

Kohinoor Foods Ltd.

September 29, 2018

**The National Stock Exchange of
India Limited**

Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
MUMBAI – 400 051

The Listing Department
BSE Limited

P.J. Tower, Dalal Street
MUMBAI – 400 001

Trading Symbol : KOHINOOR
Scrip Code : 512559

Dear Sir/Mam,

Sub: Proceedings of the Annual General Meeting held on 28th September, 2018, pursuant to Regulation 30 of the SEBI (LODR) Regulation 2015

Pursuant to Regulation 30 of the SEBI (LODR) Regulation 2015, please find below the proceedings of the said Annual general Meeting.

This is to inform you that the 29th Annual General Meeting of the Company was held on Friday, 28th day of September, 2018 at Magpie Tourist Complex (a unit of Haryana Tourism Corporation Limited), Main Mathura Road, Sector 16A, Faridabad, Haryana – 121002.

The meeting Commenced at 11:00 A.M. and concluded at 11:35 A.M. on the same day.

Since Mr. Jugal Kishore Arora, Chairman of the Board of Directors was not present, Mr. Gurnam Arora was requested to take the chair. Mr. Gurnam Arora then occupied the Chair and welcomed the Shareholders at the 29th Annual General Meeting of the Company. Upon ascertaining that the requisite Quorum was present, he called the meeting in order.

Thereafter, Chairman read the Chairman Message and delivered his Speech giving a brief account of performance highlights of the Company during the year under review and recent developments.

Mr. Rama Kant, Company Secretary of the Company with the consent of the members present the Notice of the Meeting, Directors Report and the Audit Report, which were with the Shareholders, were taken as read, and he also informed that Mr. Vinod Aggarwal, Practicing Company Secretary who was appointed by the Board of Directors, as the Scrutinizer to supervise the e-voting and Poll process, is present in the meeting.

Further, Mr. Rama Kant, Company Secretary of the Company stated that apart from E-voting, the Company will also give, to those Shareholders who could not avail the e-voting facility and were present at the AGM, the option of voting through physical Ballot Papers, pursuant to Section 109 of the Act read with Rule 21 of the Rules, also the Ballot Papers were given to the members present in the hall.



Thereafter the Company Secretary informed the Members that as per the Notice of AGM dated August 14, 2018, the following items of business, to be transacted at the meeting:

Ordinary Business:

- 1 Adoption of the Audited Standalone Financial Statements as at March 31, 2018, the Reports of the Directors and the Auditor's thereon together with Audited Consolidated Financial Statements for the year ended March 31, 2018 and report of Auditor's thereon.
- 2 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.
- 3 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, to the conclusion of Fifth Annual General Meeting to be held till the year 2023 and to fix their remuneration.

Special Business:

- 4 To ratify the remuneration of the Cost Auditor of the Company for the Financial Year ending March 31, 2019.
- 5 To continue appointment of Mr. Vijay Burman (DIN: 00013710), as Non-Executive Independent Director of the Company.

Later on all the ballot papers duly filled and signed by the members were kept in the Ballot Box available with the Scrutinizer.

The Chairman authorized the Company Secretary to declare the results of voting within 48 hours from the conclusion of the meeting.

The Scrutinizer's report dated September 29, 2018 was received. All the resolutions set out in the Notice convening the AGM dated August 14, 2018, were passed through requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. September 28, 2018.

This is for your information and record.

Thanking You,

Yours faithfully,

For Kohinoor Foods Ltd.

Rama Kant

Company Secretary & GM (legal)

FCS: 4818



Kohinoor Foods Ltd.

September 29, 2018

**The National Stock Exchange of
India Limited**

Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
MUMBAI – 400 051

The Listing Department
BSE Limited
P.J. Tower, Dalal Street
MUMBAI – 400 001

Trading Symbol : KOHINOOR
Scrip Code : 512559

Dear Sirs,

Sub: Submission of Voting Result of Ballot Process and Remote e-voting for 29th Annual General Meeting of the Company held on 28th September, 2018.

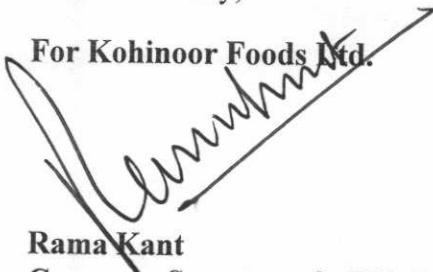
In terms of requirement of Regulation 44(3) of the SEBI (LODR) Regulation 2015, please find attached herewith the Voting Results of Ballot Process and Remote e-voting for the 29th Annual General Meeting of the Members of the Company, held on 28th September, 2018, prepared on the basis of Combined Voting Results dated 29th September, 2018, as received from the Scrutinizer Mr. Vinod Aggarwal, Practicing Company Secretary.

This is for your information and record.

Thanking You,

Yours faithfully,

For Kohinoor Foods Ltd.



Rama Kant
Company Secretary & GM (legal)
FCS: 4818





Vinod Aggarwal & Associates

COMPANY SECRETARIES

SCRUTINIZER'S COMBINED REPORT FOR E-VOTING AND POLL
[Pursuant to section(s) 108 and 109 the Companies Act, 2013 read with Rule 20
and 21 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor
Suraj Kund, Shooting Range Road, Faridabad,
Haryana - 121001

Evoting start date: Tuesday, September 25, 2018 at 09.00 a.m.

Evoting end date: Thursday, September 27, 2018 at 5:00 p.m.

29th Annual General Meeting of the Equity Shareholders

Date : 28th September 2018

Time : 11 a.m.

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

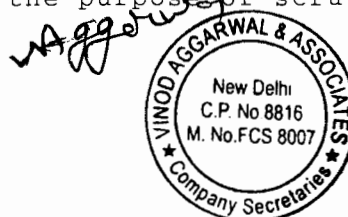
Dear Sir,

Subject: Combined Scrutinizer's Report on:

- E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereof from time to time and
- Poll conducted in pursuance to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules and amendments made thereof from time to time.

I Vinod Aggarwal, Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretaries having office at LIG 1, Gayatri Enclave, RPS Colony, Nr. Khanpur T Point, New Delhi - 110062, appointed as Scrutinizer by:

(a) The Board of Directors of Kohinoor Foods Limited having its registered office and Corporate Office at Pinnacle Business Tower, 10th Floor, Suraj Kund, Shooting Range Road, Faridabad, Haryana - 121001 for the purpose of scrutinizing the e-voting



process as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and

(b)The Chairman of the Annual General Meeting held on 29th September, 2018 on Poll under the provisions of the Sections 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules 2014.

NOTES on E-voting:

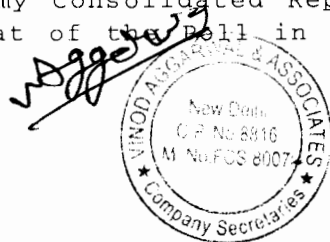
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to e-voting on the resolutions contained in the Notice dated 14th August, 2018. My Responsibility, as a Scrutinizer for the E-voting Process, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the report generated from the E-Voting System offered by National Securities Depository Limited (NSDL).
2. The Notice dated 14th August, 2018 convening the 29th Annual General Meeting (hereinafter "AGM") of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect to the below mentioned Resolutions to be passed at the said AGM of the Company held on 28th September, 2018.
3. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.
4. The shareholders of the Company holding shares as on the "cut-off" date of September 21, 2018, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the Notice of the AGM of the Company.
5. The voting period for e-voting commenced on Tuesday, September 25, 2018 at 09.00 a.m. and ended on Thursday, September 27, 2018 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.
6. The votes cast under e-voting facility were then unblocked on Friday, 28th September, 2018 at 12:38 hours approx, in the presence of Mr. Praveen Agarwal R/o H.no. 367, Gali No. 16, Sangam Vihar, New Delhi - 110062 and Mr. Ravikant R/o B-2nd 288, Madangir, New Delhi- 110062.
7. I have scrutinized and reviewed the voting process through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) as per e-voting system.

[Handwritten Signature]
New Delhi
C P No 8816
M No FCS 8007
Company Secretaries

Notes on Poll:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to voting through Poll at the 29th Annual General Meeting on the resolutions contained in the Notice dated 14th August, 2018. My responsibility, as a Scrutinizer for the Poll, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the Polls cast by the Shareholders at the AGM.
2. After the time fixed for closing of the poll by the Chairman, two ballot boxes, kept for polling were locked in my presence with due identification marks placed by me.
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized and initialed. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Item No. 1-Ordinary Resolution

Adoption of the audited financial statements for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon together with audited consolidated financial statement:

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	

Handwritten signature



Item No. 2-Ordinary Resolution:

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.

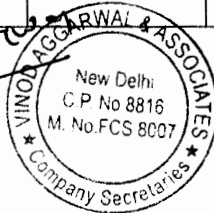
Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	44	2347831	2347831	2347296	99.98%	535	0.02%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	111	11507623	11507618	11507083	100%	535	0.00%	



Item No. 3- Ordinary Resolution

To re-appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors and to fix their remuneration.

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	

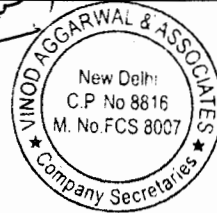
V. Aggarwal


Item No. 4-Ordinary Resolution

To Ratify the Remuneration of the Cost Auditor for the Financial Year ending March 31, 2019

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	

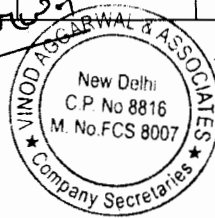
V Aggarwal



Item No. 5- Special Resolution

To continue appointment of Mr. Vijay Burman (DIN: 00013710), as a non executive Independent Director of the Company.

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	



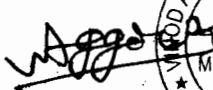

19 nos. ballot forms were declared invalid.

All the resolutions stand Passed, as per combined voting through E-voting process and the Poll, with the requisite majority.

The poll papers and all other relevant records have been sealed and will be handed over to Mr. Rama Kant, Company Secretary & GM(Legal) authorized by the Board for safe keeping.

Thanking You

For Vinod Aggarwal & Associates, Practicing Company Secretaries



Vinod Aggarwal, Scrutinizer
FCS - 8007, CP No 8816

Date: 29.09.2018

Place: New Delhi

SUMMARY OF VOTING RESULTS OF ANNUAL GENERAL MEETING

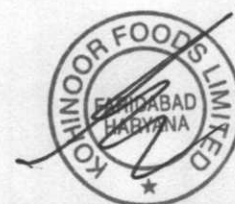
Date of declaration of result – 29th September, 2018

Date of AGM/EGM	28 th September, 2018	
Total number of Shareholders on record date (21-Sep-2018)	31,685	
No. of Shareholders present in the Meeting either in person or through proxy:	Promoters and Promoter Group	Public
	7	162
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	None	None

The details of combined Voting Results is as under:

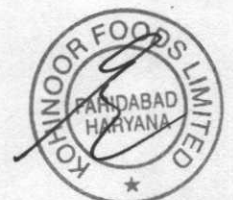
Agenda Wise disclosure:

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the audited standalone financial statements as at 31st March, 2018, the reports of the Directors and Auditors thereon together with audited consolidated financial statement for the year ended March 31, 2018 and report of Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18395240	9238357	50.2215	9238357	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)		9156883	49.7785	9156883	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Total		18395240	18395240	100.0000	18395240	0	100.0000



Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	252090	0	0.0000	0	0	0	0
	Total	252090	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		12697	0.0765	12162	535	95.7864	4.2136
	Poll		2904	0.0175	2904	0	100.0000	0.0000
	Postal Ballot (if applicable)	1659420	0	0.0000	0	0	0	0
	Total	1659420	15601	0.0940	15066	535	96.5707	3.4293
Total	3524153	1841084	1	52.2419	18410306	535	99.9971	0.0029
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2335134	12.6942	2335134	0	100.0000	0.0000
	Poll		9156883	49.7785	9156883	0	100.0000	0.0000
	Postal Ballot (if applicable)	1839524	0	0.0000	0	0	0	0
	Total	1839524	0	11492017	62.4728	11492017	0	100.0000



Public-Institutions	E-Voting	252090	0	0.0000	0	0	0	0
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		252090	0	0.0000	0	0	0.0000
	E-Voting	16594200	12697	0.0765	12162	535	95.7864	4.2136
Poll Postal Ballot (if applicable)	2904		0.0175	2904	0	100.0000	0.0000	
Total	16594200		15601	0.0940	15066	535	96.5707	3.4293
Total		35241530	11507618	32.6536	11507083	535	99.9954	0.0046
Whether resolution is Pass or Not.							Yes	
Resolution (3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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 to the conclusion of Fifth Annual General Meeting to be held till the year 2023 and to fix their remuneration.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18395240	9238357	50.2215	9238357	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)		9156883	49.7785	9156883	0	100.0000	0.0000
	Total		0	0.0000	0	0	0	0



	Total	18395240	18395240	100.0000	18395240	0	100.0000	0.0000
Public-Institutions	E-Voting	252090	0	0.0000	0	0	0	0
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		252090	0	0.0000	0	0	0.0000
	Public-Non Institutions	E-Voting	16594200	12697	0.0765	12162	535	95.7864
Poll Postal Ballot (if applicable)	2904	0.0175		2904	0	100.0000	0.0000	
Total	16594200	15601		0.0940	15066	535	96.5707	3.4293
Total	35241530	18410841	52.2419	18410306	535	99.9971	0.0029	
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To Ratify the Remuneration of the Cost Auditor of the Company for the Financial Year ending March 31, 2019.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18395240	9238357	50.2215	9238357	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)		9156883	49.7785	9156883	0	100.0000	0.0000
	Total		0	0.0000	0	0	0	0



	Total	1839524 0	18395240	100.0000	1839524 0	0	100.0000	0.0000	
Public-Institutions	E-Voting	252090	0	0.0000	0	0	0	0	
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		252090	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	1659420 0	12697	0.0765	12162	535	95.7864	4.2136	
	Poll Postal Ballot (if applicable)		2904	0.0175	2904	0	100.0000	0.0000	
	Total		1659420 0	15601	0.0940	15066	535	96.5707	3.4293
Total		3524153 0	18410841	52.2419	1841030 6	535	99.9971	0.0029	
Whether resolution is Pass or Not.							Yes		

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To continue appointment of Mr. Vijay Burman (DIN: 00013710), as Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1839524 0	9238357	50.2215	9238357	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)		9156883	49.7785	9156883	0	100.0000	0.0000
	Total		0	0.0000	0	0	0	0



	Total	1839524 0	18395240	100.0000	1839524 0	0	100.0000	0.0000
Public- Instituti ons	E- Votin g	252090	0	0.0000	0	0	0	0
	Poll Postal Ballot (if applic able)		0	0.0000	0	0	0	0
			0	0.0000	0	0	0	0
	Total	252090	0	0.0000	0	0	0.0000	0.0000
Public- Non Instituti ons	E- Votin g	1659420 0	12697	0.0765	12162	535	95.7864	4.2136
	Poll Postal Ballot (if applic able)		2904	0.0175	2904	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Total	1659420 0	15601	0.0940	15066	535	96.5707	3.4293
Total	3524153 0	18410841	52.2419	1841030 6	535	99.9971	0.0029	
Whether resolution is Pass or Not.							Yes	





Vinod Aggarwal
FCS, LL.B(DU), M.Com

Vinod Aggarwal & Associates

COMPANY SECRETARIES

SCRUTINIZER'S COMBINED REPORT FOR E-VOTING AND POLL
[Pursuant to section(s) 108 and 109 the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor
Suraj Kund, Shooting Range Road, Faridabad,
Haryana - 121001

Evoting start date: Tuesday, September 25, 2018 at 09.00 a.m.

Evoting end date: Thursday, September 27, 2018 at 5:00 p.m.

29th Annual General Meeting of the Equity Shareholders

Date : 28th September 2018

Time : 11 a.m.

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

Dear Sir,

Subject: Combined Scrutinizer's Report on:

- E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereof from time to time and
- Poll conducted in pursuance to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules and amendments made thereof from time to time.

I Vinod Aggarwal, Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretaries having office at LIG 1, Gayatri Enclave, RPS Colony, Nr. Khanpur T Point, New Delhi - 110062, appointed as Scrutinizer by:

(a) The Board of Directors of Kohinoor Foods Limited having its registered office and Corporate Office at Pinnacle Business Tower, 10th Floor, Suraj Kund, Shooting Range Road, Faridabad, Haryana - 121001 for the purpose of scrutinizing the e-voting



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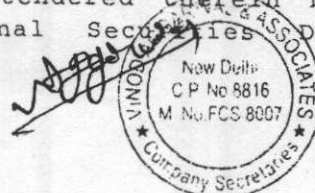
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process as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and

(b) The Chairman of the Annual General Meeting held on 29th September, 2018 on Poll under the provisions of the Sections 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules 2014.

NOTES on E-voting:

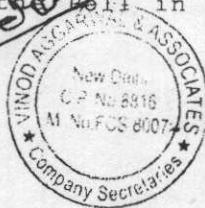
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to e-voting on the resolutions contained in the Notice dated 14th August, 2018. My Responsibility, as a Scrutinizer for the E-voting Process, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the report generated from the E-Voting System offered by National Securities Depository Limited (NSDL).
2. The Notice dated 14th August, 2018 convening the 29th Annual General Meeting (hereinafter "AGM") of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect to the below mentioned Resolutions to be passed at the said AGM of the Company held on 28th September, 2018.
3. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.
4. The shareholders of the Company holding shares as on the "cut-off" date of September 21, 2018, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the Notice of the AGM of the Company.
5. The voting period for e-voting commenced on Tuesday, September 25, 2018 at 09.00 a.m. and ended on Thursday, September 27, 2018 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.
6. The votes cast under e-voting facility were then unblocked on Friday, 28th September, 2018 at 12:38 hours approx, in the presence of Mr. Praveen Agarwal R/o H.no. 367, Gali No. 16, Sangam Vihar, New Delhi - 110062 and Mr. Ravikant R/o B-2nd 288, Madangir, New Delhi- 110062.
7. I have scrutinized and reviewed the voting process through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) as per e-voting system.



Notes on Poll:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to voting through Poll at the 29th Annual General Meeting on the resolutions contained in the Notice dated 14th August, 2018. My responsibility, as a Scrutinizer for the Poll, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the Polls cast by the Shareholders at the AGM.
2. After the time fixed for closing of the poll by the Chairman, two ballot boxes, kept for polling were locked in my presence with due identification marks placed by me.
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized and initialed. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Item No. 1-Ordinary Resolution

Adoption of the audited financial statements for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon together with audited consolidated financial statement:

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	

W. Aggarwal

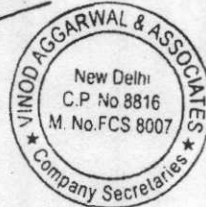


Item No. 2-Ordinary Resolution:

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.

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	44	2347831	2347831	2347296	99.98%	535	0.02%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	111	11507623	11507618	11507083	100%	535	0.00%	

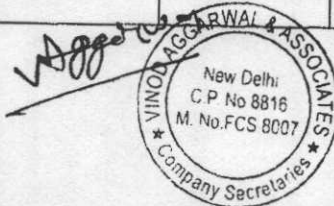
V. Aggarwal



Item No. 3- Ordinary Resolution

To re-appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors and to fix their remuneration.

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	



Item No. 4-Ordinary Resolution

To Ratify the Remuneration of the Cost Auditor for the Financial Year ending March 31, 2019

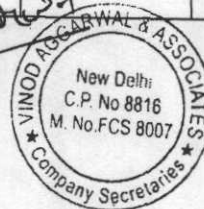
Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	



Item No. 5- Special Resolution

To continue appointment of Mr. Vijay Burman (DIN: 00013710), as a non executive Independent Director of the Company.

Mode of voting	Total Members voting validly through Poll/ Evoting	No of Shares Held	No of votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Passed with requisite majority (Yes/No)
				Valid Votes in favour of Resolution	% of total valid votes	Valid Votes against the Resolution	% of total valid votes	
E-voting	47	9251054	9251054	9250519	99.99%	535	0.01%	YES
Poll	67	9159792	9159787	9159787	100%	0	0	
Total	114	18410846	18410841	18410306	100%	535	0.00%	



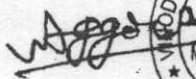

19 nos. ballot forms were declared invalid.

All the resolutions stand Passed, as per combined voting through E-voting process and the Poll, with the requisite majority.

The poll papers and all other relevant records have been sealed and will be handed over to Mr. Rama Kant, Company Secretary & GM(Legal) authorized by the Board for safe keeping.

Thanking You

For Vinod Aggarwal & Associates, Practicing Company Secretaries



Vinod Aggarwal, Scrutinizier
FCS - 8007, CP No 8816

Date: 29.09.2018

Place: New Delhi