

PROXY FORM
Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U15122DL2011PTC219766

Name of the company: Kohinoor Speciality Foods India Private Limited

Registered office: 401, Vipps Center, Masjid Moth, Greater Kailash - II, New Delhi-110048, Delhi, India

Name of the member(s):.....

Registered address:.....
.....

E-mail Id:.....

Folio No/ Client Id:.....

DP ID:.....

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:.....

.....

E-mail Id:.....

Signature:.....

or failing him

2. Name:
Address:.....

.....

E-mail Id:.....

Signature:.....

or failing him

3. Name:
Address:.....

.....

E-mail Id:.....

Signature:.....

or failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting (AGM) of the Company, to be held on **Thursday, 29th 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”**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Financial Statements of the Company including *inter-alia* the Balance Sheet as at 31st March, 2016; the Cash Flow Statement and Profit & Loss Account for the year ended 31st 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 (3rd) Annual General Meeting (AGM) of the Company, till the conclusion of the sixth consecutive, i.e. (8th) 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 14th 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.

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

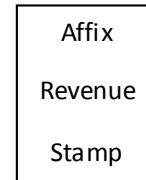
the fact that the accumulated losses of the Company as at 31st March, 2016 amounting to Rs. 4,668,202, 604 (Rupees Four Hundred Sixty Six Crores Eighty Two Lacs Two Thousand Six Hundred & Four Only), which has resulted in erosion of more than fifty percent of the Company's peak net worth during the four financial years immediately preceding the financial year ended 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), 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."

Signed this.....day of..... 20....

Signature of shareholder:

Signature of Proxy holder(s):



Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.***
- 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 5th Annual General Meeting.*

KOHINOOR SPECIALITY FOODS INDIA PRIVATE LIMITED

Registered office: 401, Vipps Centre, Masjid Moth, Greater Kailash - II, New Delhi-110048, Delhi, India

Tel: 0124-4897900; Fax: +91-124-4897998; Website: www.kohinoorindia.co.in

E-mail: info@kohinoorindia.co.in CIN: U15122DL2011PTC219766

Attendance Slip

(To be presented at the entrance)

Folio No. /DP ID No. /Client ID No.

Number of shares held:

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 5th Annual General Meeting of the Company on **Thursday, 29th 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"**.

.....
Name of Member/Proxy
(In BLOCK letters)

.....
Signature of Member/Proxy

Note:

1. *Only Member/Proxyholder can attend the Meeting.*
2. *Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the entrance of the Meeting Hall.*