

**KOHINOOR SPECIALITY FOODS INDIA PRIVATE LIMITED**  
**CORPORATE IDENTITY NUMBER (CIN) – U15122DL2011PTC219766**

**NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 5<sup>th</sup> (Fifth) Annual General Meeting (AGM) of **Kohinoor Speciality Foods India Private Limited** ('the Company') will be held on **Thursday, 29<sup>th</sup> September, 2016 at 11:00 A.M. at "Banquet Boardroom (Lobby Level), The Grand New Delhi, Nelson Mandela Road, Vasant Kunj Phase - II, New Delhi-110070, Delhi, India"**, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Financial Statements of the Company including *inter-alia* the Balance Sheet as at 31<sup>st</sup> March, 2016; the Cash Flow Statement and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016 etc., together with the Directors' Report (including its Annexures) and Auditors' Report for the said financial year.
2. To ratify the appointment of M/s S.R.BATLIBOI & CO. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), the statutory auditor of the Company, for the financial year 2016-17, the said audit firm having being appointed pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, for a term of 5(five) consecutive financial years, from the conclusion of the (3<sup>rd</sup>) Annual General Meeting (AGM) of the Company, till the conclusion of the sixth consecutive, i.e. (8<sup>th</sup>) AGM of the Company, at such remuneration (including certification fees), re-imburement of out-of-pocket expenses and other terms and conditions, as may be approved by the Board of Directors & Key Managerial Personnel of the Company, post discussions with the said statutory audit firm."

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

3. **Regularisation of Additional Director, Mr. Daniel Zoltan Moorfield, by appointing him as Director of the Company:**

"RESOLVED THAT Mr. Daniel Zoltan Moorfield, who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 14<sup>th</sup> May, 2016, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

**Regd. Office: 401, Vipps Center, Masjid Moth, Greater Kailash-II, New Delhi – 110048, Delhi, India**  
**Corp. Office: Plot No. 84, 5<sup>th</sup> Floor, Sector-32, Institutional Area, Gurgaon – 122001, Haryana, India**  
**Telephone: +91-124-4897900; Fax - +91-124-4897998; E-Mail: [info@kohinoorindia.co.in](mailto:info@kohinoorindia.co.in);**  
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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

**4. Approval of the Report of Board regarding Net Worth Erosion & Reference of Company to Board for Industrial and Financial Reconstruction (BIFR) pursuant to Section 15, 23 and other applicable provisions, if any, of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA)**

“RESOLVED THAT pursuant to the provisions of Section 15, 23 and other relevant provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), read with applicable laws and the fact that the accumulated losses of the Company as at 31<sup>st</sup> March, 2016 amounting to Rs. 4,668,202, 604 (Rupees Four Hundred Sixty Six Crores Eighty Two Lacs Two Thousand Six Hundred & Four Only), which has resulted in erosion of more than fifty percent of the Company’s peak net worth during the four financial years immediately preceding the financial year ended 31<sup>st</sup> March, 2016, such peak net worth being Rs. 3,508,636,321 (Rupees Three Hundred Fifty Crores Eighty Six Lacs Thirty Six Thousand Three Hundred Twenty One only), the Report of Board of Directors of the Company to the Company’s members/shareholders, on such erosion of Net Worth of the Company, be and is hereby considered, noted and approved.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary and mandatory in this regard, including *inter-alia* reporting of the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) in the prescribed form and in accordance with the provisions of Section 15, 23 and other applicable provisions of SICA, to approach any other prescribed body/authority as notified by the Ministry of Corporate Affairs or any other appropriate authority of the Govt. of India (in case of any change/amendment in respect of law governing this subject matter) and to do all such acts, deeds and things as may be considered necessary, proper, desirable or expedient to give effect to the said resolution.”

**By Order of the Board  
for Kohinoor Speciality Foods India Private Limited**

**Place: Gurgaon  
Date: 31<sup>st</sup> August, 2016**

**sd/-  
Amit Mehta  
Managing Director  
(DIN – 01653420)**

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**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE MEMBER(S) OF THE COMPANY.**
2. The 'Attendance Slip' and 'Proxy Form' is hereby attached and forms part of the notice.
3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting.
- 4. Corporate members are requested to provide a duly certified copy of Board Resolution (pursuant to the provisions of Section 113 of the Companies Act, 2013), authorising their representative to attend the AGM.**
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained pursuant to Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained pursuant to Section 189 of the Companies Act, 2013, and all documents relevant to/referred to in the accompanying Notice, shall be available for inspection by the members at the venue of Annual General Meeting.
6. Route Map and Prominent Landmarks of location of AGM venue is attached herewith, along with this Notice.
7. In terms of Sick Industrial Companies (Special Provisions) Act, 1985, the members/shareholders of the Company are required to take note of the Report of Board of Directors on erosion of the net worth of the Company and causes for such erosion, which Report is annexed to this Notice. The financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 are also enclosed alongwith the said Notice of Annual General Meeting (AGM) for the perusal and kind consideration of the members/shareholders of the Company.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 3**

- i) Mr. Daniel Zoltan Moorfield was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> May, 2016, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.
- ii) The Board is of the view that the appointment of Mr. Daniel Zoltan Moorfield on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.
- iii) None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Daniel Zoltan Moorfield himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**Item No. 4:**

- i) As per Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 ('SICA'), if the accumulated losses of an Industrial Company as at the end of any financial year have resulted in erosion of fifty percent or more of its peak net worth during the immediately preceding 4(four) financial years, the said Company is required to report the fact of such erosion to the Board for Industrial and Financial Reconstruction and is also required to hold a general meeting of its members/shareholders for considering such erosion within 60(sixty) days from the date of finalization of its duly audited financial statements for the relevant financial year.
- ii) As per the finalized and audited annual accounts of the Company (being an Industrial Company) for the financial year ended 31<sup>st</sup> March, 2016, which shall be laid before the members at the Annual General Meeting(AGM) to be held on 29<sup>th</sup> September, 2016, the accumulated losses of your Company as at 31<sup>st</sup> March, 2016 amount to Rs. 4,668,202,604 (Rupees Four Hundred Sixty Six

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Crores Eighty Two Lacs Two Thousand Six Hundred & Four Only), which has resulted in erosion of more than fifty percent of the Company's peak net worth during the four financial years immediately preceding the financial year ended on 31st March, 2016, such peak net worth being Rs. 3,508,636,321 (Rupees Three Hundred Fifty Crores Eighty Six Lacs Thirty Six Thousand Three Hundred Twenty One only).

- iii) Accordingly, in terms of the statutory requirements of SICA, the Board of Directors in their meeting held on 31<sup>st</sup> August, 2016 have approved the Report on such erosion including *inter-alia* causes of such erosion and revival measures being taken by the Company. The Report of the Board of Directors is enclosed with the Notice of AGM.
- iv) Accordingly, the said report of the Board of Directors pursuant to Section 23 of SICA is being placed before the members/shareholders for their kind consideration and approval.
- v) None of the Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financial or otherwise, in the said resolution. The Board recommends consideration of the proposed resolution for your approval as an Ordinary Resolution.

**By Order of the Board**  
**for Kohinoor Speciality Foods India Private Limited**

**Place: Gurgaon**  
**Date: 31<sup>st</sup> August, 2016**

**sd/-**  
**Amit Mehta**  
**Managing Director**  
**(DIN – 01653420)**

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