

Kohinoor Foods Ltd.

09th January, 2020

The National Stock Exchange of India Limited
Exchange Plaza, 5th 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,


RE: Corporate Governance Report for the Quarter ended 31st December, 2019.


In terms of requirement of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report for the Quarter on 31st December, 2019.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For Kohinoor Foods Limited


Deepak Kaushal
Company Secretary*
F-8722



Encl: As above



General information about company	
512559	Scrp code
KOHINOOR	NSE Symbol
NOTLISTED	MSEI Symbol
INE080B01012	ISIN
Kohinoor Foods Limited	Name of the entity
01-04-2019	Date of start of financial year
31-03-2020	Date of end of financial year
Quarterly	Reporting Quarter
31-12-2019	Date of Report
Not Applicable	Risk management committee
Any other	Market Capitalisation as per immediate previous Financial Year

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

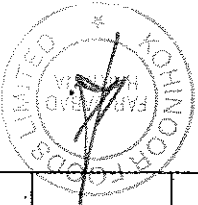
I. Composition of Board of Directors

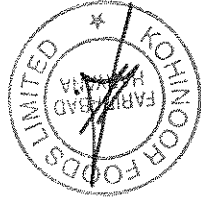
Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Whether Chairperson is related to MD or CEO

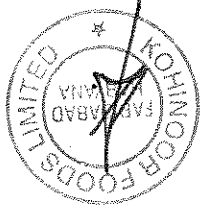
Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(A) of Listing Regulations]	Date of special resolution passing	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN
Jugal Kishore Arora	AAJPA9385M	00010704	Executive Director related to Chairperson			11-10-1943		26-07-1989	26-07-1989	26-09-2017		1	1	0	0		
Satnam Arora	AAKPA2694L	00010667	Executive Director	Not Applicable	MD	23-01-1949		26-07-1989	26-07-1989	26-09-2017		2	2	4	0		
Guram Arora	AAJPA1064F	00010731	Executive Director	Not Applicable	MD	26-03-1950		26-07-1989	26-07-1989	26-09-2017		1	1	1	0		
Vijay Buman	AAEPB7494H	00013710	Non-Executive - Independent Director	Not Applicable		09-04-1932		28-09-2018	15-03-2001	01-04-2016		60	1	3	3		





Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson						
Yes						
Sl	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
		Remarks		Textual Information(1)		
1	00013710	Vijay Burman	Non-Executive - Independent Director	Chairperson	14-11-2018	
2	00010667	Satnam Arora	Executive Director	Member	14-11-2018	

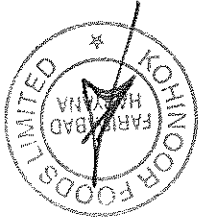
Sr Text Block	<p data-bbox="1608 1337 1870 1372" style="text-align: right;">Textual Information(1)</p> <p data-bbox="376 1276 1496 1436">The Company is declared NPA and a petition is filed before NCLT by Bankers, yet to be accepted. The Company is facing financial crises and striving to its revival the Company is facing difficulties in obtaining consent for appointment as director. The Company still strive to fill the vacancies by suitable person in due course. Hence in light of the above we pray to waive all the penalties and also to hold all other action on the Company/promoter</p>
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Nomination and remuneration committee		Whether the Nomination and remuneration committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00013710	Vijay Burman	Non-Executive - Independent Director	Chairperson	14-11-2018		Textual Information(1)

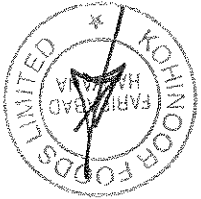


Sr Text Block	<p>The Company is declared NPA and a petition is filed before NCLT by Bankers, yet to be accepted. The Company is facing financial crises and striving to its revival the Company is facing difficulties in obtaining consent for appointment as director. The Company still strive to fill the vacancies by suitable person in due course. Hence in light of the above we pray to waive all the penalties and also to hold all other action on the Company/promoter</p> <p style="text-align: right;">Textual Information(1)</p>
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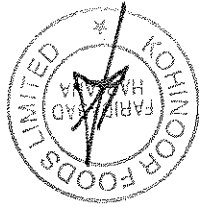


Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Yes						
St	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
Remarks						
1	00013710	Vijay Burman	Non-Executive - Independent Director	Chairperson	04-09-2019	
2	00010667	Satnam Arora	Executive Director	Member	04-09-2019	
3	00010731	Gurnam Arora	Executive Director	Member	04-09-2019	



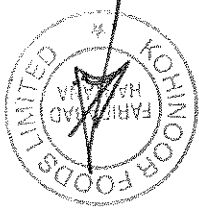


Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							



Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
					Yes		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

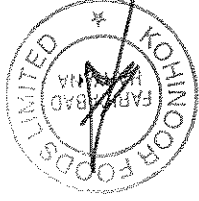


Annexure I

Annexure I

III. Meeting of Board of Directors

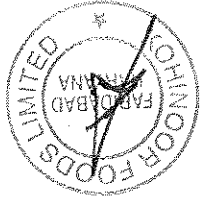
Disclosure of notes on meeting of board of directors explanatory		Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
		1	14-08-2019			* The Board Meeting held on 14th August, 2019 which commenced at 12:00 Noon and Adjourned at 12:30 P.M. was called for an Adjournment by the Chairman on 16th August, 2019 at 05:00 P.M. due to sudden demise of the close relative of the Chairman and Jr. Managing Director of the Company.	Yes	4	1
		2	04-09-2019		20		Yes	3	1
		3	14-11-2019		70		Yes	3	1





Annexure I	IV. Meeting of Committees	Disclosure of notes on meeting of committees explanatory Textual Information(1)
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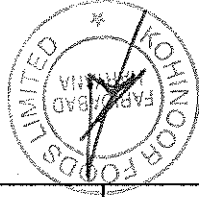
Text Block	<p>Due to resignation of Mr. S. C. Gupta on 28th May, 2019 and Ms. Madhu Vij on 11th June, 2019, the Audit Committee composition is not complete in accordance with the provisions of the Act. The Company is declared NPA and a petition is filed before NCLT by Bankers, yet to be accepted. The Company is facing financial crises and striving to its revival the Company is facing difficulties in obtaining consent for appointment as director. The Company still strive to fill the vacancies by suitable person in due course. Hence in light of the above we pray to waive all the penalties and also to hold all other action on the Company/promoter</p>
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Annexure I

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	





VI. Affirmations		
St	Subject	
Compliance status (Yes/No)		
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	Deepak Kaushal
2	Designation	Company Secretary





Signatory Details	
Name of signatory	Deepak Kaushal
Designation of person	Company Secretary
Place	Faridabad
Date	09-01-2020