

Corporate Governance Report for the quarter ended 31st March, 2016

1. Name of Listed Entity – **Kohinoor Foods Limited**
 2. Quarter ending- **March, 2016**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN& DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	JUGAL KISHORE ARORA	PAN-AAJPA9385M DIN-00010704	Chairman	31.08.2012	w.e.f. 26.09.2012-25.09.2017	1	0	0
Mr.	SATNAM ARORA	PAN-AAKPA2694L DIN-00010667	Executive Director	31.08.2012	w.e.f. 26.09.2012-25.09.2017	2	4	0
Mr.	GURNAM ARORA	PAN-AAJPA1064F DIN-00010731	Executive Director	31.08.2012	w.e.f. 26.09.2012-25.09.2017	1	0	0
Mr.	VIJAY BURMAN	PAN-AAEPB7494H DIN-00013710	Independent Director	01.04.2016	w.e.f. 01.04.2014-31.03.2021	1	2	1
Mr.	SANDEEP KOHLI	PAN-AHFPK7123E DIN-00300767	Independent Director	01.04.2016	w.e.f. 01.04.2016-31.03.2021	1	2	1
Mr.	MAHARAJ KISHAN TRISAL	PAN-AABPT3496Q DIN-00059545	Independent Director	01.04.2016	w.e.f. 01.04.2016-31.03.2021	2	1	0
Mr.	SATISH CHANDRA GUPTA	PAN-AAJPG2317F DIN-00025780	Independent Director	01.04.2016	w.e.f. 01.04.2016-31.03.2021	8	9	2
Ms.	MADHU VIJ	PAN-AADPV0701A DIN-00025006	Independent Director	31.03.2015	w.e.f. 31.03.2015-30.03.2020	5	2	0
Mr.	KHEDAIM ABDULLA SAEED FARIS ALDEREI	PAN-BJLPA3791D DIN-06699678	Non-Executive Director	05.12.2013	w.e.f. 05.12.2013	1	1	0
II. Composition of Committees								
Name of Committee			Name of Committee members			Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$		
1. Audit Committee			Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SANDEEP KOHLI, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA, Mr. KHEDAIM ABDULLA SAEED			Chairman Member Member Member Member		



	FARIS ALDEREI, Ms. MADHU VIJ	Member	
2. Nomination & Remuneration Committee	Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SANDEEP KOHLI, Mr. SATISH CHANDRA GUPTA, Mr. H.E KHEDAİM ABDULLA SAEED FARIS ALDEREI,	Chairman Member Member Member Member	
3. Risk Management Committee(if applicable)	Mr. SATNAM ARORA Mr. GURNAM ARORA Mr. NITIN ARORA Mr. AMIT ARORA Mr. NISHANT ARORA Mr. PRABAHT KUMAR	Chairman Member Member Member Member Member	
4. Stakeholders Relationship Committee'	Mr. SANDEEP KOHLI Mr. SATNAM ARORA Mr. VIJAY BURMAN	Chairman Member Member	
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
09.11.2015	11.02.2016	120 DAYS	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
11.02.2016 (AUDIT COMM.)	YES (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA, Ms. MADHU VIJ)	09.11.2015 (AUDIT COMM.)	Audit Comm. - Max gap of 4 months between 2 meetings
11.02.2016 (Nomination & Remuneration Committee Meeting)	YES (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATISH CHANDRA GUPTA,)		Other Comm. - no specific time is defined under Companies Act, 2013.
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance status (Yes/No/NA) refer note below</i>	
Whether prior approval of audit committee obtained		NA	



Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee .Yes</p> <p>b. Nomination & remuneration committee. Yes</p> <p>c. Stakeholders relationship committee. Yes</p> <p>d. Risk management committee. Yes</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	



ANNEXURE II

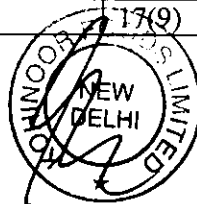
Corporate Governance Report for the whole of financial year

I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Web Address</i>
Details of business	Yes	www.kohinoorfoods.in
Terms and conditions of appointment of independent directors	Yes	www.kohinoorfoods.in
Composition of various committees of board of directors	Yes	www.kohinoorfoods.in
Code of conduct of board of directors and senior management personnel	Yes	www.kohinoorfoods.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.kohinoorfoods.in
Criteria of making payments to non-executive directors	Yes	www.kohinoorfoods.in
Policy on dealing with related party transactions	Yes	www.kohinoorfoods.in
Policy for determining 'material' subsidiaries	Yes	www.kohinoorfoods.in
Details of familiarization programmes imparted to independent directors	Yes	www.kohinoorfoods.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.kohinoorfoods.in
email address for grievance Redressal and other relevant details	Yes	www.kohinoorfoods.in
Financial results	Yes	www.kohinoorfoods.in
Shareholding pattern	Yes	www.kohinoorfoods.in
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	Yes	www.kohinoorfoods.in

II Annual Affirmations

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes



Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. YES

Name & Designation:

Rama Kant

Rama Kant



Company Secretary & GM (Legal)