

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L52110HR1989PLC070351

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACS2470D

(ii) (a) Name of the company

KOHINOOR FOODS LIMITED.

(b) Registered office address

Pinnacle Business Tower, 10th Floor,
Surajkund, Shooting Range
Faridabad
Faridabad
Haryana
121001

(c) *e-mail ID of the company

info@kohinoorfoods.in

(d) *Telephone number with STD code

01294242222

(e) Website

www.kohinoorfoods.in

(iii) Date of Incorporation

26/07/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Ltd.	1

(b) CIN of the Registrar and Transfer Agent

U74899DL1995PTC071324

Pre-fill

Name of the Registrar and Transfer Agent

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

D-153A, FIRST FLOOR
OKHLA INDUSTRIAL AREA, PHASE-I

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SACHDEVA BROTHERS PRIVATE LIMITED	U15311DL1986PTC222606	Subsidiary	100
2	Indo European Foods Limited		Subsidiary	100

3	Kohinoor Foods USA INC.		Subsidiary	100
4	Rich Rice Raisers Factory L.L.C.		Joint Venture	25

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	75,000,000	37,071,530	37,071,530	37,071,530
Total amount of equity shares (in Rupees)	750,000,000	370,715,300	370,715,300	370,715,300

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share of INR 10 Each Fully Paid up				
Number of equity shares	75,000,000	37,071,530	37,071,530	37,071,530
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	750,000,000	370,715,300	370,715,300	370,715,300

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	35,241,530	352,415,300	352,415,300	
Increase during the year	1,830,000	18,300,000	18,300,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	1,830,000	18,300,000	18,300,000	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify Not Applicable	0	0	0	
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify Not Applicable	0	0	0	
At the end of the year	37,071,530	370,715,300	370,715,300	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0

iii. Others, specify				
Not Applicable	0	0	0	
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
Not Applicable	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		28/09/2018	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			6,730,701,767
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			275,582,085
Deposit			0
Total			7,006,283,852

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

4,049,397,524.38

(ii) Net worth of the Company

-2,764,089,796.29

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,121,140	54.28	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	104,100	0.28	0	
10.	Others Not Applicable	0	0	0	
	Total	20,225,240	54.56	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,377,377	22.6	0	
	(ii) Non-resident Indian (NRI)	263,741	0.71	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	187,887	0.51	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,048,306	19.01	0	
10.	Others Others	968,979	2.61	0	
	Total	16,846,290	45.44	0	0

Total number of shareholders (other than promoters)

27,564

**Total number of shareholders (Promoters+Public/
Other than promoters)**

27,572

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	31,404	27,564
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	4	0	3	0	52.27	0
B. Non-Promoter	0	5	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	5	3	3	52.27	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JUGAL KISHORE ARO	00010704	Whole-time director	6,653,484	
SATNAM ARORA	00010667	Managing Director	5,988,923	
GURNAM ARORA	00010731	Managing Director	6,708,889	
VIJAY BURMAN	00013710	Director	0	
SATISH CHANDRA GU	00025780	Director	0	28/05/2019
MADHU VIJ	00025006	Director	0	11/06/2019
ANKIT SHARMA	FFSPS6472E	Company Secretar	0	10/07/2019
KAMAL DEEP CHAWLA	ACNPC1943M	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANDEEP KOHLI	00300767	Director	22/06/2018	Cessation
NITIN ARORA	00017428	Director	10/08/2018	Cessation
MAHARAJ KISHEN TRI	00059545	Director	22/10/2018	Cessation
RAMA KANT	AHJPK2069B	Company Secretar	19/01/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
29th Annual General Meetin	28/09/2018	31,685	169	24.71

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2018	9	9	100
2	30/05/2018	9	7	77.78
3	14/08/2018	7	5	71.43
4	04/10/2018	7	7	100
5	14/11/2018	6	5	83.33
6	14/02/2018	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	03/04/2018	6	6	100
2	Audit Committee	30/05/2018	5	5	100
3	Audit Committee	14/08/2018	5	4	80
4	Audit Committee	14/11/2018	4	4	100
5	Audit Committee	14/02/2019	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2019
								(Y/N/NA)
1	JUGAL KISHORE ARORA	6	3	50	0	0	0	No
2	SATNAM ARORA	6	6	100	5	5	100	Yes
3	GURNAM ARORA	6	6	100	0	0	0	No
4	VIJAY BURMA	6	6	100	5	5	100	Yes
5	SATISH CHANDRA	6	6	100	5	5	100	No
6	MADHU VIJAY	6	6	100	5	5	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Jugal Kishore Arora	Whole time Dire	1,600,000	0	0	0	1,600,000
2	Satnam Arora	Joint Managing I	1,500,000	0	0	0	1,500,000
3	Gurnam Arora	Joint Managing I	1,500,000	0	0	0	1,500,000
4	Nitin Arora	Whole time Dire	2,593,548	0	0	0	2,593,548
	Total		7,193,548	0	0	0	7,193,548

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMA KANT	COMPANY SEC	2,074,713	0	0	0	2,074,713
2	KAMAL DEEP CHA	CFO	3,100,730	0	0	0	3,100,730
	Total		5,175,443	0	0	0	5,175,443

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJAY BURMAN	Director	0	0	0	300,000	300,000
2	SANDEEP KOHLI	Director	0	0	0	0	0
3	MAHARAJ KISHEN	Director	0	0	0	125,000	125,000
4	SATISH CHANDRA	Director	0	0	0	300,000	300,000
5	MADHU VIJ	Director	0	0	0	300,000	300,000
	Total		0	0	0	1,025,000	1,025,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Vinod Aggarwal

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8816

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 38 dated 10/08/2017

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

GURNAM
ARORA

DIN of the director

00010731

To be digitally signed by

VINOD
AGGARWAL
L

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Shareholders-MGT_7NEW.pdf
MGT 8 _compressed.pdf
AR-Transfers01042018-31032019-203.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company