

**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

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CIN L33208GA1983PLC000520

Date: 04<sup>th</sup> September, 2018

To

The Manager,  
Corporate Relationship Department,  
Bombay Stock Exchange Ltd.,  
P.J. Towers, 25th Floor, Dalal Street,  
Mumbai 400 00 1

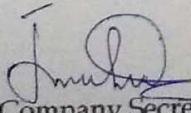
Dear Sir / Madam,

**Sub: Submission of Proceedings of 35th Annual General Meeting.  
Script Code BSE- 500458.**

Pursuant to Regulation 30 read with Para A of the Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Proceedings of the 35<sup>th</sup> Annual General Meeting of the Company held on 04<sup>th</sup> September, 2018.

Thanking You.

For Kore Foods Limited,

  
(Company Secretary)



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Website: [www.philproducts.com](http://www.philproducts.com)

PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF KORE FOODS LIMJTED HELD ON 04<sup>TH</sup> SEPTEMBER 2018 AT 03.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VISION HOUSE, TIVIM INDUSTRIAL ESTATE. MAPUSA, GOA - 403526.

**The following Directors were present:**

Mr. Sadashiv Shet	Chairman and Member
Mr A. Y Fazalbhoy	Director and Member
Mr. K.D Bhat	Director and Member
Mrs. Sharon Maria Defatima Carvalho	Director and Member
Mr. John Silveira	Director and Member
Mr. Syed Abbas	Director

**In attendance:**

Mrs. Jayashree Mishra	Company Secretary
Mrs. S.V.Shah	Partner of Auditors Firm
Mr Shivaram Bhat	Scrutinizer (e-voting)
Ms. Girija Nagvekar	Secretarial Auditor

**Members Present:**

33 members were present in person including representative of the body corporate and no proxy was there at the meeting.

Mr. Sadashiv V Shet chaired the proceedings of the meeting.

The Company Secretary announced 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 35<sup>th</sup> Annual General Meeting. The Chairman informed the Members that Registers and Books as required under the Companies Act, 2013, have been placed on the table and shall remain open and available for inspection during the meeting. The Chairman also informed that the Company has not received any proxy in the concerned meeting.



The Notice convening the 35<sup>th</sup> Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present at the meeting.

The Chairman informed the Members that there were no qualifications in the Auditors Report and the Auditors Report was read by the Company Secretary Mrs. Jayashree Mishra.

The Chairman informed the members that Company has arranged for a poll on all the 5 resolutions to be passed at the meeting. Thereafter all the 5 resolutions were proposed and seconded.

The resolutions voted for by the members through E-voting and Poll briefly relates to the following:

**Ordinary Business:**

**Item No 1: Adoption of financial statements.**

The Audited Financial statements for the financial year ended 31<sup>st</sup> March 2018 were placed before the Members for their adoption and approval. The Members considered the Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March 2018 and the Balance Sheet as on that date together with notes thereto and other relevant Information and the Auditor's report thereon and the Directors' Report thereto.

In this respect, a resolution was put forward by the Chairman and accordingly the resolution was seconded by Mr. S H Kothari.

The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the Members, the meeting proceeded to take up the next matter on the agenda.

**Item no 2: Re-appointment of Director retiring by rotation**

The matter concerning the re-appointment of Shri Kundapoor Damodhar Bhat (DIN: 01685944), as Director of the Company was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr S. M. Shetty proposed the resolution. The resolution was seconded by Mr. G. P. Harnalkar.



The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the Members, the meeting proceeded to take up the next matter on the agenda.

**Item no 3: To take note of the validity of appointment of Statutory auditors till the conclusion of AGM for financial year ending 2021-22 pursuant to the amendment of Section 139(1) of Companies Act, 2013 vide the Companies (Amendment) Act, 2017.**

Pursuant to the amendment of Section 139(1) of Companies Act, 2013 vide the Companies (Amendment) Act, 2017, the office of the statutory auditors shall be valid as such till the whole unexpired term of their tenure and shall no longer require ratification by shareholders at every AGM. Accordingly, the annual ratification of auditors shall not form part of the notice of the subsequent Annual General Meetings.

In this respect a resolution was put forward by the Chairman and accordingly, Mrs Shalini Lobo proposed the resolution. The resolution was seconded by Mr. Girish Pai.

The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the Members, the meeting proceeded to take up the next matter on the agenda.

#### **SPECIAL BUSINESS**

**Item no 4: Appointment of Mr. Sayed Abbas as Independent Director**

The matter concerning the appointment of Mr. Syed Abbas (DIN: 08057330), as Independent Director of the Company was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, the resolution was proposed by Mr. Sameer Alve and seconded by Mr. Bharat Tanawade.

The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the Members, the meeting proceeded to take up the next matter on the agenda.



**Item no 5: Approval on Related Party Transactions (RPT) under Companies Act, 2013 and clause 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

The matter concerning about approval on related party was placed before the Members for their consideration and approval. In this respect, a resolution was put forward by the Chairman and accordingly, the resolution was proposed by Mr. Khalid Mulla and seconded by Mr. Philu D'souza.

The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the Members, the Chairman then informed the members that all the resolutions are proposed and seconded.

The Chairman then announced to the Members to proceed for the Poll process and informed that the Board has appointed Mr. Shivaram Bhat, a Company Secretary in Practice as a Scrutinizer to conduct the voting process in a fair and transparent manner. He also mentioned to the Members that Mr. Shivaram Bhat is neither an Officer nor an Employee of the Company.

**VOTE OF THANKS:**

There being no other business to transact, the meeting concluded at 4.20 P.M. with a vote of thanks by Mr. Abdullah Y Fazalbhoj, to the Board of Directors and Shareholders present at the meeting.

For Kore Foods Limited

(Company Secretary)

