

Kohinoor Foods Ltd.

14th October, 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 30th September, 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 30th September, 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

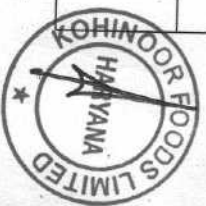
- Format to be submitted by listed entity on quarterly basis**
1. Name of Listed Entity - Kohinoor Foods Limited
 2. Quarter ending - 30-Sep-2022

i. Composition Of Board Of Director

Item (Mr./Ms)	Name of the Director	DI	PA	Category (Chairman/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Appointment	Date of Appointment	Date of cessation	Term	Director of Board	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Curent status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entity referred to Regulation 17A (1)]	No. of Independent Directorship in listed entity referred to provision 17A (1)]	No. of members in Audit/ Stakeholder Committee(s) including this listed entity	No. of Chairpersons on Board/ Stakeholder Committee(s) including this listed entity	Membership in Committee of the Company	Remarks		



Mr.	JU GAL KISHO REAR ORA	000 107 04	AAJ PA93 85M	CED	MD	26- Jul- 1989	26- Sep- 2017		1 1 1 - O c t - 1 9 4 3	No						Ac tiv e	NA	1	0	0	0	0	in g thi s lis te d en tit y	
Mr.	SATN AMAR ORA	000 106 67	AAK PA26 94L	ED	MD	26- Jul- 1989	26- Sep- 2017		2 3 - J a n - 1 9 4 3	No						Ac tiv e	NA	2	1	4	0	0	SC	
Mr.	GURN AMAR ORA	000 107 31	AAJ PA10 64F	ED	MD	26- Jul- 1989	26- Sep- 2017		2 6 - M a r - 1 1 9 5 0	No						Ac tiv e	NA	1	0	2	0	0	SC	
Mr.	Sunil Sharma	086 990 33	APV PS28 13K	ID		13- Feb- 2020	13- Feb- 2020		60 3 0 - A	No						Ac tiv e	NA	1	1	2	0	0	AC, NRC	



Mr. Yash Pal Mahajan	086 990 40	AITP M17 55D	ID		13-Feb-2020	13-Feb-2020	60	04-11-2019	No		Ac tive	NA	30-Dec-2020	1	1	4	4	AC, NRC
Mrs. Mani Chandra Bhandari	003 875 25	AAT PB28 05P	ID		13-Feb-2020	13-Feb-2020	60	04-11-2019	No		Ac tive	NA	30-Dec-2020	1	1	4	4	AC, S C, NR C

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

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	Yes



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 Yes

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 Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
27-Apr-2022	Yes	6	6	3
30-May-2022	Yes	6	5	2
08-Jul-2022	Yes	6	6	2
31-Aug-2022	Yes	6	5	3

Company Remarks

Maximum gap between any two consecutive (in number of days) 53

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board Directors)
-----------------------	--	--	---	--	---	--



					including Independent Director)		
Audit Committee	27-Apr-2022	Yes	3		3	0	
Audit Committee	30-May-2022	Yes	3		2	0	
Audit Committee	08-Jul-2022	Yes	3		2	0	
Audit Committee	31-Aug-2022	Yes	3		3	0	

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	53

v. Related Party Transactions		Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained			Not Applicable	
Whether shareholder approval obtained for material RPT			Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Not Applicable	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions				

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements), 2015. - **Yes**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Deepak Kaushal
 Designation : Company Secretary

For KOHINOOR FOODS LIMITED

Company Secretary & Manager (Legal)




Affirmations

ANNEXURE III

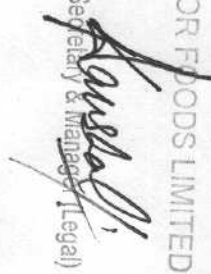
<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : **Deepak Kaushal**
 Designation : **Company Secretary**

For KOHINOOR FOODS LIMITED

Company Secretary & Manager (Legal)




%symbol%

%companyName%

ANNEXURE IV

%quarterEnded%

(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
 Date: 14-Oct-2022

