

Kohinoor Foods Ltd.

13th October, 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 30th September, 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 30th September, 2020.

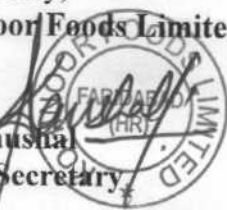
Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **Kohinoor Foods Limited**

Deepak Kausha
Company Secretary
F-8722



Encl: As above

Script code	512539
NSE Symbol	KOHINOOR
MISEI Symbol	NOT LISTED
ISIN	INE080B01012
Name of the entity	KOHINOOR FOODS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
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

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

Sl No	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 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 17(4) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 20(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	JUGAL KISHORE ARORA	AALPV9355M	00010704	Executive Director	Chairperson related to Promoter		11-10-1943	NA		26-07-1989	26-09-2017	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	26-09-2017		2	1	4	0		
3	Mr	GOBINDAM ARORA	AALPA1064F	00010731	Executive Director	Not Applicable	MD	26-03-1950	NA		26-07-1989	26-09-2017	26-09-2017		1	0	2	0		
4	Mr	VILAV BURMAN	AAEPB794H	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 of Chairperson in Audit/ Stakeholder Committee(s) 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	Sunil Sharma	APVPS28JIK	08699033	Non-Executive - Independent Director	Not Applicable		30-04-1956	NA		13-02-2020	13-02-2020		60	1	1	2	0		
Mr	Yash Pal Malajani	AITPM1758D	08699046	Non-Executive - Independent Director	Not Applicable		04-05-1949	NA		13-02-2020	13-02-2020		60	1	1	2	0		
Mrs	Mam Chandra Bhandari	AATP92806P	00387525	Non-Executive - Independent Director	Not Applicable		18-09-1945	No		13-02-2020	13-02-2020		60	1	1	2	0	Textual Information(1)	



Text Block

Textual Information(1)

The said resolution is yet to be passed as on 30.09.2020 as the Company has not yet held Annual General meeting for the financial year ending on 30.09.2020, and availed exemption for three months to hold AGM from the respective ROC in view of the Ministry of Corporate Affairs, Government of India, vide Circular No. 28/2020.



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	Sunil Sharma	Non-Executive - Independent Director	Member	13-02-2020		
3	08699040	Yash Pal Mahajan	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						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Remarks
1	00013710	VIJAY BURMAN	Non-Executive - Independent Director	Chairperson	13-02-2020	
2	08699033	Suniti Sharma	Non-Executive - Independent Director	Member	13-02-2020	
3	08699040	Yash Pal Mahajan	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						
Sr Number	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	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
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Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	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



III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		Notes for not providing Date		Whether requirement of Quorum met (Yes/No)		Number of Directors present*		No. of Independent Directors attending the meeting*	
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)	Yes	No	5	6	3	4
1	28-08-2020	28-08-2020	30	Yes		5	6	3	4
2		28-09-2020		Yes					



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 (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	28-08-2020				Yes	4	4
2	Nomination and remuneration committee	28-08-2020				Yes	4	4
3	Stakeholders Relationship Committee	28-08-2020				Yes	3	1
4	Audit Committee	28-09-2020				Yes	4	4



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	



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



Annexure I

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



Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	4(2)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided			Textual Information(1)	



Text Block

Textual Information(1)

The Above affirmation is kept N.A. as on 30.09.2020 as the Company has not yet held Annual General meeting for the financial year ending on 30.09.2020, and availed exemption for three months from the respective RDC in view of the Ministry of Corporate Affairs, Government of India, vide Circular No. 28/2020.



Annexure III

1	Name of signatory	Deepak Kaushal
2	Designation	Company Secretary



Signatory Details

Name of signatory	Deepak Kaushal
Designation of person	Company Secretary
Place	Fardabad
Date	13-10-2020

