

KOHINOOR FOODS LIMITED

1st October, 2016

The Secretary

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex,
Bandra (E)
Mumbai - 400051

Re.: Corporate Governance Report for the quarter and half year ended 30th September, 2016.

Dear Sir/Mam,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirement), 2015, enclosed please find herewith Corporate Governance Report for the quarter and half year ended 30th September, 2016.

Kindly acknowledge receipt of the same.

Thanking you,

Yours sincerely,

For Kohinoor Foods Limited


Rama Kant
Company Secretary & GM (Legal)



C.C. The Secretary
Bombay Stock Exchange Limited
Floor 25, Phiroz Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001

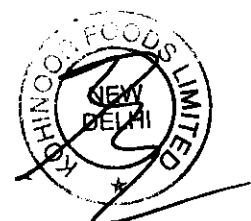
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Phone: +91-129-424-2222, Fax: +91-129-424-2233, E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

Corporate Identity No. L52110DL1989PLC037097
Regd. Office: 201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi-110048 (India), Ph.: 011-29220330

Corporate Governance Report for the quarter and half year ended 30th September, 2016

1. Name of Listed Entity – **Kohinoor Foods Limited**
 2. Quarter ending- **September, 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. 01.04.2016-31.03.2021	1	2	1
Mr.	SANDEEP KOHLI	PAN-AHF7K7123E 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	7	2
Ms.	MADHU VIJ	PAN-AADPV0701A DIN-00025006	Independent Director	31.03.2015	w.e.f. 31.03.2015-30.03.2020	5	1	0
Mr.	KHEDAIM ABDULLA SAEED FARIS ALDEREI	PAN-BJLPA3791D DIN-06699678	Non-Executive Director	05.12.2013	w.e.f. 05.12.2013	1	2	0
II. Composition of Committees								
Name of Committee			Name of Committee members			Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$		
I. Audit Committee			Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SANDEEP KOHLI, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA,			Chairman Member Member Member Member		



	Mr. KHEDAIM ABDULLA SAEED 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 KHEDAIM 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. PRABHAT 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>
30.05.2016	12.08.2016	73 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>
12.08.2016 (AUDIT COMM.)	YES (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA, Mr. SANDEEP KOHLI, Ms. MADHU VIJ)	30.05.2016 (AUDIT COMM.)	Audit Comm.- Max gap of 4 months between 2 meetings 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

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. Yes
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.
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:

Name : Rama Kant

Designation: Company Secretary & GM (Legal)

Place : Faridabad

Date: 01.10.2016

