

PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING

The Annual General Meeting of the Company was held on Tuesday, 22nd August, 2023 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. Sayed Abbas	- Chairman and Independent Director
Mr. A. Y. Fazalbhoy	- Director – attended through video conferencing
Mr. Ganesh S. Shenoy	- Independent 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
Mr. V. C. Shah	- Partner of Auditors Firm V. C. Shah & Co. – attended through video conferencing
Mr. Shivaram Bhat	- Scrutinizer (E-voting and Poll)
Mrs. Shalini Lobo -	- Chief Financial Officer

Due to Medical reasons 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 11.30 AM.

Puja Joshi, Company Secretary –cum-Compliance Officer welcomed the members and informed the members about sad demise of Mr. Sadshiv Shet who was a Ex-Chairman and Independent Director of the Company. One Minute Silence was observed in the memory and honour of deceased Mr. Sadashiv Shet.

The Company Secretary informed the members that 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 Saturday, 19th August, 2023 to Monday, 21st August, 2023 and E-voting facility is provided 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 aslo made available on the website of Bombay Stock Exchange at www.bseindia.com and CDSL website at www.evotingindia.com.

Pursuant to the Articles of Association of the Company, Mr. Sayed Abbas 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 40th Annual General Meeting. The Chairman introduced all the Directors who attended the meeting and Mr. V. C. Shah, Partner of V. C. Shah & Co., Statutory Auditors and Mr. Shivaram Bhat, Practising Company Secretary, who was appointed as Scrutinizer for conducting E-voting and Poll process.

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 Financial Statements for the year ended 31.03.2023, copy of draft Letter of Appointment of Mr. Ganesh S. Shenoy as an Independent Director and Register of Proxies are kept at this meeting for inspection. He also informed that no proxy was received for this Meeting.

With the permission of the members the Notice convening the 40th Annual General Meeting was taken as read.

The Chairman informed that the Auditors Report and Secretarial Auditors Report for the year ended 31.03.2023 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 19th August, 2023 to 21st August, 2023. 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 4 resolutions were proposed and seconded.

The Resolutions 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, 2023 and the Reports of Board of Directors' and Auditors'.

In this respect a resolution was put forth by the Chairman and requested the Members to propose and second.

Accordingly the resolution was proposed by Mr. Sadashiv Shetty and seconded by Mr. Bharat Tanavade.

The Chairman informed that the Company has received request from one shareholder for participating in the meeting as a Speaker and he announced his name but it was found that the said

shareholder 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. Kundapoor Damodar Bhat (DIN:01685944), being interested in this item of agenda hence he and his relatives will not participate in the meeting. Mr. Kundapoor D. Bhat and his relatives did not participated in the meeting for this agenda item.

The matter concerning the Re-appointment of Mr. Kundapoor Damodar Bhat (DIN:01685944), 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. Gireesh Pai.

The Chariman put Resolution to vote.

The Chairman requested Mr. Kundapoor Damodar Bhat and his relatives to participate in the meeting for remaining items of Agenda. Mr. Kundapoor Damodar Bhat 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.

SPECIAL BUSINESS

Item No. 03: Appointment of Mr. Ganesh S. Shenoy as an Independent Director for five consecutive years – Special Resolution.

The Chairman informed that Mr. Ganesh S. Shenoy (DIN:00875061), being interested in this item of agenda hence he and his relatives will not participate in the meeting. Mr. Ganesh S. Shenoy and his relatives did not participated in the meeting for this agenda item.

The Resolution pertaining to the Appointment of Mr. Ganesh S. Shenoy (DIN: 00875061) as an Independent Director for five conseutive years was placed before the Members for 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. Sonu Khandeparkar.

The Chariman put Resolution to vote.

The Chairman requested Mr. Ganesh S. Shenoy and his relatives to participate in the meeting for remaining items of Agenda. Mr. Ganesh S. Shenoy participated in the meeting for the remaining items of Agenda.

Item No. 4: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 of Agenda. 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. Khalid Mulla proposed the resolution. The resolution was seconded by Mr. Manohar Mayekar.

The Chariman put Resolution to vote.

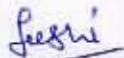
The Chairman requested Mr. John Silveira, Mrs. Shalini Lobo, Mr. K. D. Bhat and his relatives, Mrs. Mona D'Souza and Mr. Abdullah Fazalbhooy and his relatives and interested promoters and promoter group to participate in the meeting. On request they participated in the Meeting.

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 will be kept open for the next 15 minutes to enable the members to caste 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 11.50 AM.

For Kore Foods Limited



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

