution.”

**By Order of the Board of Directors,  
For KOHINOOR FOODS LIMITED**

Sd/-  
Rama Kant  
Company Secretary & GM (Legal)  
M. No: FCS 4818

Place: Faridabad  
Date: 14.11.2016

## NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members /List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on December 14, 2016.

3. The Company has appointed Mr. Vinod Aggarwal of M/s Vinod Aggarwal & Associates, Practicing Company Secretaries, (CP No. 8816) as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with rules made there under and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company is pleased to provide e-voting facility as an option to its Members to enable them to cast their votes on the resolutions electronically. Kindly note that the Members can opt for only one mode of voting, i. e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their votes by both physical postal ballot and e-voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-voting will be treated as invalid. M/s. Skyline Financial Services Pvt. Ltd., our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.
5. Voting through electronic means:

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 in the postal ballot notice 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 will be provided by National Securities Depository Limited (NSDL).

The notice of Postal Ballot/e-voting is dispatched/emailed to the members whose names appear on the Register of Members as on 14<sup>th</sup>



December, 2016 and voting right shall be reckoned on the basis of paid up value of the shares registered in the name of the members as on the said date. Members can vote for their entire voting rights as per their discretion.

The e-voting will commence on 21st December, 2016 (09.00 am) to 20th January, 2017 (05.00 pm) (IST) (both days inclusive). E-voting shall be disabled by NSDL at 5.00 pm on January, 20, 2017. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Voting rights in the Postal Ballot/e-voting can not be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives as explained in point no. A(12) below.

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:
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 21<sup>st</sup> December, 2016 (09.00 am) to 20<sup>th</sup> January, 2017

(05.00 pm) (IST) (both days inclusive) Note: e-Voting shall not be allowed beyond said time.

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
  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](mailto:vinod.aggarwalcs@gmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B.** In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
1. User ID and Initial password is being provided in Postal Ballot Form.
  2. Please follow all steps from Sl. No. A (1) to Sl. No. (12) above, to cast vote.
- C.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
6. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer not later than close of working hours on 20.01.2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the



Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on 24.01.2017, at 3.30 pm at the Corporate Office of the Company at Pinnacle Business Tower, 10<sup>th</sup> Floor, Surajkund, Shooting Range, Faridabad, Haryana-121001

7. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose email ID's are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered/Corporate Office of the Company during business hours between 10:00 a.m.to 3:00 p.m. on all working days (except Saturdays, Sundays and Holidays) upto the date of announcement of the result on the Postal Ballot.
9. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive the Annual Report and other communication from the Company electronically.
10. In case of queries or grievances connected with the facility of e-voting by electronic means the members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call toll free no.18000222990 or contact to the Company RTA viz. Skyline Financial Services Pvt. Ltd., D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020, Tel 011-26812682, e-mail at [admin@skylinerta.com](mailto:admin@skylinerta.com) or may write to Mr. Rama Kant, Company Secretary at corporate office at Pinnacle Business Tower, 10<sup>th</sup> Floor, Surajkund, Shooting Range, Faridabad, Haryana-121001, Tel 0129-4242222 or e-mail at [investors@kohinoorfoods.in](mailto:investors@kohinoorfoods.in)

Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated 14.11.2016.

## Item No. 1 & 2

The Company was incorporated under the provisions of Companies Act, 1956 in NCT of Delhi. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in NCT of Delhi.

It is proposed to relocate the Registered Office of the Company to Pinnacle Business Tower, 10<sup>th</sup> Floor, Surajkund, Shooting Range, Faridabad, Haryana-121001.

The shifting of Registered Office from Delhi to Haryana will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Regional Director/Central Government.

The Board recommends the Resolution as set out above for approval of the members as Special Resolution.

A copy of the Memorandum & Articles of Association of the Company together with the proposed alternations as set out in the Resolution at Item No. 1 & 2 of the Notice is available for inspection by member at the Registered/Corporate Office of the Company during business hours between 10:00 a.m.to 3:00 p.m. on all working days (except Saturdays, Sundays and Holidays) upto the date of announcement of the result on the Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution except as members of the Company.



### Item No. 3

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 next Annual General Meeting.

Management has further designated Mr. Nitin Arora as a Whole Time Director of the Company and also fix his remuneration as determined by the Remuneration and Nomination Committee and approved by the Board subject to the approval of the Shareholders and/or the approval of the Central Government etc. 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. He is having MBA degree from Birmingham University. His rich experience can be of great help on Board Level in decision making.

Further as recommended by the Remuneration and Nomination Committee and the Board's approval at its meeting held on 14th November, 2016, your approval is sought to pay Mr. Nitin Arora a salary of Rs. 6,00,000/- (Rupees Six Lakhs Only) per month during the tenure of appointment, or such increments, as may be decided by the Committee and Board of Directors time to time, subject to the overall limit approved by the Central Government.

#### Perquisites and Benefits –:

- Medicclaim facility for self & family.
- Two cars with chauffeur
- Facility of gas, electricity, generator, water and telephone at residence.
- Security Personnel, Gardeners Salary at residence.
- Travel within India along with wife.
- Travel outside India along with wife twice in a year.
- Club Membership fees.
- Repairs & Maintenance of house as per actual.
- Any Other allowances if permitted by Board.

The total amount of perquisites payable to the Whole time 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. Nitin Arora, should not exceed 50% of the total

Salary.

The total remuneration consisting of Salary, Perquisites and other benefits paid to the whole time director shall not exceed the limit stipulated in Section 197 of the Act and other applicable provisions except with the approval of Central Government.

Mr. Jugal Kishore Arora, being father of Mr. Nitin Arora is deemed to be interested in the said resolution as it pertains to the remuneration payable to his son.

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

**By Order of the Board of Directors,  
For KOHINOOR FOODS LIMITED**

Sd/-  
Rama Kant  
Company Secretary & GM (Legal)  
M. No: FCS 4818

Place: Faridabad  
Date: 14.11.2016