

Kohinoor Foods Ltd.

12th April, 2022

**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,

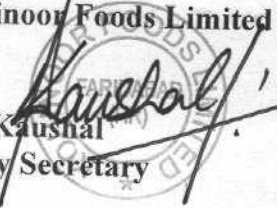
RE: Corporate Governance Report for the Quarter ended 31st March, 2022.

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, 2022.

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

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity
2. Quarter ending

- Kohinoor Foods Limited
- 31-Mar-2022

i. Composition of Board of Director

Title (Mr./Mrs)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Director's tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directors in list including this listed entity	No of Independent Directorship in this listed entity	No of members in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in this listed entity	Membership in Companies	Remarks
Mr.	Jugal Kishore Arora	00010704	AAJPA9385M	C, ED		26-Jul-1989	26-Sep-2017		11-Oct-1943	NA		1	0	0	0		
Mr.	Satnam Arora	00010667	AAKPA2694L	ED	MD	26-Jul-1989	26-Sep-2017		23-Jan-1949	NA		2	1	4	0		SC
Mr.	Gurram Arora	00010731	AAJPA1064F	ED	MD	26-Jul-1989	26-Sep-2017		26-Mar-1950	NA		1	0	2	0		SC
Mr.	Sunil Sharma	08699033	APVPS2813K	ID		13-Feb-2020	13-Feb-2020	60	30-Apr-1956	NA		1	1	2	0		AC, NRC
Mr.	Yash Pal Mahajan	08699040	AITPM1755D	ID		13-Feb-2020	13-Feb-2020	60	04-May-1949	NA		1	1	2	0		AC, NRC
Mrs.	Mani Chandra Bhandari	00387525	AATPB2805P	ID		13-Feb-2020	13-Feb-2020	60	18-Sep-1945	Yes	30-Dec-2020	1	1	4	4		AC, SC, NRC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

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ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 Permanent chairperson appointed					

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 Permanent chairperson appointed					

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
Company Remarks					
Whether Permanent chairperson appointed					

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 Permanent chairperson appointed					

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
14-Oct-2021		Yes	6	3
12-Nov-2021		Yes	6	3
	14-Feb-2022	Yes	5	3
	24-Mar-2022	Yes	5	3

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Company Remarks	
Maximum gap between any two consecutive (in number of days)	93

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	12-Nov-2021		Yes	3	3
Audit Committee		14-Feb-2022	Yes	3	3
Audit Committee		24-Mar-2022	Yes	3	3
Nomination & Remuneration Committee		24-Mar-2022	Yes	3	3
Company Remarks					
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	93				

v. Related Party Transactions

Whether prior approval of audit committee obtained	Subject	Compliance status (Yes/No/NA)	Remark
Whether shareholder approval obtained for material RPT		Not Applicable	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Not Applicable	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 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Deepak Kaushal
 Designation : Company Secretary

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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.kohinoorfoods.in
Terms and conditions of appointment of independent directors	Yes		www.kohinoorfoods.in
Composition of various committees of board of directors	Yes		www.kohinoorfoods.in
Code of conduct of board of directors and senior management personnel	Yes		www.kohinoorfoods.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kohinoorfoods.in
Criteria of making payments to non-executive directors	Yes		www.kohinoorfoods.in
Policy on dealing with related party transactions	Yes		www.kohinoorfoods.in
Policy for determining 'material' subsidiaries	Yes		www.kohinoorfoods.in
Details of familiarization programs imparted to independent directors	Yes		www.kohinoorfoods.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.kohinoorfoods.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.kohinoorfoods.in
Financial results	Yes		www.kohinoorfoods.in
Shareholding pattern	Yes		www.kohinoorfoods.in
Details of agreements entered into with the media companies and/or their associates	Yes		www.kohinoorfoods.in
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.kohinoorfoods.in
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.kohinoorfoods.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kohinoorfoods.in
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kohinoorfoods.in
Materiality Policy as per Regulation 30	Yes		www.kohinoorfoods.in
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		www.kohinoorfoods.in

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II Annual Affirmations		Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Particulars				
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes		
Board composition	17(1), 17(1A) & 17(1B)	Yes		
Meeting of Board of directors	17(2)	Yes		
Quorum of Board meeting	17(2A)	Yes		
Review of Compliance Reports	17(3)	Yes		
Plans for orderly succession for appointments	17(4)	Yes		
Code of Conduct	17(5)	Yes		
Fees/compensation	17(6)	Yes		
Minimum Information	17(7)	Yes		
Compliance Certificate	17(8)	Yes		
Risk Assessment & Management	17(9)	Not Applicable		
Performance Evaluation of Independent Directors	17(10)	Yes		
Recommendation of Board	17(11)	Yes		
Maximum number of directorship	17A	Yes		
Composition of Audit Committee	18(1)	Yes		
Meeting of Audit Committee	18(2)	Yes		
Composition of nomination & remuneration committee	19(1) & (2)	Yes		
Quorum of Nomination and Remuneration Committee meeting		Yes		
Meeting of nomination & remuneration committee		Yes		
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes		
Meeting of stakeholder relationship committee		Yes		
Composition and role of risk management committee	21(1), (2), (3), (4)	Not Applicable		
Meeting of Risk Management Committee		Not Applicable		
Vigil Mechanism	22	Yes		
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes		
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable		
Approval for material related party transactions	23(4)	Not Applicable		
Disclosure of related party transactions on consolidated basis	23(9)	Yes		
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes		
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes		
Annual Secretarial Compliance Report		Yes		
Alternate Director to Independent Director	25(1)	Yes		
Maximum Tenure		Yes		
Meeting of independent directors	25(3) & (4)	Yes		

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Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – Yes

Other Information

Name : Deepak Kaushal
 Designation : Company Secretary



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ANNEXURE IV

(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 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 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

(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	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

(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: 12-Apr-2022

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