

# Kohinoor Foods Ltd.

12<sup>th</sup> April, 2018

**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/Year ended 31<sup>st</sup> March, 2018.**

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/Year ended on 31<sup>st</sup> March, 2018.

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/ Year ended on 31<sup>st</sup> March, 2018**

**Annexure -1**

**Format to be submitted by Listed Entity on Quarterly basis**

1. Name of Listed Entity – Kohinoor Foods Limited
2. Quarter ending- 31<sup>st</sup> March, 2018

I. Composition of Board of Directors									
Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Non-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-AHFPK7123E DIN-00300767	Non Executive-Independent Director	01.04.2016	w.e.f. 01.04.2016 to 31.03.2021	1	2	1	
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	08.03.2018 (Resigned)	Not Applicable	1	0	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/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 members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
<b>1. Audit Committee</b>		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
<b>2. Nomination &amp; Remuneration Committee</b>		Mrs. MADHU VIJ	Non Executive - Independent
		Mr. VIJAY BURMAN	Chairman - Non Executive - Independent
		Mr. MAHARAJ KISHAN TRISAL	Non Executive - Independent
		Mr. SANDEEP KOHLI	Non Executive - Independent
		Mr. SATISH CHANDRA GUPTA	Non Executive - Independent
<b>3. Risk Management Committee</b>		Mrs. MADHU VIJ	Chairperson - Non Executive - Independent
		Mr. SATNAM ARORA	Executive
		Mr. GURNAM ARORA	Executive
		Mr. VIJAY BURMAN	Non Executive - Independent
		Mr. MAHARAJ KISHAN TRISAL	Non Executive - Independent



	Mr. SATISH CHANDRA GUPTA	Non Executive – Independent
<b>4. Stakeholders Relationship Committee</b>	Mr. SANDEEP KOHLI	Chairman - Non Executive – Independent
	Mr. SATNAM ARORA	Executive
	Mr. VIJAY BURMAN	Non Executive – Independent
<sup>5</sup> 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		
<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
14.11.2017	14.02.2018	91 Days
-	31.03.2018	44 Days
<b>IV. Meeting of Committees</b>		
<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>
<b>Audit Committee Meeting</b>		
14.02.2018	Yes, quorum duly met (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA, Mr. SANDEEP KOHLI, Mrs. MADHU VIJ)	14.11.2017 91 Days
31.03.2018	Yes, quorum duly met (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATNAM ARORA, Mr. SATISH CHANDRA GUPTA, Mr. SANDEEP KOHLI, Mrs. MADHU VIJ)	-



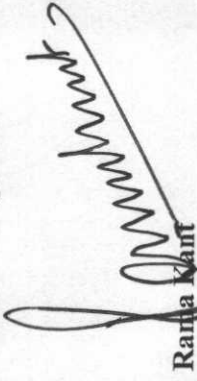
<b>Nomination &amp; Remuneration Committee</b>	
31.03.2018	Yes, quorum duly met (Mr. VIJAY BURMAN, Mr. MAHARAJ KISHAN TRISAL, Mr. SATISH CHANDRA GUPTA, Mr. SANDEEP KOHLI)
<b>Risk Management Committee</b>	
-	-
<b>Stakeholders Relationship Committee</b>	
-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	
<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> 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
<b>Note</b>	
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.	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>Yes</b>	
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
a. Audit Committee . <b>Yes</b>	
b. Nomination & remuneration committee. <b>Yes</b>	
c. Stakeholders relationship committee. <b>Yes</b>	
d. Risk management committee (applicable to the top 100 listed entities). <b>Not Applicable</b>	
3. The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>Yes</b>	



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**



**Rania Kant**  
**Company Secretary / Compliance Officer**

**Date : 12.04.2018**

**Place: Faridabad**



**ANNEXURE II**

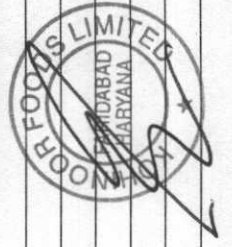
**Corporate Governance Report for the whole of financial year (01.04.2017 to 31.03.2018)**

**I. Disclosure on website in terms of Listing Regulations**

<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web Address</b>
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
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.kohinoorfoods.in
Email address for grievance Redressal and 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	NA	-
New name and the old name of the listed entity	Yes	www.kohinoorfoods.in

**II Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	Yes
Meeting of Board of directors	17(2)	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)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

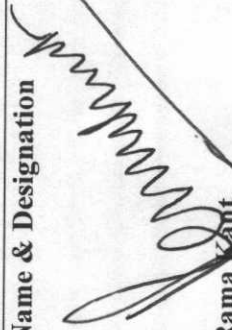


Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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

### 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**

**Name & Designation**

  
**Rama Zait**  
**Company Secretary / Compliance Officer**



**Date :** 12.04.2018

**Place:** Faridabad