

# Kohinoor Foods Ltd.

11<sup>th</sup> May, 2020

**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 31<sup>st</sup> March, 2020.**

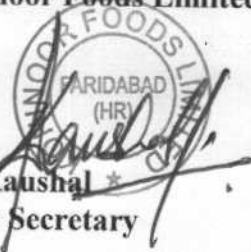
In terms of requirement of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report for the Quarter on 31<sup>st</sup> March, 2020.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **Kohinoor Foods Limited**



**Deepak Kaushal \***  
**Company Secretary**  
**F-8722**

**Encl: As above**

Scrp code	512559
NSE Symbol	KOHINOOR
MSEI Symbol	Not Applicable
ISIN	INE080B01012
Name of the entity	Kohinoor Foods Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
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**

**1. 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(A) 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 Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships 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 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
1	Mr	ILGAL KISHORE ARORA	AAPR9385M	00010704	Executive Director	Chairperson related to Promoter		11-10-1943	NA		26-07-1989	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			2	1	4	0		
3	Mr	GURNAM ARORA	AAJPA1064F	00010731	Executive Director	Not Applicable	MD	26-03-1950	NA		26-07-1989	26-09-2017			1	0	2	0		
4	Mr	VUJAY BURLIMAN	AAEPB7494H	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 Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Listing Regulations)	No of post Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Mr	Sanil Sharma	APWPS2813K	08699033	Non-Executive - Independent Director	Not Applicable		30-04-1956	N/A		13-02-2020	13-02-2020		60	1	1	2	0		
Mr	Yash Pal Mahajan	AATPM1755D	08699040	Non-Executive - Independent Director	Not Applicable		04-05-1949	N/A		13-02-2020	13-02-2020		60	1	1	2	0		
Mrs	Mani Chandra Bhambhani	AATPB2805P	00387533	Non-Executive - Independent Director	Not Applicable		18-09-1945	N/A		13-02-2020	13-02-2020		60	1	1	2	0		



**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	Smiti Sharma	Non-Executive - Independent Director	Member	13-02-2020		
3	08699040	Yash Pal Malajain	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						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	Smiti Sharma	Non-Executive - Independent Director	Member	13-02-2020			
3	08699040	Yash Pal Malhotra	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						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	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



Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson								
Sr Number	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	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



**Annexure I**

**Annexure I**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-11-2019		90		Yes	3	1
2		13-02-2020			Yes	7	4



**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 committee (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	13-02-2020			Due to resignation of Mr. S. C. Gupta on 28th May, 2019 and Ms. Madhu Vij on 11th June, 2019, the Audit Committee composition was not complete hence no meeting was scheduled in quarter 2 and quarter 3, in accordance with the provisions of the Act. Mr. Sunil Sharma, Mr. Yash Pal Malhotra and Mrs. Mani Chandra Bhandari were appointed as on 13th February, 2020.	Yes	4	4
2	Nomination and remuneration committee	13-02-2020				Yes	4	4



**Annexure 1**

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 1**

<b>VI. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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 II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
5	Details of establishment of Vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.kohinoorfoods.in">www.kohinoorfoods.in</a>



**Annexure II**

**Annexure II 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**

Sr Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Yes		www.kohinoorfoods.in
11	Yes		www.kohinoorfoods.in
12	Yes		www.kohinoorfoods.in
13	Yes		www.kohinoorfoods.in
14	NA		
15	Yes		www.kohinoorfoods.in
16	Yes		www.kohinoorfoods.in
17	Yes		www.kohinoorfoods.in
18	NA		
19	NA		
20	Yes		www.kohinoorfoods.in
21	Yes		www.kohinoorfoods.in
22	Yes		www.kohinoorfoods.in
23	Yes		www.kohinoorfoods.in



**Annexure II**

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	



**Annexure II**

<b>II. Annual Affirmations</b>			
<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	No
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes

Due to resignation of Mr. S. C. Gupta on 28th May, 2019 and Ms. Madhu Vij on 11th June, 2019, the Audit Committee composition was not complete hence no meeting was schedule in quarter 2 and quarter 3, in accordance with the provisions of the Act. Mr. Sunil Sharma, Mr. Yash Pal Malviya and Mrs. Mani Chandra Bhandari were appointed as on 13th February, 2020.



## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



## Annexure II

II. Annual Affirmations			
Sr Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31 Annual Secretarial Compliance Report	24(A)	Yes	
32 Alternate Director to Independent Director	25(1)	Yes	
33 Maximum Tenure	25(2)	Yes	
34 Meeting of independent directors	25(3) & (4)	Yes	
35 Familiarization of independent directors	25(7)	Yes	
36 Declaration from Independent Director	25(8) & (9)	Yes	
37 D & O Insurance for Independent Directors	25(10)	Yes	
38 Memberships in Committees	26(1)	Yes	
39 Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40 Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41 Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes			



**Annexure II**

1	Name of signatory	Deepak Kaulhal
2	Designation	Company Secretary



**Annexure II**

<b>III. Affirmations</b>	
<b>Sr Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1 The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided	



Annexure II

1	Name of signatory	Deepak Kaushal
2	Designation	Company Secretary



Signatory Details	
Name of signatory	Deepak Kaushal
Designation of person	Company Secretary
Place	New Delhi
Date	11-05-2020

  
For KOHINOOR FOODS LIMITED  
Company Secretary & Manager (Legal)