

Kohinoor Foods Ltd.

11th May, 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 March, 2020.

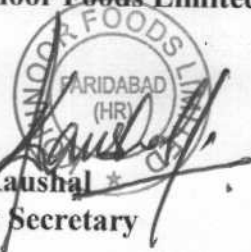
In terms of requirement of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report for the Quarter on 31st March, 2020.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **Kohinoor Foods Limited**



Deepak Kaushal *
Company Secretary
F-8722

Encl: As above

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



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

1. 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																		
	Yes																		
	Yes																		
Title (Mr / Ms)	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 passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships 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	Notes for not providing DIN
1	Mr. JIGAL KISHORE ARORA	AJJP9383M	00010704	Executive Director	Chairperson related to Promoter		11-10-1943	NA		26-07-1989	26-09-2017			1	0	0	0		
2	Mr. SATNAM ARORA	AAKPA2694L	00010667	Executive Director	Not Applicable	MD	23-01-1949	NA		26-07-1989	26-09-2017			2	1	4	0		
3	Mr. GURNAM ARORA	AJJP1064F	00010731	Executive Director	Not Applicable	MD	26-03-1950	NA		26-07-1989	26-09-2017			1	0	2	0		
4	Mr. VIJAY BURLIMAN	AAEPB7494H	00013710	Non-Executive - Independent Director	Not Applicable		09-04-1932	Yes	28-09-2018	15-03-2001	01-04-2016		60	1	1	4	4		



I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Title (Mr / Ms)	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(1A) of Listing Regulations]	Date of passing special resolution	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 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	Notes for not providing DIN
Mr	Smit Sharma	APWPS2813K	08699033	Non-Executive - Independent Director	Not Applicable		30-04-1956	N/A		13-02-2020	13-02-2020		60	1	1	2	0		
Mr	Yash Pal Mahajan	AATPM1755D	08699040	Non-Executive - Independent Director	Not Applicable		04-05-1949	N/A		13-02-2020	13-02-2020		60	1	1	2	0		
Mrs	Mamta Chandra Bhambhani	AATPB2805P	00387533	Non-Executive - Independent Director	Not Applicable		18-09-1945	N/A		13-02-2020	13-02-2020		60	1	1	2	0		



Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							
						Yes	
Sr Number	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	13-02-2020		
2	08699033	Smiti Sharma	Non-Executive - Independent Director	Member	13-02-2020		
3	08699040	Yash Pal Malajain	Non-Executive - Independent Director	Member	13-02-2020		
4	00387525	Mani Chandra Bhandari	Non-Executive - Independent Director	Member	13-02-2020		



Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes		
Sr Number	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	13-02-2020			
2	08699033	Smiti Sharma	Non-Executive - Independent Director	Member	13-02-2020			
3	08699040	Yash Pal Malhotra	Non-Executive - Independent Director	Member	13-02-2020			
4	00387525	Mani Chandra Bhandari	Non-Executive - Independent Director	Member	13-02-2020			



Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes		
Sr Number	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00010667	SATNAM ARORA	Executive Director	Member	04-09-2019			
2	00010731	GURNAM ARORA	Executive Director	Member	04-09-2019			
3	00013710	VIJAY BURMAN	Non-Executive - Independent Director	Chairperson	04-09-2019			



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr Number	DIN	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					
Sr Number	DIN Number	Name of Committee members	Category: 1 of directors	Category: 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00010667	SATNAM ARORA	Executive Director	Member	04-09-2019		
2	00010731	GURNAM ARORA	Executive Director	Member	04-09-2019		
3	00013710	VIJAY BURMAN	Non-Executive - Independent Director	Chairperson	04-09-2019		



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	14-11-2019		90		Yes	3	1
2		13-02-2020			Yes	7	4



Annexure 1

IV. Meeting of Committees

		Disclosure of notes on meeting of committees explanatory						
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive committee (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-02-2020			Due to resignation of Mr. S. C. Gupta on 28th May, 2019 and Ms. Madhu Vij on 11th June, 2019, the Audit Committee composition was not complete hence no meeting was scheduled in quarter 2 and quarter 3, in accordance with the provisions of the Act. Mr. Sunil Sharma, Mr. Yash Pal Malhanjan and Mrs. Mani Chandra Bhandari were appointed as on 13th February, 2020.	Yes	4	4
2	Nomination and remuneration committee	13-02-2020				Yes	4	4



Annexure 1

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	



Annexure I

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: b. Nomination & remuneration committee	Yes
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

