

# Kore Foods Limited

## (Formerly known as Phil Corporation Ltd)

Registered Office : Vision House, Tivim Industrial Estate, Mapusa Goa 403 526  
 Tel. No.: 0832 2257347 / 2257899 / 2257726, Fax No.: (0832) 2257729  
 Email : companysecretary@korefoods.in

CIN: L33208GA1983PLC000520

06<sup>th</sup> September, 2017

To,

The Manager

Corporate Relationship Department,  
 Bombay Stock Exchange Ltd,  
 P. J. Towers, 25th Floor,  
 Dalal Street,  
 Mumbai 400 001

Dear Sir,

**Sub:Outcome of the 34<sup>th</sup> Annual General Meeting of the Company and Disclosure of Voting Results.**

**Script Code : 500458**

This is to inform you that the shareholders at the 34<sup>th</sup> Annual General Meeting of the Company held on 05<sup>th</sup> September 2017 have approved the following :

Sr.No.	Particulars	Resolution required: (Ordinary / Special)	Mode of Voting: (show hands/Poll/Postal Ballot./E-voting)	Result
1	Adoption of Director's Report, Auditor's Report and the Audited Balance Sheet and Profit and Loss Account for the financial year ended 31 <sup>st</sup> March 2017 .	Ordinary Resolution	Postal voting/Poll	Ballot/E- Passed with requisite majority
2	Appointment of Mr. Abdullah Y. Fazalbhoj (DIN:02120039), as a Director of the Company, liable to retire by rotation.	Ordinary Resolution	Postal voting/Poll	Ballot/E- Passed with requisite majority
3	Appointment of Mrs. Sharon Carvalho (DIN:02473831), as a Director of the Company, liable to retire by rotation.	Ordinary Resolution	Postal voting/Poll	Ballot/E- Passed with requisite majority
4	Appointment of M/s S V Shah & Co., Chartered Accountants as Auditors of the Company.	Ordinary Resolution	Postal voting/Poll	Ballot/E- Passed with requisite majority
5	Appointment of Mr. John Silveira	Ordinary	Postal	Ballot/E- Passed with



	as Managing Director for a period from 07 <sup>th</sup> July 2017 to 31 <sup>st</sup> March, 2019 pursuant to Section 196 read with Section 197 and 203 of Companies Act, 2013.	Resolution	voting/Poll		requisite majority
6.	Reclassification of Shareholders from Promoter Category to Public Category under Regulation 31(A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Special Resolution	Postal voting/Poll	Ballot/E-	Passed with requisite majority
7.	Approval on Related Party Transactions under Clause 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Special Resolution	Postal voting/Poll	Ballot/E-	Passed with requisite majority

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the voting results at the Annual General Meeting of the Company are given below :

Date of AGM	05 <sup>th</sup> September 2017
Total number of shareholders on record date	14715 (as on 29.08.2017)
No. of shareholders present in the meeting either in person or through proxy :	31
Promoters and Promoter Group	05
Public	26
No. of shareholders attended the meeting through Video Conferencing :	Not applicable
Promoters and Promoter Group	
Public	

The Consolidated voting details of 34<sup>th</sup> Annual General Meeting and Scrutinizer's report are enclosed herewith.

Kindly acknowledge the same.

Thanking you,

For Kore Foods Limited

*Douglas*



Authorised Signatory

RESOLUTION 1

ANNEXURE A

ORDINARY RESOLUTION:

Adoption of Statement of Profit and loss account, Balance sheet, Report of Board of Directors and Auditors for the year ended March 31, 2017.

Mode of Polling : (ACM Voting/ Postal Ballot / E-voting)

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares 3=(2/1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled 6=(4/2)*100	% of Votes against on votes polled 7=(5/2)*100
Promoters and Promoter Group	E-voting	1	2531023	43.18	2531023	0	100.00	0.00
	Postal Ballot (if applicable)	5,861,073	1,680,310	28.67	1,680,310	0	0.00	0.00
	Total	5,861,073	350000	5.97	350000	0	100.00	0.00
Public - Institutions	E-voting	49,300	4,561,333	77.82	4,561,333	0	100.00	0.00
	Postal Ballot (if applicable)	49,300	0	0.00	0	0	0.00	0.00
	Total	49,300	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting	5,739,627	800	0.01	0	800	0.00	100.00
	Postal Ballot (if applicable)	5,739,627	8,420	0.15	8,420	0	100.00	0.00
	Total	5,739,627	7750	0.14	5950	1800	76.77	23.23
Total		11,650,000	4,578,303	39.30	4,575,703	2,600	99.94	0.06



**RESOLUTION 2**

ORDINARY RESOLUTION: Re-appointment of Mr. Abdullah Y. Fazalbhoy (DIN: 02120039) as a Director of the Company.

Mode of Polling : (AGM Voting/ Postal Ballot / E-voting)

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares $3=(2/1)*100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $6=(4/2)*100$	% of Votes against on votes polled $7=(5/2)*100$
Promoters and Promoter Group	E-voting	1	2531023	43.18	2531023	0	100.00	0.00
	Postal Ballot (if applicable)	5,861,073	1,680,310	28.67	1,680,310	0	0.00	0.00
Public - Institutions	E-voting	5,861,073	350000	5.97	350000	0	100.00	0.00
	Postal Ballot (if applicable)	49,300	4,561,333	77.82	4,561,333	0	100.00	0.00
Public - Non Institutions	E-voting	49,300	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	49,300	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting	5,739,827	800	0.01	0	800	0.00	100.00
	Postal Ballot (if applicable)	5,739,827	8,420	0.15	8,420	0	100.00	0.00
Total	E-voting	5,739,827	7780	0.14	5650	2100	72.90	27.10
	Postal Ballot (if applicable)	11,650,800	16,970	0.30	14,070	2,900	82.91	17.09
			4,578,303	39.30	4,575,403	2,900	99.94	0.06

**RESOLUTION 3**

ORDINARY RESOLUTION: Re-appointment of Mrs. Sharon Carvalho (DIN: 02423831) as a Director of the Company.

Mode of Polling : (ACM Voting/ Postal Ballot / E-voting)

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares 3=(2/1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled 6=(4/2)*100	% of Votes against on votes polled 7=(5/2)*100
Promoters and Promoter Group	E-voting	1	2531023	43.18	2531023	0	100.00	0.00
	Postal Ballot (if applicable)	5,861,073	1,680,310	28.67	1,680,310	0	0.00	0.00
	Total	5,861,073	4,561,333	77.82	4,561,333	0	100.00	0.00
Public - Institutions	E-voting	49,300	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	49,300	0	0.00	0	0	0.00	0.00
	Total	49,300	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting	5,739,627	800	0.01	0	800	0.00	100.00
	Postal Ballot (if applicable)	5,739,627	7740	0.13	3170	4570	40.96	59.04
	Total	5,739,627	16,960	0.30	11,590	5,370	68.34	31.66
<b>Total</b>		<b>11,650,000</b>	<b>4,578,293</b>	<b>39.30</b>	<b>4,572,923</b>	<b>5,370</b>	<b>99.88</b>	<b>0.12</b>

**RESOLUTION 4**

ORDINARY RESOLUTION:

Appointment of Mrs S V Shah & Co., Chartered Accountants as Auditors of the Company.

Mode of Polling : (AGM Voting/ Postal Ballot / E-voting)

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares 3=(2/1)*100	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled 6=(4/2)*100	% of Votes against on votes polled 7=(5/2)*100
Promoters and Promoter Group	E-voting	1	2531023	43.18	2531023	0	100.00	0.00
	Poll		1,680,310	28.67	1,680,310	0	0.00	0.00
	Postal Ballot(if applicable)		350000	5.97	350000	0	100.00	0.00
	Total	5,861,073	4,561,333	77.82	4,561,333	0	100.00	0.00
Public - Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll	49,300	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	49300	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting		800	0.01	0	800	0.00	100.00
	Poll	5,739,627	8,420	0.15	8,420	0	100.00	0.00
	Postal Ballot (if applicable)		7730	0.14	3730	4000	48.39	51.61
	Total	5,739,627	16,970	0.30	12,170	4,800	71.71	28.29
	Total	11,650,100	4,578,303	39.30	4,573,503	4,800	99.90	0.10

**RESOLUTION 5**

**ORDINARY RESOLUTION:**

Reappointment of Mr. John Silveira (DIN: 06411293) as Managing Director for a period s from 1<sup>st</sup> July 2017 to 31st March, 2019 pursuant to section 196 read with section 197 and 203 of the Companies Act, 2013.

Mode of Polling : (AGM Voting/ Postal Ballot / E-voting)

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares <small>3=(2/1)*100</small>	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled <small>6=(4/2)*100</small>	% of Votes against on votes polled <small>7=(5/2)*100</small>
Promoters and Promoter Group	E-voting		2531023	43.18	2531023	0	100.00	0.00
	Poll		1,680,310	28.67	1,680,310	0	0.00	0.00
	Postal Ballot(if applicable)		350000	5.97	350000	0	100.00	0.00
	Total	5,861,073	4,561,333	77.82	4,561,333	0	100.00	0.00
Public - Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll		49,300	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	49300	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting		N/A	0.01	0	800	0.00	100.00
	Poll		8,420	0.13	8,420	0	100.00	0.00
	Postal Ballot (if applicable)		7750	0.14	5650	2100	72.90	27.10
	Total	5,739,727	16,570	0.28	14,070	2,900	82.91	17.09
Total		11,650,800	4,578,303	39.30	4,575,403	2,900	99.94	0.06

**RESOLUTION 6**

**SPECIAL RESOLUTION:**

Reclassification of Shareholders from Promoter Category to Public Category under Regulation 31(A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Mode of Polling : (AGM Voting/ Postal Ballot / E-voting)

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares 3=(2/1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled 6=(4/2)*100	% of Votes against on votes polled 7=(5/2)*100
Promoters and Promoter Group	E-voting	1	7531023	43.18	7531023	0	100.00	0.00
	Postal Ballot (if applicable)	5,861,073	1,680,310	28.67	1,680,310	0	0.00	0.00
	Total	5,861,073	350,000	5.97	350,000	0	100.00	0.00
Public - Institutions	E-voting	49,300	4,561,333	77.82	4,561,333	0	100.00	0.00
	Postal Ballot (if applicable)	49,300	0	0.00	0	0	0.00	0.00
	Total	49,300	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting	5,739,827	800	0.01	0	800	0.00	100.00
	Postal Ballot (if applicable)	5,739,827	5780	0.10	3810	1970	65.92	34.08
	Total	5,739,827	15,000	0.26	12,230	2,770	81.53	18.47
<b>Total</b>		<b>11,650,000</b>	<b>4,576,333</b>	<b>39.28</b>	<b>4,573,563</b>	<b>2,770</b>	<b>99.94</b>	<b>0.06</b>



**RESOLUTION 7**

**SPECIAL RESOLUTION:**

Approval on Related Party Transactions under Clause 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Mode of Polling : (AGM Voting/ Postal Ballot / E-voting)

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoters and Promoter Group	E-voting		2531023	43.18	2531023	0	100.00	0.00
	Postal Ballot (if Applicable)	5,861,073	1,680,310	28.67	1,680,310	0	0.00	0.00
	Total	5,861,073	3500000	5.97	3500000	0	100.00	0.00
Public - Institutions	E-voting		4,561,333	77.82	4,561,333	0	100.00	0.00
	Postal Ballot (if applicable)	49,300	0	0.00	0	0	0.00	0.00
	Total	49,300	4,561,333	0.00	4,561,333	0	0.00	0.00
Public - Non Institutions	E-voting		806	0.01	0	806	0.00	100.00
	Postal Ballot (if applicable)	5,739,827	8,420	0.15	8,420	0	100.00	0.00
	Total	5,739,827	7730	0.14	3380	4370	43.61	56.39
<b>Total</b>		<b>11,850,000</b>	<b>4,578,303</b>	<b>39.30</b>	<b>4,573,133</b>	<b>5,170</b>	<b>69.53</b>	<b>30.47</b>

**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,

Chairman, Annual General Meeting of the Equity Shareholders  
of Kore Foods Limited

Held on Tuesday, 5<sup>th</sup> day of September, 2017  
at Vision House, Tivim Industrial Estate, Mapusa, Goa 403526.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken (which includes e-voting) on the below mentioned resolution(s), at the Thirty Fourth Annual General Meeting of the Equity Shareholders of Kore Foods Limited, held on Tuesday, 5<sup>th</sup> day of September, 2017 at Vision House, Tivim Industrial Estate, Mapusa, Goa, submit my report as under:

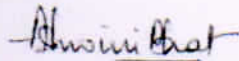
1. The Company has extended the facility of e-voting to the shareholders by tying up with the Central Depository Services Limited ('CDSL') e-voting facility.




**Shivaram Bhat**  
**Company Secretary**

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2. The e-voting remained open for the period commencing from Friday, 01<sup>st</sup> September, 2017, 09:00 a.m. to Monday, 04<sup>th</sup> September, 2017, 05:00 p.m.
3. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
5. Thereafter, using the scrutinizer's login on the CDSL e-voting website, the votes cast through remote e-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:

  
Ashwini Bhat

  
Siddhi Salkar

6. The votes cast by the shareholders through the e-voting facility were scrutinized.
7. I did not find any poll papers invalid.
8. The result of the voting is as under:



**Shivaram Bhat**  
**Company Secretary**

**Item No. 1**

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> 2017.

(i) Voted in favour of the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
7	40	1	1688730	355950	2531023	99.94

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	3	2	0	1800	800	0.06

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Shivaram Bhat**  
**Company Secretary**

**Item No. 2**

**Re-appointment of Mr. Abdullah Y. Fazalbhoj as a Director of the Company.**

**Voted in favour** of the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
7	39	1	1688730	355650	2531023	99.94

**Voted against** the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	4	2	0	2100	800	0.06

**Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Shivaram Bhat**  
**Company Secretary**

**Item No. 3**

Re-appointment of Mrs. Sharon Carvalho as a Director of the Company.

**Voted in favour of the resolution:**

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
7	36	1	1688730	353170	2531023	99.88

**Voted against the resolution:**

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	6	2	0	4570	800	0.12

**Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Shivaram Bhat**  
**Company Secretary**

**Item No. 4**

Appoint Auditor and fix their remuneration.

Voted in favour of the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
7	40	1	1688730	353750	2531023	99.90

Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	3	2	0	4000	800	0.10

Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Shivaram Bhat**  
**Company Secretary**

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**Item No. 5**

Appointment of Mr. John Silveira as Managing Director for a period from 07<sup>th</sup> July 2017 to 31<sup>st</sup> March 2019 pursuant to Section 196 read with Section 197 and 203 of Companies Act, 2013.

**Voted in favour** of the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
7	39	1	1688730	355650	2531023	99.94

**Voted against** the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	4	2	0	2100	800	0.06

**Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





**Shivaram Bhat**  
**Company Secretary**

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**Item No. 6**

Reclassification of shareholders from Promoter Group Category to Public Category under Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Voted in **favour** of the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
7	39	1	1688730	355780	2531023	99.94

Voted **against** the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	4	2	0	1970	800	0.06

**Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Shivaram Bhat**  
**Company Secretary**

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**Item No. 7**

Approval on Related Party Transactions (RPT) under Clause 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Voted in favour** of the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
7	38	1	1688730	353380	2531023	99.89

**Voted against** the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	5	2	0	4370	800	0.11

**Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Shivaram Bhat**  
**Company Secretary**

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9. A list of equity shareholders (in electronic format) who voted "FOR", "AGAINST" for each resolution is enclosed.
  
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
  
11. You may accordingly declare the result of the voting.

Thanking you,

Yours faithfully,

Place: Mapusa, Goa.

Dated: September 5, 2017



A handwritten signature in black ink, appearing to read "Shivaram Bhat", written over a horizontal line.

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**Shivaram Bhat**  
**Practising Company Secretary**  
**CP No. 7853**