

## NOTICE TO MEMBERS

NOTICE is hereby given that the THIRTY- THIRD ANNUAL GENERAL MEETING of the Company will be held at Vision House, Tivim Industrial Estate, Mapusa Goa 403526 on Wednesday, the 28th September, 2016 at 11 a.m. to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt Director's Report, Auditor's Report and the Audited Balance Sheet and Profit and Loss Account for the financial year ended 31st March, 2016.
2. To appoint a Director in place of Mr. Abdullah Fazalbhoy (DIN:02120039), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kundapoor Damodhar Bhat (DIN:01685944), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:-

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for time being in force), M/S V .C SHAH & CO, Chartered Accountants (Firm Registration Number 109818W) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS :

5. To consider and if thought fit, to pass the following ordinary resolution.

**"RESOLVED THAT** that pursuant to Section 196 read with Section 197 and 203 and any other applicable provisions of the Companies Act 2013 and the rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government as may be required, consent of the Company be and is hereby accorded to the re- appointment of Mr. Pursram Padmanabhan (DIN # - 01765678) as the Managing Director of the Company for a period of two years from 1st April, 2016 to 31st March, 2018, on the terms and conditions of appointment and remuneration as contained in the draft agreement the abstract of the terms of which have been given in the Explanatory statement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting.

**"FURTHER RESOLVED THAT** the Board of Directors be and is hereby empowered and authorised to vary such terms and conditions of the Agreement including any increase or enhancement in remuneration not exceeding the limits specified in Schedule V of the Companies Act 2013 or any amendments thereto, as may be agreed to by the Board of Directors and Mr. Pursram Padmanabhan."

6. To consider and if thought fit, to pass the following special resolution.

**"RESOLVED THAT** pursuant to provisions of Clause 23 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, entered into with Stock Exchange, the consent of the members of the Company be and is hereby accorded to enter into contracts/ arrangements/ transactions with related parties in the ordinary course of business and on arms 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 and/or both;(c) reimbursement of expenses incurred; and (d) acceptance /repayment of advances against supply for an aggregate maximum amount not exceeding Rs. 5,00,00,000/- ( Rupees Five Crores Only) for the financial year 2016-17 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 be and is hereby authorised to do all such acts, deeds and things as may be required and take all such steps as may be necessary, proper or expedient to give effect to this resolutions."

By Order of the Board of Directors

Anisia D'souza  
Company Secretary

Mapusa, Goa  
Dated : 05h May, 2016

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

**NOTES :**

1. **A member entitled to attend and vote at the Annual General Meeting (the 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.**

**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.**

2. 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.
3. **The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 28th September, 2016 (Both days inclusive)**
4. The Companies Registrar and Share Transfer Agents (RTA) are :  
Datamatics Financial Services Limited  
Plot No.B-5, Part B, Cross Lane,  
MIDC Marol, Andheri (East),  
Mumbai 400 093
5. The Securities 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.
6. Electronic copy of the Notice convening the 33rd Annual General Meeting, Annual Reports along with Attendance Slip, Postal Ballot Form and Proxy Form are being sent to the members who have registered their email ids with the Company / Depository Participants. For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode. Members any also note that Notice and Annual Report will also be available on Company's website [www.korefoods.in](http://www.korefoods.in) for downloading.
7. 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.
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
9. 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.
10. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the registered office of the Company during the working hours except Saturday, Sundays and Public Holidays upto 5 p.m on 27th September 2016.
11. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI Listing Regulations, 2015 (LODR) , the members are provided with the facility to cast their votes by electronic means, through e-voting platform provided by CDSL, for all the resolutions set forth in this notice. The process of e-voting annexed as under.

**PROCEDURE FOR E-VOTING:**

Evoting Particulars:

EVEN (e-voting event number)
160805028

- (i) The voting period begins on 24th September, 2016 at 9.00 a. m and ends on 27th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

9. Other instructions :

- (i) The e-voting period commences on Saturday, 24th September, 2016 ( 9.00 am ) and ends on Tuesday 27th September, 2016 (5.00 pm). During this period, members of the Company holding shares either in physical or dematerialised form as on cut off date i.e 21st September, 2016 only shall be entitled to avail the facility of e-voting/ poll. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 i.e 21st September, 2016.
- (iii) Mr Shivaram Bhat, Practising Company Secretary (COP No 7853) has been appointed as the Scrutinizer to scrutinize the e-voting process (including Ballot received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) **Members who do not have access to remote e-voting facility may send duly completed Ballot Form annexed hereto so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shivaram Bhat, Practicing Company Secretary (COP No 7853) at the registered office of the company not later than 27th September, 2016 (5.00 pm IST) .**
- (v) A member can opt for only one mode of voting i.e either through remote e-voting or by postal ballot. If a member casts vote by both the modes, the vote casted through remote e- voting shall prevail and the Ballot form shall be treated as invalid.
- (vi) Any person who becomes member of the company after the despatch of the Notice of the Meeting and holding shares as on the cut off date has an option to request for physical copy of the Postal Ballot by sending an email to [companysecretary@korefoods.in](mailto:companysecretary@korefoods.in) by mentioning their Folio No/ DP Id or Client Id No. Ballot Form received after **27th September, 2016 (5.00 pm IST)** will be treated as invalid.
- (vii) The Scrutinizer after scrutinizing the votes cast at the meeting and through e-voting, will, not later than three working days from the conclusion of the Meeting, make a consolidated Scrutinizers Report and submit the same to the Chairman. The results declared along with the scrutinizers report will be placed on the website of the company [www.korefoods.in](http://www.korefoods.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) The results shall simultaneous communicated to the Stock Exchange i.e BSE Limited where the shares of the Company are listed.

**[Information required to be furnished under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

- (1) Name : Mr. Abdullah Y. Fazalbhoy  
Age : 63 Years  
Qualification : MBA  
Experience : Mr. Abdullah Y Fazalbhoy has been engaged in business and involved in the Imaging industry for the past three decades. He has been on the Board of Directors since 1983.  
  
Directorship in other Listed Entities : Nil  
Membership / Chairmanship across Public Companies : Audit Committee - Member  
Stakeholders Grievance Committee - Member  
Shareholding in the Company : Nil
- (2) Name : Mr. K. D. Bhat  
Age : 66 Years  
Qualification : B.E. in Electronics and Communication; PGDM.  
Experience : Over four decades of Industrial Experience in Managing Company's multi location manufacturing operations along with Quality Systems, Industrial Engineering, Supply Chain, Project Planning and Sales and Distribution network.  
  
Additional exposure acquired in Corporate matters, Debt restructuring, resolving IR issues and dealing with Strategic Alliance partners.  
Companies interacted - Polaroid USA, UK, Konica, Japan.  
Visiting Faculty for Goa University (Dept. of Management Studies) and Centre for Incubation and Business Acceleration (CIBA)  
  
Directorship in other Listed Entities : Nil  
Membership / Chairmanship across Public Companies : Nil  
Shareholding in the Company : 19600

**Note :**

- Pursuant to Regulation 26 of the SEBI Listing Regulations, for the purpose of determination of limit, Chairpersonship and Membership of the Audit and Stakeholders Relationship Committees alone has been considered.
- None of the Directors is related to each other or other Directors of the Company.

By Order of the Board of Directors

Anisia D'souza  
Company Secretary

Mapusa, Goa.  
Dated : 05th May 2016

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

## ANNEXURE TO NOTICE

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

### Item No. 5

The Board of Directors at its meeting held on 05th March, 2016 considered the re-appointment of Mr. P Padmanabhan as the Managing Director. The Nomination and Remuneration Committee held on 05th March, 2016 recommended the re-appointment of Mr. P Padmanabhan for a period of 2 years from 01st April, 2016 to 31st March, 2018 and payment of remuneration subject to the approval of the Board and Members in the General Meeting.

Accordingly the Board of Directors its meeting held on 05th March, 2016 passed the resolution for re-appointment of Mr. P Padmanabhan as the Managing Director or a period of 2 years from 01st April, 2016 to 31st March, 2018 and to pay him remuneration as recommended by the Remuneration Committee, subject to approval of the Members in the General Meeting.

The re-appointment of Mr. P Padmanabhan as Managing Director is in accordance with the provisions of Remuneration payable to him are as follows:

- I) TERM OF APPOINTMENT: 2 years from 01st April, 2016 to 31st March, 2018.
- II) REMUNERATION
  - (a) Fixed Remuneration of Rs 75000/- per month
  - (b) Incentives on sales achieved per year, based on a formula worked out by the Chairman, which shall be subject to a ceiling so, however, that the overall remuneration payable shall not exceed the limits prescribed under the provision of Schedule V of the Companies Act, 2013 or any amendments thereof.
- III) MINIMUM REMUNERATION  
The above mention remuneration will be paid as minimum remuneration even in case of loss or inadequacy of profits in any financial year during the tenure of appointment
- IV) OTHER TERMS AND CONDITIONS  
The Managing Director shall also be entitled to free mobile/telephone facility and reimbursement of all reasonable expenses incurred bonafide in connection with the business of the company.

Mr. P Padmanabhan is interested in this agreement/contract since it pertains to his re-appointment and payment of his remuneration. No other Directors have any interest or concern in this Resolution.

### Item No. 6

The Company is engaged in manufacturing of food products. Company in its ordinary course of its business has entered or may enter into Contracts/ arrangements/ transactions (Related Party Transactions) with Cherish Specialties Limited and 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 "Act") and clause Clause 23 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.

Clause 23 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that all Related Party Transactions, i.e transactions entered into during the financial year exceeding 10% of the annual consolidated turnover of the Company as per the latest audited financial statements requires prior approval of shareholders through special resolution.

Further, all existing material related party contracts or arrangements or transactions which are likely to continue beyond 31st March, 2016 are required to be placed for approval of shareholders in the first General Meeting subsequent to 1st October, 2014.

The Company has entered into contracts/ arrangements/ transactions with Cherish Specialties Limited, New Vision Printing Services Private Limited, New Vision Imaging Private Limited, Mr. Abdullah Fazalbhoy relating to sales, purchases or supply of any goods, materials and availing or rendering of services, expenses incurred such as rent, advances against supply, repayment of advances which are likely to continue beyond 31st March, 2016.

In the opinion of the Board, the transactions/ contracts/ arrangements by the Company entered with Cherish Specialties Limited and New Vision Printing Services Private Limited and other 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 Cherish Specialties Limited, New Vision Printing Services Private Limited, New Vision Imaging Private Limited, Mr. Abdullah Fazalbhoy and other related party entered during the financial year exceeded and / or may exceed in future the threshold limit for 'materiality' as defined under Clause 23 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 consequent to future basis projection, approval of the Company by special resolution is required for the aforesaid arrangements/ contracts/ transactions for an aggregate maximum amount of Rs. 5,00,00,000/- (Rupees Five Crores Only) for the financial year 2016-17.

None of the Directors or Key Managerial Person of the Company or their relatives are, in any ways, concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Notice, except Mr. Abdullah Y Fazalbhoy, a 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 held on 15.01.2016 the prior approval of audit committee in their meeting held on 15.01.2016.

The Board therefore, recommends the Ordinary Resolution set out in Item. No 5 of the Notice and the Postal Ballot Form for approval of the members in terms of Clause 23 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board of Directors

Anisia D'souza  
Company Secretary

Mapusa, Goa  
Dated : 05th May, 2016

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

**KORE FOODS LIMITED**

CIN: L33208GA1983PLC000520

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

**ATTENDANCE SLIP**

33rd 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 33rd Annual General Meeting of the Company at Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526 at 11.00 A.M. on Wednesday, 28th September, 2016.

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.

**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

I/We, being the	Name of the member (s) :
	Registered address :
	E-mail Id :
	Folio No / Client Id :
	DP ID :

Affix revenue stamp of not less than Rs. 1
--------------------------------------------

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

- |                                  |                                  |
|----------------------------------|----------------------------------|
| 1. Name: .....                   | 2. 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 33rd Annual General Meeting of the company, to be held on the 28th September, 2016 at 11.00 A.M. at Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31<sup>st</sup> 2016.
- Re-appointment of Mr. Abdullah Y. Fazalbhoy as a Director of the Company.
- Re-appointment of Mr. Kundapoor Damodhar Bhat as a Director of the Company.
- Appoint Auditor and fix their Remuneration.
- Re-appointment of Mr. Pursram Padmanabhan as Managing Director for a period of two years from 01st April 2016 to 31st March, 2018 pursuant to Section 196 read with Section 197 and 203 of Companies Act, 2013.
- Approval on related party transactions (RPT) under Clause 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**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.**



# POSTAL BALLOT

## INSTRUCTIONS FOR POSTAL BALLOT

1. This Ballot form is provided for the benefit of Members who do not have access to e-voting facility to enable them to send their assent or dissent by post.
2. A member can opt for only one mode of voting i.e either by post or through e-voting . If a member casts votes by both modes, then voting done through electronic mode shall prevail and a physical ballot form of that Member shall be treated as invalid.
3. For detailed instructions on e-voting , please refer to the notes appended to notice of the Annual General Meeting.
4. The Scrutinizer will collate the votes downloaded from the e-voting by poll conducted at the meeting to declare the final result for each of the Resolution forming part of the Annual General Meeting Notice.

Process and manner for member opting to vote by using the Physical Ballot Form:

1. Voting rights are reckoned on the basis of shares registered in the name of the members/beneficial owners as 21st September 2016.
2. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shivaram Bhat, Practising Company Secretary (C.P. No. 7853) not later than the close of working hours (5.00 p.m) on 27th September 2016 at the address mentioned below:  
Mr. Shivaram Bhat  
Vision House, Tivim Industrial Estate,  
Mapusa Goa 403 526.
3. The form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participant. In case of joint holding, the form should be complete and signed by the first named member and in his/ her absence by the next named joint holders. A Power of Attorney (POA) holder may vote on behalf of a member mentioning the registration number of POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
4. In case shares are held by Companies, societies, trusts etc the duly completed Ballot form should be accompanied with a certified true copy of relevant Board Resolution together with their specimen signatures authorizing their representatives.
5. You should cast in case of each resolution either in favour or against by putting the tick (v) mark in the column provided for the same.
6. Duly completed forms should reach the Scrutinizer not later than the close of working hours (5.00 p.m) on 27th September, 2016. Ballot forms received after 27th September, 2016 will be strictly be treated as if the reply from the members has not been received.
7. A member may request for a duplicate Ballot form if so required. However the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date specified at Sr. No 2.
8. Members who wish to vote through Postal Ballots may send a request to the company at [companysecretary@korefoods.in](mailto:companysecretary@korefoods.in) for obtaining a physical copy. However the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date specified at Sr. No 2.
9. Unsigned, incomplete form, improper or incorrect tick marked Ballot form will be rejected. The form will also be rejected if it is received in torn, defaced or mutilated to the extent which makes it difficult for the scrutinizer to identify either the Member or as to the votes are in favor or against or if the signature cannot be verified.
10. The enclosed self addressed envelope as all such envelopes will be sent to the scrutinizer and any other paper found in such envelope would be destroyed by him. You are also requested not to write anything on the Ballot form except giving assent or dissent and putting their signature.
11. The Scrutinizer's decision on the validity of a ballot will be final.
12. The results declared along with the Scrutinizer's Report shall be placed on the Companies website [www.korefoods.in](http://www.korefoods.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within 3 days of passing of the Resolutions of the AGM of the company held on 28th September, 2016 and communicated to BSE Limited, where the shares of the Company are listed.