

March 21, 2025

**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

Company Code : KOHINOOR

Scrip Code : 512559

Dear Sirs,

Sub: Intimation of notice of postal ballot in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation of our intimation dated February 14 2025, please find attached a copy of the Postal Ballot Notice dated February 14 2025 together with the Explanatory Statement thereto, seeking approval of the members of the Company by way of a special resolution for Sale of an Undertaking/ Slump Sale, as set out in the Notice.

In compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014, and such other applicable laws, rules & regulations (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), in accordance with the guidelines issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting the process of postal ballot through remote e-Voting vide General Circulars issued by MCA ("MCA Circulars") from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 on General Meetings (the "SS-2") issued by the Institute of Company Secretaries of India and as amended from time to time any statutory modification or re-enactment thereto, and other applicable laws and regulations, if any, for the time being in force, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of



Kohinoor Foods Limited

Registered/Corporate Office: Pinnacle Business Tower, 10th Floor, Shooting Range Road, Surajkund, Faridabad, Haryana-121001.

Corporate Identity No. L52110HR1989PLC070351, Phone: +91-129-424-2222, Fax: +91-129-424-2233

E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, February 21 2025 ("Cut-off date"). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, March 23 2025 and ends at 5.00 p.m. (IST) on Monday, April 21 2025. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Postal Ballot Notice will also be available on the Company's website at www.kohinoorfoods.in and on the website of NSDL at www.evoting.nsdl.com. We request you to kindly take our aforesaid submission on record.

Thanking You

For **Kohinoor Foods Limited**


Deepak Kaushal
Company Secretary
FCS-8722

Encl: As Above

Kohinoor Foods Limited

Registered/Corporate Office: Pinnacle Business Tower, 10th Floor, Shooting Range Road, Surajkund, Faridabad, Haryana-121001.
Corporate Identity No. L52110HR1989PLC070351. Phone: +91-129-424-2222, Fax: +91-129-424-2233
E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

NOTICE OF POSTAL BALLOT / E-VOTING

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of the Section 108, Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 20 and rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), in accordance with the guidelines issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting the process of postal ballot through remote e-Voting vide General Circulars issued by MCA ("MCA Circulars") from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 on General Meetings (the "SS-2") issued by the Institute of Company Secretaries of India and as amended from time to time any statutory modification or re-enactment thereto, and other applicable laws and regulations, if any, for the time being in force, to transact the Special Business, as set out in this notice as the Special Resolutions is proposed to be passed by the Members of KOHINOOR FOODS LIMITED ("The Company") by way of postal ballot only through voting by electronic means ("remote e-Voting").

According to Section 180(1) (a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://www.evoting.nsdl.com/> from Sunday, 23rd March, 2025, 9.00 a.m. (IST) onwards to Monday, 21st April, 2025, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Friday, 14th February, 2025 has appointed Mr. Manish Kumar, Proprietor of M/s. Mank & Associates, Company Secretaries (M. No. F 10248), as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairman of the Company on Wednesday, 23rd April, 2025 at the Company's registered office. In addition to the results being communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.kohinoorfoods.in and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 21st April, 2025.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**):

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL TO SELL OF RICE FACTORY AT 'MURTHAL, HARYANA' OF THE COMPANY ON SLUMP SALE BASIS

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 provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and subject to the approval of the Banks/Lenders and the Hon'ble Debt Recovery Tribunal, Delhi, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its factory unit situated at 50-51, Milestone, G.T. Karnal Road, Murthal, Sonpath, Haryana-131027 ("Undertaking"), together with all specified tangible and intangible assets, including land in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to the Buyer Viz., RCM CONSUMER PRODUCTS PRIVATE LIMITED at a value of INR 190 Crores, towards its consideration, on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, Tripartite Agreement, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board/ Banks/ Lenders/ appropriate authority/ court, to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

**By Order of the Board of Directors
For KOHINOOR FOODS LIMITED
SD/-**

**Place: Faridabad, Haryana
Date: 14th February 2025**

**SATNAM ARORA
JT. MANAGING DIRECTOR**

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on 14th February, 2025 has appointed Mr. Manish Kumar, Proprietor of M/s. Mank & Associates, Company Secretaries (M. No. F 10248), Company Secretaries to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on 21st February, 2025. The Postal Ballot Notice will also be available on the Company’s website at www.kohinoorfoods.in.
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins on Sunday, 23rd March, 2025, 09.00 a.m. (IST) onwards to Monday, 21st April, 2025, 05.00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date of 21st February, 2025, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut –Off date are requested to register their e-mail Ids by sending e-mail citing subject “**KFL-Postal Ballot Registration of e-mail Id’s**” to Registrar and share transfer Agent (RTA) of the Company, i.e., Skyline Financial Services Private Limited at admin@skylinerta.com or to the Company at info@kohinoorfoods.in with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on

special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.

7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
8. The results of the Postal Ballot will be declared on Wednesday, 23rd April, 2025. The results of the Postal Ballot will be hosted on the website of the Company viz. www.kohinoorfoods.in and will also be communicated to the BSE and NSE where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company’s Registered Office. The resolutions will be taken as passed if the results indicate that the requisite majority of the shareholders assented to the Resolutions.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 21st April, 2025.
10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st February, 2025.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 21st April, 2025.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

15. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:

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 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 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. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	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 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.

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.com or call at 022 - 4886 7000
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL helpdesk by sending a

securities in
Demat mode
with CDSL

request at helpdesk.evoting@cdslindia.com
or contact at toll free no. 1800-21-09911

B) Login Method 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?

- 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.
- 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, 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.
- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.

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

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 mankandassociates1@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 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 : 022 - 4886 7000 or send a request to evoting@nsdl.com

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) and 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 for Individual shareholders holding securities in Demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO. 1: APPROVAL TO SELL OF RICE FACTORY AT 'MURTHAL, HARYANA' OF THE COMPANY ON SLUMP SALE BASIS

Your Company had been declared NPA by the Banks in the Month of May-June 2018 and the Lead Bankers had already filed a petition under section 7 of IBC Act, before the Hon'ble NCLT Chandigarh due to financial crisis. Your Board has placed its extreme effort to revive the company from the current situation in the current scenario and ongoing pandemic and has placed its proposal of One Time Settlement (OTS) with the Banks. The settlement proposal includes the sale of selected assets/investment of the Company. The net proceeds from the sale of the Undertaking will be utilized towards the sanctioned One Time Settlement proposal with the Banks.

The Bank in its consortium meeting have agreed to the one time settlement proposal and the Board decided to sell the it's following Assets in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 24th March, 2022 has approved the decision to sell / transfer/ dispose off its Rice

Factory situated at Murthal, Haryana, and the same was approved by the members of the company by special resolution through postal ballot held on April 29 2022. The Board of Directors of the Company, at its meeting held on 14th February 2025 approved the decision to sell / transfer/ dispose off its Rice Factory situated at Murthal, Haryana to M/s. RCM CONSUMER PRODUCTS PRIVATE LIMITED at a value of INR 190 Crores, towards its consideration, on such terms and conditions as may be deemed fit by the Board, of its following undertaking:

1. Processing unit – Rice food factory, situated at 50-51, Milestone, G.T. Karnal Road, Murthal, Sonpath, Haryana-131027 India together with all specified tangible and intangible assets, including land in relation to the Factory but excluding its brand name, as a going concern / on a slump sale basis on an “as is where is” basis to M/s. RCM CONSUMER PRODUCTS PRIVATE LIMITED at a value of INR 190 Crores, towards its consideration.

Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals. Barring unforeseen circumstances, it is anticipated that the Closing will take place by the end of July, 2025.

The sale of the said Undertakings will not have any impact on the Company's Rice brand “Kohinoor”. Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals.

Pursuant to this transaction, there will be no change in shareholding pattern of your Company.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

By Order of the Board of Directors
For KOHINOOR FOODS LIMITED
SD/-

Place: Faridabad, Haryana
Date: 14th February, 2025

SATNAM ARORA
JT. MANAGING DIRECTOR