

Board of Directors

Sadashiv V Shet	- Chairman & Independent Director (up to 22.03.2023)
Sayed Abbas	- Independent Director & Chairman from 29.05.2023
Abdullah Y Fazalbhoy	- Director
Kundapoor D Bhat	- Director
Ganesh S Shenoy	- Additional & Independent Director from 29.05.2023
John Silveira	- Managing Director
Mona D'souza	- Director

Company Secretary & Compliance Officer

Puja Joshi

Chief Financial Officer

Shalini Lobo

Registered Office

Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526

Auditors

V. C. Shah & Co.
Chartered Accountants, Mumbai

Secretarial Auditor

Girija G. Nagvekar
Panaji, Goa

Solicitors

Vigil Juris-Mumbai

Registrars & Share Transfer Agents

Datamatics Business Solutions Ltd.,
Plot No. B-5, Part B, Cross Lane, MIDC
Marol, Andheri (E), Mumbai 400 093

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IMPORTANT COMMUNICATION TO MEMBERS

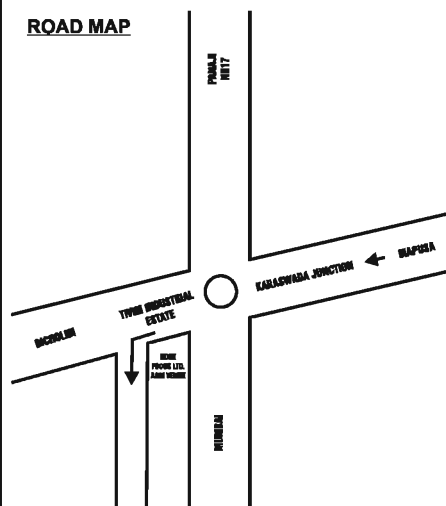
In vie of Circulars issued by Ministry of Corporate Affairs dated 05.05.2020, 08.04.2020, 13.04.2020 and 28.12.2022 and Circular issued by Securities and Exchange Board of India (SEBI) dated 05.01.2023, the Annual Report of 2022-2023 and Notice of 40th Annual General Meeting is dispatched to the shareholders only through electronic mode and the same is made available on the website of the Company at www.korefoods.in and website of BSE at www.bseindia.com.

The Ministry of Corporate Affairs has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the Companies, and issued circulars stating that service of notices/documents including Annual Reports can be effected to its members in electronic form.

In order to fully support this Green Initiative of the Ministry, members are requested to come forward and register their email addresses, and update the same from time to time.

The procedure for registration of email and mobile No is available in the Notice of 40th Annual General Meeting of the Company.

Company's Website : www.korefoods.in

ROAD MAP

KORE FOODS LIMITED

Registered Office: Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526

Tel: (0832) 6650705, CIN: L33208GA1983PLC000520

email: companysecretary@korefoods.in, Website: www.korefoods.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of Kore Foods Limited will be held on Tuesday, 22nd August, 2023 at 11:30 am at Vision House, Tivim Industrial Estate, Mapusa, Goa, 403526, in person and through Video Conferencing (VC)/Other Audio Visual means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No. 01: Adoption of Financial Statements.

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2023 and the Reports of the Board of Directors' and Auditors' thereon.

Item No. 02: Re-appointment of Director retiring by Rotation.

To appoint a Director in place of Mr. Kundapoor Damodar Bhat (DIN: 01685944) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item no 03: Appointment of Mr. Ganesh S. Shenoy as an Independent Director for five consecutive years.

To consider and if thought fit, to pass the following resolution as Special Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Ganesh S. Shenoy (DIN:00875061), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company by the Board of Directors at their meeting held on 29/05/2023 pursuant to Section 161 of the Companies Act, 2013 and whose term expires at 40th Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Ganesh Shenoy for the office of Independent Director and Mr. Ganesh S. Shenoy has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 29th May, 2023 till 28th May, 2028, whose period of office will not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 04: Approval of Related Party Transactions (RPT) under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and if thought fit, to pass the following resolution as an Ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 and applicable Rules thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into contracts/arrangements/transactions with Cherish Specialties Limited, New Vision Printing Services Private Limited, New Vision Imaging Private Limited, Performance Industries Private Limited, Mr. Abdullah Fazalbhoy and any other related party in the ordinary course of business and on arm's length basis and which are of repetitive nature for (a) sales, purchase or supply of any goods or materials directly or indirectly; (b) availing or rendering of any services whether technical and/or financial or any other; (c) reimbursement of expenses incurred; and (d) acceptance/ repayment of advances against supply, for an aggregate maximum amount not exceeding Rs. 20,00,000/- (Rupees Twenty Lacs Only) for the financial year 2023-24 on such terms and conditions as may be mutually agreed between the Company and the respective related party.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors of
Kore Foods Limited

Puja Joshi
(Company Secretary-cum-Compliance Officer)
Membership No. ACS21466

Place: Mapusa, Goa

Date :29.05.2023

CIN#:L33208GA1983PLC0005203

Registered Office:

Vision House, Tivim Industrial Estate,

Mapusa, Goa 403 526.

Note

1. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses mentioned in the Notice is annexed hereto. Also, the relevant details of the directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards on General Meetings (SS-2) are annexed.
2. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs (MCA) vide its Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December 2021, 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28/12/2022 (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter referred to as SEBI Circular) issued by the Securities Exchange Board of India (SEBI) has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) or Physical Presence with restrictions and also send notice of the Meeting and other correspondences related thereto, only through electronic mode. In compliance with the said requirements of the MCA and SEBI Circulars, electronic copy of the Notice of 40th AGM along with the Annual Report for the financial year ended 31st March, 2023 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith have been sent only to those members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice and Annual Report of 2022-2023 has also been hosted on the website of the Company at www.korefoods.in.
The Notice calling AGM and Annual Report can also be accessed from the website of the Bombay Stock Exchange at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting and e-voting facility for the AGM) at www.evotingindia.com.
In view of the abovementioned Circulars the Company has scheduled its Annual General Meeting with Physical Presence and the Company will also provide VC or OAVM facility to those members who intend to attend the AGM through VC/OAVM. The businesses set out in the Notice will be transacted by the members through remote e-voting or through the e-voting system provided during the meeting while participating through VC/OAVM facility or through physical voting through poll for those attending the meeting physically.
3. The Members can join the AGM in the VC or OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. (Attendance Slip and Proxy Form annexed)
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such a proxy shall not act as a proxy for any other person or shareholders.
The facility of appointment of proxy will not be available for those members who will attend the AGM through VC or OAVM.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through physical presence or VC/OAVM and cast their votes through e-voting.
Corporate Members intending to send their authorised representatives to attend the meeting, are requested to send to the Company a certified true copy of Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.
6. The attendance of the Members attending the AGM physically as well as through VC or OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Members attending the AGM through physical presence are requested to bring their attendance slip duly filled in at the venue for the convenience of the Members and for proper conduct of the AGM.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
9. In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement in the newspapers inter alia, advising the members whose e-mail address 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 addresses.
10. In terms of the MCA Circulars, the businesses set out in the Notice will be transacted by the members through remote e-voting or through the e-voting system provided during the meeting while participating through VC/OAVM facility and in case of members attending the meeting through physical presence through the poll paper at the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 17th August, 2023 to Tuesday, 22nd August, 2023 (Both days inclusive) for the purpose of AGM.
12. The Companies Registrar and Share Transfer Agents (RTA) are:
Datamatics Business Solutions Limited
Plot No. B-5, Part B, Cross Lane,
MIDC Marol, Andheri (East),
Mumbai 400 093.
13. The Securities and Exchange Board of India 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 the demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
14. The Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has mandated furnishing of PAN, Nomination, Contact details (including Mobile and Email Address), Bank Account details and Specimen Signature for their corresponding folio numbers by holders of securities. Members holding shares in electronic form are requested to submit their PAN and other details to the Depository Participants with whom they are maintaining the Demat Account. Members holding the shares in physical form are requested to submit their PAN and other details to the Company or RTA.
Relevant forms prescribed by SEBI in this regard are available on the website of the Company at www.korefoods.in and also on website of RTA at www.datamaticsbpm.com. The folios wherein any one of the above cited documents/details are not available on or after 1st October, 2023, shall be frozen by RTA. Frozen folios shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31 2025.
15. SEBI vide its Notification dated 24th January, 2022 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has mandated that all requests for transfer of securities and transmission and transposition requests shall be processed only in dematerialized form. In view of the same, members are requested to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for any assistance in this regard.
16. Members who have not registered their email addresses so far are requested to do so for receiving all communications including annual reports, notice, circulars, etc. from the Company electronically.
17. Members holding shares in electronic form are requested to intimate immediately any change in address to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form are requested to advise any changes in their address immediately to the Company/RTA.

18. Relevant documents referred to in the accompanying Notice and the Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) and required Registers under the Act are available for inspection at the registered office of the Company during the working hours except Saturdays, Sundays and public holidays between 10.00 am to 5.00 pm prior to date of AGM. On request of the Members the documents will also be sent through electronic mode.
19. Route map giving directions to reach the venue of the Annual General Meeting is given at the beginning of the Annual Report.
20. In compliance with the provisions of section 108 of the Companies Act, 2013, process and manner of voting through electronic means is as under:
- Read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Wednesday, 16th August, 2023 shall be entitled to avail the facility of remote e-voting or e-voting or voting through poll during the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.
 - A member who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Wednesday, 16th August, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting or voting through poll paper during the AGM by following the procedure mentioned in the Notice.
 - The Remote e-voting will commence on Saturday, 19th August, 2023 at 9.00 a.m. and will end on Monday 21st August, 2023 at 5.00 p.m. During this period the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 16th August, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Once the vote on a Resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - As per the MCA Circular No. 20/2020 dated 05.05.2020 and Circular No. 2/2022 dated 28.12.2022 all the resolutions of the AGM will be passed through E-voting or poll. E-voting facility will be provided to the Members during the Meeting who attends the Meeting through VC/OAVM and for Members attending the meeting physically the facility for voting through poll paper would be made available at the AGM. Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their rights at their meeting through E-Voting or poll paper as the case may be. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting but shall not be entitled to cast their vote again.
 - The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date Wednesday, 16th August, 2023.
 - The Board of Directors has appointed Mr. Shivaram Bhat, Practising Company Secretary (ACS 10454; CP No 7853) to act as the Scrutinizer for conducting the remote voting and e-voting and voting through ballot paper during the AGM process in a fair and transparent manner.
 - The results of remote e-voting and e-voting system and ballot paper voting provided in the meeting shall be aggregated and declared within two working days of the conclusion of the Annual General Meeting of the Company.
 - The procedure and instructions for remote e-voting are as follows:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com or click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 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 cdsi 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>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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/IdasDirectReg.jsp</p> <p>3) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be re-directed to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 toll free No. 1800 22 55 33
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 toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i) Login method of e-Voting for physical shareholders and shareholders other than individual shareholders holding in Demat form.

EVSN (e-voting sequence number) - 230715009

- 1 The shareholders should log on to the e-voting website www.evotingindia.com.
- 2 Click on "Shareholders" module.
- 3 Now enter your User ID
 - a For CDSL: 16 digits beneficiary ID,
 - b For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4 Next enter the Image Verification as displayed and Click on Login.
- 5 If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6 If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be dlink in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address companysecretary@korefoods.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like 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 Company at companysecretary@korefoods.in/RTA at investorsqry@datamaticsbp.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free No. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cDSLindia.com or call on toll free No.1800 22 55 33.

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

1. Members will be provided with a facility to attend the AGM through VC or OAVM. Those Members who intend to attend the Meeting through VC or OAVM are requested to send such request to the Company by email to companysecretary@korefoods.in on or before 16th August, 2023. On verification of member credentials, the link to attend the meeting will be sent to the member
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
7. Members may kindly send their questions by email to companysecretary@korefoods.in at least 10 days in advance of the meeting indicating their name, demat account number/folio number, email id, mobile number for suitable reply.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING 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 shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the Members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
4. Shareholders 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.

Information required to be furnished under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance of Secretarial Standard – 2 on General Meetings related to Profile of Mr. Kundapoor Damodar Bhat is as under:

Name of Director	: Mr. Kundapoor Damodar Bhat
DIN	: 01685944
Age	: 73 years
Qualification	: BE in Electronics and Communication, PGDM
Experience	: Over four decades of Industrial experience in managing Company's multi location manufacturing operations. Additional exposure acquired in Corporate Matters, Debt restructuring, resolving IR issues and dealing with strategic Alliance partners, Companies interacted –Polaroid USA, UK, Konica.
Terms & Conditions of Appointment	: Proposed to be re-appointed as Non-Executive Director retiring by Rotation.
Details of Remuneration	: Sitting Fees of Rs. 15,000 paid during the Financial Year 2022-2023.
Date of first appointment on the Board	: 19/01/1995
Shareholding in the Company	: 19600
Relationship with other Directors, Manager & KMPs	: Not Applicable
Number of Board Meetings attended during the Year	: 5
Names of other entities holding Directorship	: NIL
Names of other entities holding Chairmanship and / or Committee Membership in other companies	: NIL

**By order of the Board of Directors of
Kore Foods Limited**

**Place: Mapusa, Goa
Date :29.05.2023**

**Puja Joshi
(Company Secretary-cum-Compliance Officer)
Membership No. ACS21466**

**CIN#:L33208GA1983PLC0005203
Registered Office:
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.**

Explanatory Statement setting out material facts under the Companies Act, 2013 in respect of items of Special Business as per the Notice

Item No. 03: Appointment of Mr. Ganesh S. Senoy as an Independent Director for five consecutive years.

Due to sad demise of Mr. Sadashiv Shet, Ex Chairman and Independent Director of the Company on 22.03.2023, there existed a casual Vacancy for appointment of Independent Director.

The Board of Directors appointed Mr. Ganesh S. Shenoy (DIN:00875061) as an Additional Independent Director with effect from 29.05.2023. It is proposed to appoint Mr. Ganesh S. Shenoy, as an Independent Director for the period of five consecutive years with effect from 29.05.2023. He is a Practicing Company Secretary and has vast experience in handling the Company law matters.

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 once any Director is appointed by the Board then the shareholder's approval has to be taken within three months.

The Nomination & Remuneration Committee after considering the expertise, knowledge and experience of Mr. Ganesh S. Shenoy in the Company Law matters has recommended to the Board that the association of Mr. Ganesh S. Shenoy as an Independent Director would be in the interest of the Company. Based on the above the Board has recommended the appointment of Mr. Ganesh Shenoy as an Independent Director on the Board of the Company for a period of five consecutive years effective from 29th May, 2023, not liable to retire by rotation.

The Company has also received a Notice in writing from a member proposing his candidature for the office of Independent Director.

The Company has received a declaration from Mr. Ganesh S. Shenoy confirming that he meets the criteria of Independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ganesh Shenoy is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director of the Company.

Information required to be furnished under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance of Secretarial Standard – 2 on General Meetings related to Profile of Mr. Ganesh S. Shenoy is as under:

Name of Director	: Mr. Ganesh S. Shenoy
DIN	: 00875061
Age	: 67 years
Qualification	: CS, LLB, B.Com
Experience	: He was employed in Salgaocar Group Companies as Company Secretary and has also handled different portfolios during the tenure of his service. Currently practicing as a Company Secretary for last nine years and has wide experience in Company Law field.
Terms & Conditions of Appointment	Mr. Ganesh S. Shenoy was appointed as an Additional Independent Director w.e.f. 29.05.2023 by the Board of Director in their Board meeting dated 29.05.2023 and now proposed to be appointed as an Independent Director for the period of Five consecutive years effective from 29.05.2023.
Details of Remuneration	: Sitting fees will be paid for attending the meetings as applicable.
Date of first appointment on the Board	: 29.05.2023
Shareholding in the Company	: NIL
Relationship with other Directors, Manager & KMPs	: Not Applicable
Number of Board Meetings attended during the Year	: Not Applicable
Names of other entities holding Directorship	: Univariate clean Tech Private Limited
Names of other entities holding Chairmanship and / or Committee Membership in other companies	: NIL

In the opinion of the Board, Mr. Ganesh S. Shenoy fulfills the conditions for his appointment as an Independent Director as specified in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is Independent of the management.

The draft Letter of Appointment of Mr. Ganesh S. Shenoy as an Independent Director of the Company containing terms and conditions of his appointment is available for inspection by the Members at the registered office of the company.

The Board commends the Special Resolution at Item No.03 of the accompanying Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel is concerned or interested in the proposed resolution set out at Item No.03 of the Notice except Mr. Ganesh S. Shenoy.

Item No. 04: Approval of Related Party Transactions (RPT) under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company in its ordinary course of its business has entered or may enter into Contracts/arrangements/transactions (Related Party Transactions) with Cherish Specialties Limited, Performance Industries Private Limited, New Vision Printing Services Private Limited, New Vision Imaging Private Limited, Mr. Abdullah Fazalbhoj and other related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meeting of the Board and its powers) Rules, 2014.

The Company has entered into contract/arrangement/transaction with New Vision Imaging Private Limited relating to expenses incurred as rent, AGM expenses and miscellaneous purchases which are likely to continue beyond 31st March, 2023. In the opinion of the Board, the transactions/contracts/arrangements by the Company entered with related parties are in ordinary course of business, at arm's length basis and of repetitive nature. However, considering the facts that the aggregate value of the said transactions with New Vision Imaging Private Limited and other related parties may exceed in future the threshold limit for 'materiality' as defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the threshold limits prescribed under the Companies (Meeting of the Board and its Powers) Rules, 2014, consequent to future basis projection, approval of the Company by ordinary resolution is required for the aforesaid arrangements/ contracts/ transactions for an aggregate maximum amount of Rs. 20,00,000/- (Rupees Twenty Lakhs Only) for the financial year 2023-24.

Information as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22.11.2021:

The Audit Committee has granted omnibus approval for entering into transactions with related parties during the financial year 2023-24 for the aggregate amount not exceeding Rs. 20,00,000/- (Rupees Twenty Lakhs only) in the ordinary course of business and at arm's length basis. Currently the Company is not into any business operations hence the related party transactions cannot be foreseen. Considering the previous year's related party transactions the Audit Committee approved for entering into Related Party Transactions. The Summary of terms and conditions and other details are as under:

Particulars	Details
Names of Related Parties and Nature of Relation	<p>Names of Related Parties and Nature of Relation</p> <p>1.Cherish Specialties Limited (hereinafter referred to as Cherish) - Relatives of Mr. Abdullah Fazalbhoy, Director of the Company are holding majority shares in Cherish and Mrs. Shalini Lobo, CFO of the Company is Director in Cherish.</p> <p>2.Performance Industries Private Limited (hereinafter referred to as Performance) – Mr. Abdullah Fazalbhoy, Director of the Company is holding majority shares along with his relative in Performance and Mrs. Shalini Lobo, CFO of the Company is a Director and Shareholder Performance.</p> <p>3.New Vision Printing Services Private Limited (hereinafter referred to as NVPS), John Siveira, Managing Director of the Company is a Director and Shareholder of NVPS and Mr. Abdullah Fazalbhoy, Director of the Company is a Director and shareholder and his relative is Director of NVPS and Promoter of the Company is a holding Company of the Related Party Company.</p> <p>4. New Vision Imaging Private Limited (hereinafter referred to as NVIPL) – Mr. John Silveira, Managing Director and Mrs. Mona D'Souza, Director of the Company are Directors and Shareholders in NVIPL, Mr. Abdullah Fazalbhoy Director of the Company is a Shareholder of NVIPL and Promoter of the Company is a holding Company of NVIPL.</p> <p>5.Mr. Abdullah Fazalbhoy- Non-Executive Director of the Company.</p> <p>6.Other related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meeting of the Board and its powers) Rules, 2014 (the "Act")</p>
Tenure of Proposed Transactions	Financial Year 2023-2024
Value of the Proposed Transactions	Aggregate maximum amount of Rs.20,00,000/-(Rupees Twenty Lakhs only)
Nature of Transaction	(a) sales, purchase or supply of any goods or materials directly or indirectly; (b) availing or rendering of any services whether technical and/or financial or any other; (c) reimbursement of expenses incurred; and (d) acceptance/ repayment of advances against supply.
Terms and conditions	Transaction which are of repetitive nature to be entered in the ordinary course of business and on arm's length basis.
Justification for why the proposed transactions is in the interest of the company	The Board and Audit committee have reviewed the transactions and found them in the interest of the company. For the Statutory Compliances and day to day activities of the company the Board feels that the related party transactions needs to be approved.
Valuation Report	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transactions on a voluntary basis	Not Applicable as the transactions are not foreseen.
Information about loans, inter-corporate deposits, advance or investments made or given by the Company	Not Applicable
Any Other Information	Not Applicable

The Board commends the Ordinary Resolution at Item No. 04 of the accompanying Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 04 of the Notice, except Mr. John Silveira, Managing Director of the Company, Mrs. Mona D'Souza, Director of the Company, Mrs. Shalini Lobo, Chief Financial Officer of the Company, Mr. K. D. Bhat, Director of the Company and his relative and Mr. Abdullah Y. Fazalbhoy – Non executive Director of the Company and his relatives.

The Board is of the opinion that the above transactions are in the best interest of the Company and have approved the same in their meeting after the prior approval of audit committee.

**By order of the Board of Directors of
Kore Foods Limited**

**Puja Joshi
(Company Secretary-cum-Compliance Officer)
Membership No. ACS21466**

**Place: Mapusa, Goa
Date: 29.05.2023**

**CIN#: L33208GA1983PLC000520
Registered Office:
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.**

ATTENDANCE SLIP
40th Annual General Meeting

Reg. Folio/DP & Client No: _____ No. of Shares Held: _____

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 40th Annual General Meeting of the Company at Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526 at 11:30 am on Tuesday, 22nd August, 2023.

Member's Name : _____

Proxy's Name : _____

Member's / Proxy's Signature _____

Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting .
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.
4. Joint holders may obtain additional slip at the venue of the meeting.

FORM NO: MGT - 11
Proxy Form

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

CIN : L33208GA1983PLC000520
Name of the company : KORE FOODS LIMITED
Registered office : Vision House, Tivim Industrial Estate, Mapusa

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:

1. Name:

Address:

Address:

E-mail Id:

E-mail Id:

Signature: or failing him

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 40th Annual General Meeting of the company, to be held on Tuesday, 22nd August, 2023 at 11:30 am at Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526 in respect of such resolution are as indicated below:

Resolution No.

1. Adoption of Audited Financial Statements of the Company for the year ended March 31, 2023.
2. Re-appointment of Mr. Kundapoor Damodar Bhat (DIN: 01685944) as a Director of the Company.
3. Appointment of Mr. Ganesh S. Shenoy as an Independent Director for five consecutive years.
4. Approval of Related Party Transactions(RPT) under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Signed this day of 20

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix revenue
stamp of
not less
than ₹ 1

Note: 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.