

Kohinoor Foods Ltd.

10-October-2017

**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,

Sub: Corporate Governance Report for the quarter ended on 30th September, 2017.

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 and half year ended on 30th September, 2017.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **Kohinoor Foods Limited**



Rama Kant
Company Secretary & GM (Legal)
FCS: 4818

Encl: As above

Kohinoor Foods Limited

Corporate Governance Report for the quarter and half year ended on 30th September, 2017

Annexure -1

Format to be submitted by Listed Entity on Quarterly basis

1. Name of Listed Entity – Kohinoor Foods Limited

2. Quarter ending- 30th September, 2017

I. Composition of Board of Directors									
Title (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Executive/Non-Executive/Independent/No minee)*	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	
Mr.	JUGAL KISHORE ARORA	PAN-AAJPA9385M DIN-00010704	Chairman-Executive	26.09.2017	Not Applicable	1	0	0	
Mr.	SATNAM ARORA	PAN-AAKPA2694L DIN-00010667	Executive Director	26.09.2017	Not Applicable	2	4	0	
Mr.	GURNAM ARORA	PAN-AAJPA1064F DIN-00010731	Executive Director	26.09.2017	Not Applicable	1	0	0	
Mr.	VIJAY BURMAN	PAN-AAEPB7494H DIN-00013710	Non Executive-Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	1	2	1	
Mr.	SANDEEP KOHLI	PAN-AHFPAK7123E	Non Executive-	01.04.2016	w.e.f.	1	2	1	



		DIN-00300767	Independent Director		01.04.2016 to 31.03.2021			
Mr.	MAHARAJ KISHEN TRISAL	PAN- AABPT3496Q DIN-00059545	Non Executive-Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	2	1	0
Mr.	SATISH CHANDRA GUPTA	PAN- AAJPG2317F DIN-00025780	Non Executive-Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	4	5	1
Ms.	MADHU VIJ	PAN- AADPV0701A DIN-00025006	Non Executive-Independent Director	31.03.2015	w.e.f. 31.03.2015 to 30.03.2020	4	1	0
Mr.	KHEDAIM ABDULLA SAEED FARIS ALDEREI	PAN- BJLPA3791D DIN-06699678	Non-Executive Director	05.12.2013	Not Applicable	1	1	0
Mr.	NITIN ARORA	PAN- AABPA6440R DIN-00017428	Executive Director	14.11.2016	Not Applicable	1	0	0

§ PAN number of any director would not be displayed on the website of Stock Exchange

* Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director.

Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) s	
1. Audit Committee	Mr. VIJAY BURMAN	Chairman - Non Executive - Independent	
	Mr. MAHARAJ KISHAN TRISAL	Non Executive - Independent	
	Mr. SANDEEP KOHLI	Non Executive - Independent	
	Mr. SATNAM ARORA	Executive	
	Mr. SATISH CHANDRA GUPTA	Non Executive - Independent	



	Mr. KHEDAİM ABDULLA SAEED FARIS ALDEREI Mrs. MADHU VIJ	Non Executive Non Executive – Independent
2. Nomination & Remuneration Committee	Mr. VIJAY BURMAN Mr. MAHARAJ KISHAN TRISAL Mr. SANDEEP KOHLI Mr. SATISH CHANDRA GUPTA Mr. KHEDAİM ABDULLA SAEED FARIS ALDEREI	Chairman - Non Executive - Independent Non Executive – Independent Non Executive – Independent Non Executive – Independent Non Executive
3. Risk Management Committee	Mrs. MADHU VIJ Mr. SATNAM ARORA Mr. GURNAM ARORA Mr. VIJAY BURMAN Mr. MAHARAJ KISHAN TRISAL Mr. SANDEEP KOHLI Mr. SATISH CHANDRA GUPTA	Chairperson - Non Executive – Independent Executive Executive Non Executive – Independent Non Executive – Independent Non Executive – Independent Non Executive – Independent
4. Stakeholders Relationship Committee	Mr. SANDEEP KOHLI Mr. SATNAM ARORA Mr. VIJAY BURMAN	Chairman - Non Executive – Independent Executive Non Executive – Independent
⁵ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13.04.2017	-	46 Days
30.05.2017	10.08.2017	71 Days



IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee Meeting			
10.08.2017	Yes, quorum duly met (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA, Mr. SANDEEP KOHLI, Mrs. MADHU VIJ)	30.05.2017	71 Days
Nomination & Remuneration Committee			
10.08.2017	Yes, quorum duly met (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATISH CHANDRA GUPTA, Mr. SANDEEP KOHLI)	-	-
Risk Management Committee			
-	-	-	-
Stakeholders Relationship Committee			
-	-	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained		NA	
Whether shareholder approval obtained for material RPT		NA	



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

NA

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

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 100 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 have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here : None

Name & Designation


Rama Kant

Company Secretary / Compliance Officer

Date : 10.10.2017

Place: Faridabad



Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
1	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
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name & Designation



Rama Kant

Company Secretary / Compliance Officer

Date : 10.10.2017

Place: Faridabad