

PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING

The Annual General Meeting of the Company was held on Friday, 30th September, 2022 at the Registered Office of the Company at Vision House, Tivim Industrial Estate, Mapusa, Goa, also Video Conferencing/Other Audio Visual Means facility was provided to attend the meeting to the Members, Directors, Auditors and Scrutinizer.

The following Directors were present:

Mr. Sadashiv Shet	- Chairman and Member
Mr. A. Y. Fazalbhoy	- Director – attended through video conferencing
Mr. Sayed Abbas	- Director
Mr. K. D. Bhat	- Director and Member
Mr. John Silveira	- Managing Director and Member
Mrs. Mona D'souza	- Director and Member

In attendance:

Mrs. Puja Joshi	- Company Secretary-cum-Compliance Officer
Mrs. S. V. Shah	- Partner of Auditors Firm – attended through video conferencing
Mr. Shivaram Bhat	- Scrutinizer (E-voting and Poll)
Mrs. Shalini Lobo -	-Chief Financial Officer

Due to some reason Ms. Girija Nagvekar, Secretarial Auditor could not attend the meeting and the same was informed by her.

Members Present:

The requisite quorum was present for the meeting which includes Physical Members as well as Members attended through Video Conferencing/Other Audio Visual Means.

The meeting started at 11.00 A.M.

Puja Joshi, Company Secretary –cum-Compliance Officer welcomed the members and informed that in this Covid-19 Pandemic situation and pursuant to Circulars issued by Ministry of Corporate Affairs and SEBI the Company is conducting this meeting through physical presence as well as Video Conferencing(VC)/Other Audio Visual Means facility (OAVM) is provided for the members to attend the meeting. She further informed that the Company has provided Remote E-voting facility from 27th September, 2022 to 29th September, 2022 and E-voting facility for voting at the Meeting for those who are attending the meeting through VC or OAVM and voting by poll for those members who are attending the meeting through physical presence.

It was further informed that the notice of this meeting along with Annual Report was uploaded on the website of the Company at www.korefoods.in and advertisement to this effect was also published in the newspapers. The Notice was also made available on www.bseindia.com and www.evotingindia.com.

Pursuant to the Articles of Association of the Company, Mr. Sadashiv Shet Chaired the proceedings of the Meeting.

The Company Secretary confirmed that the requisite quorum is present and the formal proceedings of the meeting could commence and thereafter, the Chairman called the Meeting to order.

The Chairman welcomed the Members to the 39th Annual General Meeting. The Chairman introduced all the Directors who attended the meeting and Ms. Sheetal Shah, Partner of S. V. Shah & Associates, Statutory Auditors.

The Chairman informed that the requisite quorum was present and Register of Directors and Key Managerial Personnel and their Shareholdings, Copies of Directors' Report, Auditors' Report, Audited Balance Sheet and Profit and Loss Account for the year ended 31.03.2022, copy of Agreement entered for re-appointment of Managing Director and Register of Proxies are kept at the meeting for inspection. He also informed that no proxy was received for this Meeting.

With the permission of the members the Notice convening the 39th Annual General Meeting was taken as read.

The Chairman informed that the Auditors Report and Secretarial Auditors Report for the year ended 31.03.2022 does not contain any qualification and adverse remarks so with the permission of Members the said reports were taken as read.

The Chairman informed the Members that the Company had arranged for the Remote E-Voting facility from 27th September, 2022 to 29th September, 2022. Members who had participated in remote E-voting are not entitled to cast their vote in the meeting and Members who had not participated in the Remote e-voting and who are attending the meeting through video conferencing or other audio visual means can cast their vote in the meeting through evoting and those members who are attending the meeting through physical presence and who have not voted through remote evoting can cast their vote through poll. He further informed that after scrutiny, the Scrutinizers Report and declaration of results will be done within two working days.

Thereafter all 7 resolutions were proposed and seconded.

The Resolution voted for by the members through E-voting or through poll briefly relates to the following:

ORDINARY BUSINESS:

Item No. 01 : Adoption of Financial Statements - Ordinary Resolution.

The Chairman moved to Resolution No. 1 for Adoption of Financial Statements for the year ended 31st March, 2022 and the Reports of Board of Directors' and Auditors'.

In this respect a resolution was put forth by the Chairman and accordingly the resolution was seconded by Mr. G. P. Harmalkar.

The Chairman informed that the Company has received request from some shareholders for participating in the meeting as a Speaker and he announced their names but it was found that they had not attended the meeting.

The Chariman put Resolution to vote.

The Chairman proceeded to take the next item of the Agenda.

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

The Chairman informed that Mr. Abdullah Fazalbhoy being interested in this item of agenda hence he and his relatives will not participate in the meeting. Mr. Abdullah Fazalbhoy and his relatives did not participated in the meeting for this agenda item.

The matter concerning the Re-appointment of Mr. Abdullah Fazalbhoy (DIN:02120039), as a Director of the Company was placed before the Members for their consideration and approval. In this respect a resolution was put forth by the Chairman and accordingly, Mr. Mohamad Jamotkar proposed the resolution. The resolution was seconded by Mr. Bharat Tanavade.

The Chariman put Resolution to vote.

The Chairman requested Mr. Abdullah Fazalbhoy and his relatives to participate in the meeting for remaining items of Agenda. Mr. Abdullah Fazalbhoy and his relatives participated in the meeting for the remaining items of Agenda.

The Chairman proceeded to take up the next matter on the agenda.

Item No. 03: Appointment of Statutory Auditors – Ordinary Resolution.

The Resolution pertaining to the Appoinment of V. C Shah & Co. as Stautory Auditors of the Company for the period of five years was placed before the Board for consideration and approval. In this respect a resolution was put forth by the Chairman and accordingly, Mrs. Shalini Lobo, proposed the resolution. The resolution was seconded by Mr. S. H. Kothari.

The Chariman put Resolution to vote.

SPECIAL BUSINESS

Item No. 04: Re-appointment of Mr. John Silveira as Managing Director of the Company – Ordinary Resolution.

The Chairman informed that Mr. John Silveira being interested in this item of agenda will not participate in the meeting. Mr. John Silveira did not participated in the meeting for this agenda item.

The Resolution pertaining to Re-appointment of Mr. John Silveira (DIN: 06411293) as Managing Director of the Company was placed before the Members for their consideration and approval. In this respect a resolution was put forth by the Chairman and accordingly, Mr. Sadashiv Shetty, proposed the resolution. The resolution was seconded by Mr. Sonu Khandeparkar.

The Chariman put Resolution to vote.

The Chairman requested Mr. John Silveira to partiipate in the meeting for the remaining Agenda items. Mr. John Silveira participated in the meeting.

The Chairman proceeded to take up the next matter on the agenda.

Item No. 05: Re-appointment of Mr. Sayed Abbas as an Independent Director for five years – Special Resolution.

The Chairman informed that Mr. Sayed Abbas being interested will not participate in the meeting for this item.

Mr. Sayed Abbas did not participated for this item of Agenda.

The Resolution pertaining to Re-appointment of Mr. Sayed Abbas (DIN: 08057330) as an Independent Director of the Company was placed before the Members for their consideration and approval. In this respect a resolution was put forth by the Chairman and accordingly Mr. Mohamad Jamotkar proposed the resolution. The resolution was seconded by Mr. Sonu Khandeparkar.

The Chariman put Resolution to vote.

The Chairman requested Mr. Sayed Abbas to participate in the meeting for remaining agenda items. Mr. Sayed Abbas participated in the meeting.

The Chairman proceeded to take up the next matter on the agenda.

Item No. 6: Approval of Related Party Transactions (RPT) under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Ordinary Resolution.

The Chairman informed that Mr. John Silveira, Mrs. Shalini Lobo, Mr. K. D. Bhat and his relatives, Mrs. Mona D'Souza and Mr. Abdullah Fazalbhoj and his relatives and interested promoters and promoter group being interested will not participate in the meeting for this item. They did not participated for this item of Agenda.

The Resolution concerning the Approval of Related Party Transactions under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was placed before the Members for their consideration and approval. In this respect a resolution was put forth by the Chairman and accordingly, Mr. Prasad Deshprabhu proposed the resolution. The resolution was seconded by Mr. Khalid Mulla.

The Chariman put Resolution to vote.

The Chairman requested Mr. John Silveira, Mrs. Shalini Lobo, Mr. K. D. Bhat and his relatives, Mrs. Mona D'Souza and Mr. Abdullah Fazalbhoj and his relatives and interested promoters and promoter group to participate in the meeting. On request they participated in the Meeting.

The Chairman proceeded to take up the next matter on the agenda.

Item No. 7: Reclassification of Polaroid Corporation from Promoter Group to Public Category – Ordinary Resolution.

The Resoution pertaining to Reclassification of Polaroid Corporation from Promoter Group to Public Category was placed before the Members for their consideration and approval. In this respect the resolution was put forth by the Chairman and accordingly, Mr. Khalid Mulla proposed the resolution. The resolution was seconded by Mr. Gireesh Pai.

The Chariman put Resolution to vote.

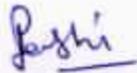
The Chairman informed that the Board of Directors has appointed Mr. Shivaram Bhat, Practising Company Secretary as a Scrutinizer for conducting the E-voting and Poll process for this Meeting and the report will be submitted by him by next day of the meeting. He also informed that all the shareholders are given the Remote E-voting facility and E-voting facility for those attending the meeting through VC/OAVM and those attending the meeting physically are given the facility to vote through poll. The E-voting facility is be kept open for the next 15 minutes to enable the

members to cast their vote.

The Chairman requested Mr. John Silveira, Managing Director of the Company to propose Vote of Thanks. Mr. John Silveira, Managing Director of the Company proposed vote of thanks.

Thereafter the meeting was concluded by the Chairman at 11.25 A.M.

For Kore Foods Limited



Puja Joshi

Company Secretary-cum-Compliance Officer.

