

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth Annual General Meeting ("AGM") of the Members of Kohinoor Foods Limited will be held on Friday, 29th September 2023 at 11:30 a.m., Indian Standard time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated 28th December, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the Thirty Fourth AGM of the Company is being held through VC, 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 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of the Auditors thereon.

Item No. 2.

Appointment of Director

To appoint a Director in place of Shri Satnam Arora (holding DIN: 00010667), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

Item No. 3.

To rectify the remuneration of the Cost Auditors for the year ending 31st March, 2024

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 2023-24, 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.

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. 4.

Continuation of directorship of Mr. Yash Pal Mahajan as Non-Executive Independent Director

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. Yash Pal Mahajan holding DIN: 08699040 as Non-Executive Independent Director, who will attained the age of 75 (Seventy Five) years for remaining tenure. Mr. Yash Pal Mahajan was appointed as Non-Executive Independent Director for a period of five years at the Annual General Meeting held on 30th December 2020.

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)."

Item No. 5.

Re-appointment of Mr. Jugal Kishore Arora, Whole time 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 provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in continuation to the resolution passed at the Annual General Meeting of the Company held on 27.09.2012, 29.09.2015, 25.09.2017 & 30.12.2020, consent of the Shareholders be and is hereby given to the re-appointment of Mr. Jugal Kishore Arora (DIN 00010704), Whole time Director designated as Chairman of the Company for the period of Three Years from 26 September, 2023.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Jugal Kishore Arora (DIN 00010704), Whole-time Director designated as Chairman of the Company, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate as per the provision of the Companies Act, 2013 and subject to the overall limits approved by the Central Government.

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

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



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Jugal Kishore Arora (DIN 00010704), Whole time Director designated as Chairman of the Company, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate as per the provision of the Companies Act, 2013 and subject to the overall limits approved by the Central Government.

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

Item No. 6.

Re-appointment of Mr. Satnam Arora, Jt. Managing 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 provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in continuation to the resolution passed at the Annual General Meeting of the Company held on 27.09.2012, 29.09.2015, 25.09.2017 & 30.12.2020, consent of the Shareholders be and is hereby given to the re-appointment of Mr. Satnam Arora (DIN 00010667), Jt. Managing Director of the Company for the period of Three Years from 26 September, 2023.

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

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Satnam Arora, Jt. Managing Director, (DIN 00010667) including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate as per the provision of the Companies Act, 2013 and subject to the overall limits approved by the Central Government.

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

Item No. 7.

Re-appointment of Mr. Gurnam Arora, Jt. Managing 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 provisions of Sections 196, 197, 203 and any

other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in continuation to the resolution passed at the Annual General Meeting of the Company held on 27.09.2012, 29.09.2015, 25.09.2017 & 30.12.2020, consent of the Shareholders be and is hereby given to the re-appointment of Mr. Gurnam Arora (DIN 00010731), Jt. Managing Director of the Company for the period of Three Years from 26 September, 2023.

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

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Gurnam Arora, Jt. Managing Director, (DIN 00010731) including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate as per the provision of the Companies Act, 2013 and subject to the overall limits approved by the Central Government.

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

By Order of the Board

For Kohinoor Foods Limited

Sd/-

Place: Faridabad, Haryana

Deepak Kaushal

Date: 14.08.2023

Company Secretary & Manager (Legal)

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 to 7 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 14th August 2023 considered that the special business under Item Nos. 3 to 7, being considered unavoidable, be transacted at the 34th AGM of the Company.
- General instructions for accessing and participating in the 34th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
 - The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 and latest



- being 10/2022 dated 28th December, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 34th Annual General Meeting ("AGM") of the Members will be held through VC/OVAM. Hence, Members can attend and participate in the AGM through VC/ OVAM only, without the physical presence of Members at a common venue. Which does not require physical presence of members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.
- b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 34th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 34th AGM through VC/OVAM Facility and e-Voting during the 34th AGM.
 - c. In line with the MCA Circulars and SEBI Circular, the Notice of the 34th AGM will be available on the website of the Company at www.kohinoorfoods.in, on the website of BSE Limited at www.bseindia.com, on the website of National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
 - d. Since the AGM will be held through VC/OVAM Facility, the Route Map is not annexed in this Notice.
 - e. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 34th AGM through VC/OVAM Facility and e-Voting during the 34th AGM.
 - f. Members may join the 34th AGM through VC/OVAM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:00 a.m. IST i.e. 30 minutes before the time scheduled to start the 34th AGM and the Company may close the window for joining the VC/OVAM facility 30 minutes after the scheduled time to start the 34th AGM.
 - g. Members may note that the VC/OVAM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 34th AGM without any restriction on account of first-come first-served principle.
 - h. Attendance of the Members participating in the 34th AGM through VC/OVAM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 34th AGM and facility for those Members participating in the 34th AGM to cast vote through e-Voting system during the 34th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 34th AGM will be provided by NSDL.
 - j. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 34th AGM has been uploaded on the website of the Company at www.kohinoorfoods.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the 34th AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - k. 34th AGM has been convened through VC/OVAM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated 28th December, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular").
 - l. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 25th August 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 25th August 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
3. Instructions for Members for Remote e-Voting are as under:-
 - a. The remote e-Voting period will commence on Tuesday, 26th September 2023 (9:00 am IST) and end on Thursday 28 September 2023 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 22nd September 2023, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 22nd September 2023.
 - b. A person who is not a Member as on the cut-off date should treat this Notice of 34th AGM for information purpose only.



How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or

Type of shareholders	Login Method
	<p>on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible



Type of shareholders	Login Method
	<p>companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful</p>

Type of shareholders	Login Method
	<p>authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?



1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mankandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address info@kohinoorfoods.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@kohinoorfoods.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@kohinoorfoods.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-



voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@kohinoorfoods.in. The same will be replied by the company suitably. Members may also write to the Company

Secretary at the Company's email address info@kohinoorfoods.in. 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).

3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

a. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

b. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 34th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address info@kohinoorfoods.in atleast 7 days in advance before the start of the meeting to the Company Secretary at the Registered Office of the Company to keep the information ready at the meeting.

c. Members, who would like to ask questions during the 34th AGM with regard to the financial statements or any other matter to be placed at the 34th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address info@kohinoorfoods.in atleast 7 days in advance before the start of the 34th AGM.

Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 34th AGM, depending upon the availability of time.

d. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 34th AGM through VC/OAVM Facility.

Other Guidelines for Members

a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 34th AGM by email and holds shares as on the cut-off date i.e. Friday 22nd September 2023, may obtain the User ID and password by sending a request to the Company's email address info@kohinoorfoods.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

d. Mr. Manish Kumar, Company Secretary in Practice (Membership No. FCS 10248), Proprietor of M/s. Mank & Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

e. During the 34th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 34th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 34th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 34th AGM.

f. The Scrutinizer shall after the conclusion of e-Voting at the 34th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 34th AGM, who shall then countersign and declare the result of the voting forthwith.

g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.kohinoorfoods.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

4. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 34th AGM and the Annual Report for the year 2023 including therein the Audited Financial Statements for year 2023, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 34th AGM and the Annual Report for the year 2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. The Notice of the 34th AGM and the Annual Report for the year 2023 including therein the Audited Financial Statements for the year 2023, will be available on the website of the Company at www.kohinoorfoods.in and the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice of 34th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.

6. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday 23rd September 2023 to Friday 29th September 2023, both days inclusive, in connection with the Annual General Meeting.

7. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, already accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Final Dividend, to the IEPF.

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.

8. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

11. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

12. 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.

13. 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.

14. 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.

15. 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.

16. Members who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2023, may visit the Company's corporate website www.kohinoorfoods.in.

17. 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.

18. Electronic copy of all the documents referred to in the accompanying Notice of the 34th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.kohinoorfoods.in.

19. During the 34th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

20. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 34th AGM, forms integral part of the Notice of the 34th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

21. In compliance with the said Circulars, the Company has also published a public notice by way of an advertisement along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 3

The Board 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, 2024, 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 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. 3 of the notice for the ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

None of the Director or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financial or otherwise, in this resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

Item No. 4

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 13th February, 2020 appointed Mr. Yash Pal Mahajan (DIN No. 08699040) as an Additional Director of the Company, approval by the members at the Annual General Meeting of the Company held on 30.12.2020.

SEBI vide its notification dated 10 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.

As Mr. Yash Pal Mahajan will attain 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, to continue his directorship as an Independent Director, in terms of provisions of the Act and the SEBI (LODR). Keeping in view that Mr. Yash Pal Mahajan have rich and varied experience in the field of Management, Engineering Maintenance, Project Management and Operations it would be in the interest of the Company to continue the directorship of Mr. Yash Pal Mahajan as a Non-Executive Independent Director.

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, 2023 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. Yash Pal Mahajan 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. Yash Pal Mahajan is included as annexure to the Notice.

None of the Director or Key Managerial Personnel and their relatives, except Mr. Yash Pal Mahajan, is in any way, concerned or interested, financial or otherwise, in this resolution. The Board commends the Special Resolution set out at Item no. 4 for approval of the Members.

Item No. 5, 6 & 7

The Board of Directors in its Meeting held on 14th August, 2023, on the basis of recommendation by the Nomination and Remuneration Committee approved the reappointment of Mr. Jugal Kishore Arora, as Chairman, Mr. Satnam Arora and Mr. Gurnam Arora as Jt. Managing Directors of the company for next three years with effect from 26th September, 2023 to 25th September, 2026 and also to renew the remuneration of Mr. Jugal Kishore Arora, Whole Time Director, designated as 'Chairman', Mr. Satnam Arora and Mr. Gurnam Arora, designated as Jt. Managing Directors of the Company with effect from 1st October, 2023, as may be decided by the Committee and Board of Directors from time to time, subject to the overall limit approved by the Central Government:-

A. Basic Salary

SN	Name of Chairman and Jt. Managing Director	Proposed Basic Salary in the range of
1.	Mr. Jugal Kishore Arora	Rs. 8,00,000-75,000-11,00,000
2.	Mr. Satnam Arora	Rs. 7,50,000-75,000-10,50,000
3.	Mr. Gurnam Arora	Rs. 7,50,000-75,000-10,50,000

Salary of Mr. Jugal Kishore Arora, Chairman, Mr. Satnam Arora and Mr. Gurnam Arora, Jt. Managing Directors of the Company to be renewed within the aforesaid range during the tenure of appointment, or such increments, as may be decided by the Committee and Board of Directors from time to time.

B. Perquisites and Benefits –:

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

The total amount of perquisites payable to the Chairman and Jt. Managing Directors may be decided/varied by the Board of Directors or its Committee, from time to time as it may deem fit in its absolute discretion, provided that total perquisites and other allowances to be paid to Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora, should not exceed 50% of the Salary.

The total remuneration consisting of Salary, Perquisites and other benefits paid to the Chairman and Jt. Managing Directors shall not exceed the limit stipulated in the Act and other applicable provisions except with the approval of Central Government.

Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora are deemed to be interested in their respective resolutions and being relatives of each other may deemed to be concerned or interested in the resolution of each other as it pertains to the re-appointment and remuneration payable to them.

None of the other Directors of the Company are, in any way, concerned or interested in the said resolution. Your Directors recommend these resolutions for approval of the members.

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

Profile of Directors retiring by rotation / seeking Appointment / Re-appointment in the Annual General Meeting to be held on September 29 2023 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards -2 (SS-2) and other applicable requirements:

Name of Director	Mr. Jugal Kishore Arora	Mr. Satnam Arora	Mr. Gurnam Arora	Mr. Yash Pal Mahajan
DIN No.	00010704	00010667	00010731	08699040
Date of Birth / Age	11 th October, 1943 / 80 years	23 rd January, 1949 / 74 years	26 th March, 1950 / 73 years	04th May, 1949 / 74 years



Date of First Appointment	26 th July, 1989	26 th July, 1989	26 th July, 1989	13 th February, 2020
Expertise in specific General Functional area	Business man	Business man	Business man	Business man
Qualification	Graduation	Masters in Economics	Graduation	Marine Engineer
Shareholding in the Company as on 31 st March, 2023	10,53,484	57,49,191	62,89,204	-
No. of Board meetings attended during FY22-23	4	6	6	4
List of outside Directorships held (Public Limited and Subsidiary Companies)	Sachdeva Brothers Private Limited Kohinoor Foods USA Inc.	Indraprastha Medical Corps. Limited Satnam Haegens Limited Sachdeva Brothers Private Limited Kohinoor Foods USA Inc.	Satnam Haegens Limited Sachdeva Brothers Private Limited	-
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	1	Nil	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Nil	Indraprastha Medical Corporation Limited – Member	Nil	Nil
a) Audit Committee	Nil	Indraprastha Medical Corporation Limited – Member	Nil	Nil
b) Stakeholders Committee				
Relationship between the Directors inter-se	He is brother of Mr. Satnam Arora, Jt. Managing Director and Mr. Gurnam Arora, Jt. Managing Director, of the Company.	He is brother of Mr. Satnam Arora, Jt. Managing Director and Mr. Gurnam Arora, Jt. Managing Director, of the Company.	He is brother of Mr. Satnam Arora, Jt. Managing Director and Mr. Jugal Kishore Arora, Whole-time Director,	N.A.

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

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

I. GENERAL INFORMATION

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

Financial Performance

(Rs. In Lakhs)

Particulars	Quarter ended 30.06.2023 (Un-audited)	2022-23	2021-22	2020-21
Turnover	2546	7637	9578	3782
Operating Profit	(104)	(1158)	(529)	(1179)
Extra Ordinary	-	674	(22)	853
Profit before tax	(104)	(484)	(551)	(326)
Profit after tax	(104)	(412)	(630)	(515)

Foreign Investments or collaborations, if any

(Rs. In Lakhs)

Particulars	2019-20	2018-19	2017-18
Investment in Shares of subsidiary Companies	-	-	-
Investment in Shares of Joint Venture Companies	-	-	-

II. INFORMATION ABOUT THE APPOINTEES

Particular	Mr. Jugal Kishore Arora	Mr. Satnam Arora	Mr. Gurnam Arora
1. Background Details	Mr. Jugal Kishore Arora has been appointed as Whole Time Director designated as Chairman of the Company since inception.	Is the Jt. Managing Director of the Company since inception.	Is the Jt. Managing Director of the Company since inception.
2. Past Remuneration (Rs. In Lakhs)	96	90	90
3. Recognition and Awards	-	-	-
4. Job profile and suitability	Information given under the requirements of Regulation 36 of SEBI (LODR), 2015, annexed with the notice of AGM	Information given under the requirements of Regulation 36 of SEBI (LODR), 2015, annexed with the notice of AGM	Information given under the requirements of Regulation 36 of SEBI (LODR), 2015, annexed with the notice of AGM
5. Remuneration Proposed	As mentioned in the	As mentioned in the	As mentioned in the



	Explanatory Statement to Notice of AGM	Explanatory Statement to Notice of AGM	Explanatory Statement to Notice of AGM
6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and 10,53,484 Equity Shares, he is brother of Mr. Satnam Arora and Mr. Gurnam Arora	Apart from receiving managerial remuneration and 57,49,191 Equity Shares, he is brother of Mr. Jugal Kishore Arora and Mr. Gurnam Arora	Apart from receiving managerial remuneration and 62,89,204 Equity Shares, he is brother of Mr. Jugal Kishore Arora and Mr. Satnam Arora.

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

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

III. OTHER INFORMATION

1. Reason of loss or inadequate profits	<p>The Board of Directors in its Meeting held on 14th August, 2023 had decided that where in any financial year during the currency of the tenure of Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora, the Company has no profits or profits are inadequate, the remuneration by way of salary, allowances and perquisites, as detailed in Para II-5 above, respectively payable to them shall be the minimum remuneration, subject however to the approval of the Central Government, wherever required. The Company had lastly obtained the approval of the Central Government in this regard vide letter dated 23rd October, 2018.</p> <p>The Board of Directors in its Meeting had also decided to pay the same remuneration to them, subject to the limits as may be approved by the Central Government in this regard.</p> <p>During the quarter ended 30th September, 2023, the Company has earned a Net loss of Rs. 104 Lakh and is hopeful for better performance its future.</p> <p>The remuneration of Mr. Jugal Kishore Arora, Mr. Satnam Arora and Mr. Gurnam Arora may exceed the limits laid down under Schedule V of the Companies Act, 2013.</p>
2. Steps taken or proposed to be taken for improvements	
3. Expected increase in productivity and profits in measurable terms	

	The Company is taking further steps to improve the earning position of the Company and is optimistic of earning good profits in coming years.
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IV. DISCLOSURES

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

By order of the Board of Directors

Place: Faridabad, Haryana

Date: 14.08.2023

Sd/-

Deepak Kaushal

Company Secretary & Manager (Legal)