

Kohinoor Foods Ltd.

June 24, 2021

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 Sir(s),

Sub: Annual Secretarial Compliance Report in compliance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

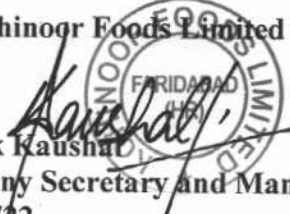
In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report of Kohinoor Foods Limited for the financial year ended on 31st March, 2021.

This is for your information and records.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited


Deepak Kaushal
Company Secretary and Manager (Legal)
FCS-8722

Encl: As above



MANK & ASSOCIATES COMPANY SECRETARIES

ANNUAL SECRETARIAL COMPLIANCE (ASC) REPORT
OF
M/S. KOHINOOR FOODS LIMITED
(FOR THE YEAR ENDED 31ST MARCH, 2021)

To,
The Board of Directors,
M/s. Kohinoor Foods Limited
Regd. Off.: Pinnacle Business Tower,
10th Floor, Surajkund,
Shooting Range Faridabad
Faridabad-121001
Haryana, India

We have examined:

- All the documents and records made available to us and explanation provided by **M/s. Kohinoor Foods Limited [CIN No.: L52110HR1989PLC070351]**, having its registered office at **Pinnacle Business Tower, 10th Floor, Surajkund, Shooting Range Faridabad, Faridabad-121001, Haryana, India ("The Listed Entity")**;
- The filings/ submissions made by the listed entity to the stock exchanges;
- Website of the **M/s. Kohinoor Foods Limited** i.e. <http://www.kohinoorfoods.in>;
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended **31st March, 2021 ("Review Period")** in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



1





MANK & ASSOCIATES COMPANY SECRETARIES

- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Review Period as the Company has not bought back any of its securities during the financial year under review**);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments made therein from time to time; (**Not applicable as the company has not granted any options to its employees during the financial year under review**);
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and amendments made therein from time to time; (**Not applicable as the Company does not have any debt securities listed during the financial year under review**);
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (**Not applicable as the Company does not have any Preference Shares during the financial year under Review**);
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, warranted due to the global spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **EXCEPT** in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Listing of 1830000 Equity Shares in pursuance of Conversion of Share Warrants to Promoters	Equity Shares Have Not Been Listed	1. Application filed by the Company seeking permission for listing with NSE Limited is pending.



2





MANK & ASSOCIATES COMPANY SECRETARIES

			2. Application was Re-submitted by the Company for Seeking Permission for Listing with BSE Limited on 15/05/2021 is Pending.
--	--	--	--

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records;
- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No	Action Taken By	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Initiation of Action by under Regulation 98(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (BSE Limited & NSE Limited)	Suspension of Trading	Suspension of Trading of Securities on 21/10/2020	The Company has submitted required Application / Documents for Revocation of Suspension of Trading with the Exchanges
2.	Non-Compliance with the Regulation 18 & 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for quarter ended 30 th September, 2019, 31 st December, 2019, and 31 st March, 2020	Fine have been paid by the Company for the Quarter ended 30 th September, 2019	Waiver Granted by NSE & BSE for 30 th September, 2019, 31 st December, 2019, and 31 st March, 2020	No Comments Required
4.	Non-Compliance with the Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for quarter ended 30 th September, 2019, 31 st December, 2019, and 31 st March, 2020	Fine have been paid by the Company	The Company has paid SOP Fee to the NSE and BSE.	No Comments Required



Manish Kumar



MANK & ASSOCIATES COMPANY SECRETARIES

5.	Non-Compliance with the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for quarter ended 31 st March, 2020- (BSE Limited and NSE Limited)	Fine have been paid by the Company	The Company has paid SOP Fee to the NSE and BSE.	No Comments Required
6.	Non-Compliance with the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for quarter ended 30 th June, 2020- (BSE Limited and NSE Limited)	Fine have been paid by the Company	The Company has paid SOP Fee to the NSE and BSE.	No Comments Required

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2020	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-Compliance with the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Quarter ended 30 th June, 2019- (BSE Limited & (NSE Limited))	Fine have been paid by the Company	No Comments Required	Fees have been paid by the Company
2.	Non-Compliance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015- (BSE Limited)	Fine have been paid by the Company. (Waiver have been Prayed and Accepted and the same will be adjusted towards ALF (Annual Listing Fees) / Other Pending Charges /	No Comments Required	Fees have been paid by the Company



4



Mandeep Kumar