

# Kohinoor Foods Ltd.

4-July-2017

**The National Stock Exchange of  
India Limited**

Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
**MUMBAI – 400 051**

The Listing Department  
**BSE Limited**  
P.J. Tower, Dalal Street  
**MUMBAI – 400 001**

**Trading Symbol: KOHINOOR**  
**Scrip Code: 512559**

Dear Sirs,

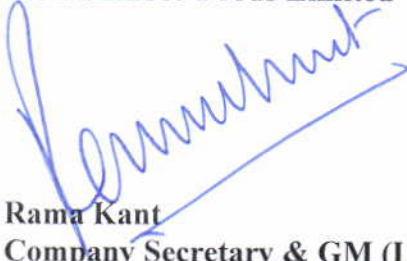
**Sub: Corporate Governance Report for the quarter ended 30<sup>th</sup> June, 2017.**

In terms of requirement of Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report for the quarter ended on 30<sup>th</sup> June, 2017.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **Kohinoor Foods Limited**



**Rama Kant**  
**Company Secretary & GM (Legal)**

**Encl:** As above

**Kohinoor Foods Limited**  
**Corporate Governance Report for the quarter ended on 30<sup>th</sup> June, 2017**

1. Name of Listed Entity – Kohinoor Foods Limited  
 2. Quarter ending- 30<sup>th</sup> June, 2017

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN <sup>S</sup> & 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- Executive	31.08.2012	Not Applicable	1	0	0	
Mr.	SATNAM ARORA	PAN- AAKPA2694L DIN-00010667	Executive Director	31.08.2012	Not Applicable	2	4	0	
Mr.	GURNAM ARORA	PAN- AAJPA1064F DIN-00010731	Executive Director	31.08.2012	Not Applicable	1	0	0	
Mr.	VIJAY BURMAN	PAN- AAEPB7494H DIN-00013710	Non Executive- Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	1	2	1	
Mr.	SANDEEP KOHLI	PAN- AHFPK7123E DIN-00300767	Non Executive- Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	1	2	1	
Mr.	MAHARAJ KISHAN TRISAL	PAN- AABPT3496Q DIN-00059545	Non Executive- Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	2	1	0	
Mr.	SATISH CHANDRA GUPTA	PAN- AAJPG2317F DIN-00025780	Non Executive- Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	6	6	2	
Ms.	MADHU VIJ	PAN- AADPV0701A DIN-00025006	Non Executive- Independent Director	31.03.2015	w.e.f. 31.03.2015 to 30.03.2020	5	1	0	



Mr.	KHEDAIM ABDULLA SAEED FARIS ALDEREI	PAN- BJLPA3791D DIN-06699678	Non-Executive Director	05.12.2013	Not Applicable	1	1	0
Mr.	NITIN ARORA	PAN- AABPA6440R DIN-00017428	Executive Director	14.11.2016	Not Applicable	1	0	0

§ PAN number of any director would not be displayed on the website of Stock Exchange  
 & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen  
 \* To be filled only for Independent Director.  
 Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
<b>1. Audit Committee</b>		Mr. VIJAY BURMAN Mr. MAHARAJ KISHAN TRISAL Mr. SANDEEP KOHLI Mr. SATNAM ARORA Mr. SATISH CHANDRA GUPTA Mr. KHEDAIM ABDULLA SAEED FARIS ALDEREI Mrs. MADHU VIJ	Chairman - Non Executive - Independent Non Executive - Independent Non Executive - Independent Executive Non Executive - Independent Non Executive Non Executive - Independent
<b>2. Nomination &amp; Remuneration Committee</b>		Mr. VIJAY BURMAN Mr. MAHARAJ KISHAN TRISAL Mr. SANDEEP KOHLI Mr. SATISH CHANDRA GUPTA Mr. KHEDAIM ABDULLA SAEED FARIS ALDEREI	Chairman - Non Executive - Independent Non Executive - Independent Non Executive - Independent Non Executive - Independent Non Executive
<b>3. Risk Management Committee</b>		Mrs. MADHU VIJ Mr. SATNAM ARORA Mr. GURNAM ARORA Mr. VIJAY BURMAN Mr. MAHARAJ KISHAN TRISAL Mr. SANDEEP KOHLI Mr. SATISH CHANDRA GUPTA	Chairperson - Non Executive - Independent Executive Executive Non Executive - Independent Non Executive - Independent Non Executive - Independent Non Executive - Independent
<b>4. Stakeholders Relationship Committee</b>		Mr. SANDEEP KOHLI Mr. SATNAM ARORA Mr. VIJAY BURMAN	Chairman - Non Executive - Independent Executive Non Executive - Independent



<sup>5</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
14.02.2017	13.04.2017 & 30.05.2017	57 DAYS	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee Meeting</b> 30.05.2017	Yes, quorum duly met ( Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA, Mr. SANDEEP KOHLI, Mrs. MADHU VIJ)	14.02.2017	104 Days
<b>Nomination &amp; Remuneration Committee</b>	-	-	-
<b>Risk Management Committee</b>	-	-	-
<b>Stakeholders Relationship Committee</b>	-	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<b>Subject</b>	Compliance status (Yes/No/NA) refer note below		
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		



**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee. **Yes**
  - b. Nomination & remuneration committee. **Yes**
  - c. Stakeholders relationship committee. **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities). **Not Applicable**
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**
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. **Yes**
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 : None

**Name & Designation**



**Rama Kant**  
Company Secretary / Compliance Officer