

# Kohinoor Foods Ltd.

13.10.2023

**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,

**RE: Corporate Governance Report for the Quarter ended 30<sup>th</sup> September, 2023.**


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 30<sup>th</sup> September, 2023.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited

  
Deepak Kaushal  
Company Secretary  
F-8722

**Encl: As above**

## ANNEXURE I

1. Name of Listed Entity - Kohinoor Foods Limited  
2. Quarter ending - 30-Sep-2023

## i. Composition Of Board Of Director

Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Duration of Office	Tenure	Date of Birth	Whether Director is disqualified?	SR	ED	ID	Current status	Whether special resolution passed?	Date of passing special resolution	No. of Directorships in listed entities	No. of Independent Directorships in listed entities	No. of memberships in Audit/ Stakeholder Committees (including this listed entity)	No. of memberships in Chairperson/ Audit/ Stakeholder Committees (including this listed entity)	No. of positions held in listed entities (including this listed entity)	Membership in Committees of the Company	Remarks
Mr.	Jugal Kishore Arora	00010704	AAJPA9385M	C/ED		26-Jul-1989	26-Sep-2017	11-Oct-1943	No		No			Active	NA			1	0	0	0			
Mr.	Saham Arora	00010067	AAKPA2694L	ED	MD	26-Jul-1989	26-Sep-2017	23-Jan-1949	No		No			Active	NA			2	1	4	0			SC
Mr.	Gurram Arora	00010731	AAJPA1064F	ED	MD	26-Jul-1989	26-Sep-2017	26-Mar-1950	No		No			Active	NA			1	0	2	2			SC
Mr.	Sunil Sharma	08699033	APVPS2813K	ID		13-Feb-2020	13-Feb-2020	30-Apr-1956	No		No			Active	NA			1	1	2	2			AC, NRC
Mr.	Yash Pal Mahajan	08699040	ATPM1755D	ID		13-Feb-2020	13-Feb-2020	04-May-1949	No		No			Active	Yes	29-Sep-2023		1	1	2	0			AC, NRC
Mrs.	Mani Chandra Bhandari	00387525	AATPB2805P	ID		13-Feb-2020	13-Feb-2020	18-Sep-1945	No		No			Active	Yes	30-Dec-2020		1	1	4	4			AC, SC, NRC

## Company Remarks

Whether Regular chairperson appointed

Whether Chairperson is related to MD or CEO

## ii. Composition of Committees

## a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mani Chandra Bhandari	ID	Chairperson	20-Jul-2021	
2	Sunil Sharma	ID	Member	20-Jul-2021	
3	Yash Pal Mahajan	ID	Member	20-Jul-2021	



Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mani Chandra Bhandari	ID	Chairperson	20-Jul-2021	
2	Satnam Arora	ED	Member	20-Jul-2021	
3	Gurnam Arora	ED	Member	20-Jul-2021	

Company Remarks

Whether Regular chairperson appointed

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
Company Remarks					
Whether Regular chairperson appointed					

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mani Chandra Bhandari	ID	Chairperson	20-Jul-2021	
2	Sunil Sharma	ID	Member	20-Jul-2021	
3	Yash Pal Mahajan	ID	Member	20-Jul-2021	

Company Remarks

Whether Regular chairperson appointed

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
29-May-2023	Yes	6	6	3
14-Aug-2023	Yes	6	5	3

Company Remarks

Maximum gap between any two consecutive (in number of days)

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and	Whether requirement of Quorum	Total Number of Directors in the	Number of Directors present (All directors	Number of Independent directors	Number of Independent directors	Number of Members attending
							76



	Current quarter in chronological order	met (Yes/No)	Committee as on date of the meeting	including Independent Director	attending the meeting	Meeting (Other than Board of Directors)
Audit Committee	29-May-2023	Yes	3	3	3	0
Audit Committee	14-Aug-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	14-Aug-2023	Yes	3	3	3	0

Company Remarks  
 Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]

V. Related Party Transactions	Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained		Not Applicable	
Whether shareholder approval obtained for material RPT		Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions

**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 1000 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 has been placed before Board of Directors. - Yes
  - a. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Deepak Kaushal  
 Designation : Company Secretary

For KOHINOOR FOODS LIMITED

Company Secretary (Manan Singh)




Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	20(3)	Yes	
	34(3) read with para C of Schedule V	Yes	

Note:

Name : Deepak Kaushal  
 Designation : Company Secretary

%symbol%

ANNEXURE IV  
%company Name%

%quarter Ended%

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months					
Promoter or any other entity controlled by them	Promoter or any other entity controlled by them	Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter or any other entity controlled by them	Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

**Affirmations**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

**Company Remarks in case of non-compliant status**

Name: Chashu Arora  
 Designation: Chief Financial Officer  
 Place: Faridabad, Haryana  
 Date: 13-Oct-2023

