

KOHINOOR FOODS LIMITED

24th January, 2017

The Secretary
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.

Sub: Postal Ballot Results

Dear Sir/ Mam,

Further to our letter dated 19th December, 2016, please find attach herewith the Scrutinizer's Report dated 24th January, 2017 certifying the following three Special Resolutions **passed with requisite majority** as set out in the Postal Ballot Notice dated 14th November, 2016 through E-Voting / Postal Ballot pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rule 20 & 22 respectively of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules, circulars and notifications thereunder (including any statutory modifications or re-enactment thereof).

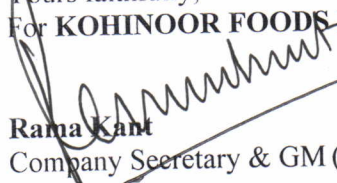
- (iv) Shifting of Registered Office of the Company from NCT of Delhi to the State of Haryana.
- (v) Alteration in the Memorandum & Articles of Association of the Company with regard to change in Situation of the Registered Office Clause.
- (vi) Appointment of Mr. Nitin Arora (DIN-00017428) Additional Director of the Company as a Whole Time Director and to consider and approve the terms of the remunerations.

The postal ballot results will be displayed on our website at www.kohinoorfoods.in.

This is for your information and record.

Thanking you,

Yours faithfully,
For **KOHINOOR FOODS LIMITED**


Rama Kant
Company Secretary & GM (Legal)
C.C. **The Secretary**

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051



Corp. Off. & Correspondence Add.: Pinnacle Business Tower, 10th Floor, Surajkund, Faridabad-121001, Haryana, Delhi-NCR (India)
Phone: +91-129-424-2222, Fax: +91-129-424-2233, E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

Corporate Identity No. L52110DL1989PLC037097
Regd. Office: 201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi-110048 (India), Ph.: 011-29220330



Vinod Aggarwal & Associates

COMPANY SECRETARIES

SCRUTINIZER'S COMBINED REPORT FOR POSTAL BALLOT AND E-VOTING
[Pursuant to section(s) 110 and 108 the Companies Act, 2013 read with
Rule 22 and 20 of Companies (Management and Administration) Rules, 2014]

To,
Mr. Jugal Kishore Arora (Chairman)
Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor
Suraj Kund, Shooting Range, Faridabad,
Haryana - 121001

Evoting start date: Wednesday, December 21, 2016 at 09.00 a.m.

Evoting end date: Friday, January 20, 2017 at 5:00 p.m.

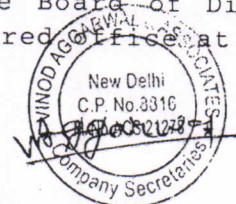
Last date for receipt
of postal ballot forms: Friday, January 20, 2017 at 5:00 p.m.

Dear Sir,

Subject: Combined Scrutinizer's Report on:

- Voting through Postal ballot conducted in pursuance to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules and amendments made thereof from time to time.
- 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.

I, Vinod Aggarwal, Proprietor of M/s. Vinod Aggarwal & Associates, Practicing Company Secretaries having office at LG 1, Gayatri Enclave, RPS Colony, Nr. Khanpur T Point, New Delhi - 110062, appointed as the Scrutinizer by the Board of Directors of Kohinoor Foods Limited having its registered office at 201,



Page 1 of 7



Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi - 110048 and Corporate Office at Pinnacle Business Tower, 10th Floor, Suraj Kund, Shooting Range, Faridabad, Haryana - 121001 in their meeting held on 14th November, 2016 for the purpose of scrutinizing the voting through postal ballot process (which includes voting through e-voting process as well) as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management & Administration) Rules 2014, do hereby report as under.

Notes on Postal ballot:

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 Postal ballot on the resolutions contained in the Notice dated 14th November, 2016. My responsibility, as a Scrutinizer for the Postal ballot, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the Postal ballot papers received by me through the Shareholders.
2. The dispatch of postal ballot forms to the Members of the Company whose name(s) appeared on the Register of Members as on 16th December, 2016, along with postage prepaid envelop was completed on 20th December, 2016. The shareholders of the Company holding shares as on the "cut-off" date of December 16, 2016, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 3 in the Notice dated 14th November, 2016.
3. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
4. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
5. The ballot box was opened at 10.00 AM on 23rd January, 2017 in my presence.
6. The postal ballot forms were duly opened and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company, as provided to me, as on 16th December, 2016.

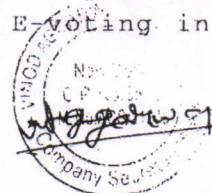


7. All postal ballot forms received up to 5.00 pm on 20th January, 2017, the last date fixed for receipt of the forms, were considered for my scrutiny.
8. Till the signing of this Report, no envelope containing postal ballot forms was received after 5.00 pm on 20th January, 2017.
9. I did not find any defaced or mutilated ballot paper.
10. The postal ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. 7 (Seven) such postal ballot papers were found.

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 November, 2016. 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 Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.
3. The voting period for e-voting commenced on Wednesday, December 21, 2016 at 09.00 a.m. and ended on Friday, January 20, 2017 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.
4. The votes cast under e-voting facility were then unblocked on January 21, 2017, in the presence of two witnesses.
5. 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.

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



Item No. 1-Special Resolution

Shifting of Registered Office of the Company from NCT of Delhi to the State of Haryana:

Mode of voting	Total Members voting validly through Postal ballot / E-voting	No of Shares Held	No of votes polled	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	
Postal Ballot	124	12899641	12899616	12899521	100%	95	0	Yes
E-voting	52	5390626	5390626	5390376	100%	250	0	
Total	176	18290267	18290242	18289897	100%	345	0	

[Handwritten Signature]
Company Secretary



Item No. 2-Special Resolution:

Alteration of the Memorandum and Articles of Association of the Company with regard to change in situation of the registered office clause.

Mode of voting	Total Members voting validly through Postal ballot / E-voting	No of Shares Held	No of votes polled	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	
Postal Ballot	124	12899641	12899411	12899346	100%	65	0	Yes
E-voting	52	5390626	5390626	5390576	100%	50	0	
Total	176	18290267	18290037	18289922	100%	115	0	

[Handwritten signature and circular stamp]



Item No. 3- Special Resolution

Appointment of Mr. Nitin Arora (DIN: 00017428) Additional Director of the Company as a Whole Time Director (subject to confirmation from additional director to director in the forthcoming annual general meeting) for a period of three years w.e.f. 14.11.2016 and to consider and approve the terms of remuneration.

Mode of voting	Total Members voting validly through Postal ballot / E-voting	No of Shares Held	No of votes polled	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	
Postal Ballot	124	12899641	12899411	12899227	100%	184	0	Yes
E-voting	52	5390626	5390626	5385372	99.90	5254	0.10	
Total	176	18290267	18290037	18284599	99.98	5438	0.02%	

Handwritten signature and a circular stamp of the company.



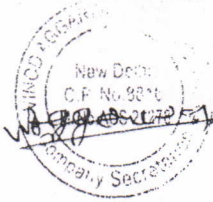
We had received 7 (Seven) no. ballot forms which were declared invalid.

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

The postal ballots 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: 24.01.2017

Place: New Delhi

