

Kohinoor Foods Ltd.

07.04.2023

**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, 2023.

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, 2023.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited


Deepak Kaushal
Company Secretary
F-8722

Encl: As above

| | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-----|---|------------------|------------------------|------|----|---------------------|---------------------|--|--|--|--|----|--|--|--|--|--|--|----------------|----|---|---|---|---|------------|--|
| Mr. | JU GA L KIS HO RE AR OR A | 000 107 04 | AAJ PA9 385 M | C,ED | | 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 | en tity | |
| Mr. | SA TN AM AR OR A | 000 106 67 | AAK PA2 694L | ED | MD | 26- Jul- 1989 | 26- Sep- 2017 | | | | 2 3 - J a n - 1 9 4 9 | No | | | | | | | Ac tiv e | NA | 2 | 1 | 4 | 0 | SC | |
| Mr. | GU RN AM AR OR A | 000 107 31 | AAJ PA1 064F | ED | MD | 26- Jul- 1989 | 26- Sep- 2017 | | | | 2 6 - M a r - 1 9 5 0 | No | | | | | | | Ac tiv e | NA | 1 | 0 | 2 | 0 | SC | |
| Mr. | Su nil Sh ar ma | 086 990 33 | APV PS2 813 K | ID | | 13- Feb- 2020 | 13- Feb- 2020 | | | | 3 0 - A P r - 1 9 5 6 | No | | | | | | | Ac tiv e | NA | 1 | 1 | 2 | 0 | AC,N RC | |
| Mr. | Ya sh | 086 990 | AITP M17 | ID | | 13- Feb- | 13- Feb- | | | | 6 0 4 | No | | | | | | | Ac tiv | NA | 1 | 1 | 2 | 0 | AC,N RC | |



c. Risk Management Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------------------------------------|---------------------------|----------|--------------------|---------------------|-------------------|
| Company Remarks | | | | | |
| Whether Regular chairperson appointed | | | | | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------|----------|--------------------|---------------------|-------------------|
| 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 Regular chairperson appointed | | | | | |
| Yes | | | | | |

iii. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | 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) | No. of Independent Directors attending the meeting |
|---|--|---|--|--|
| 14-Nov-2022 | Yes | 6 | 6 | 3 |
| 06-Feb-2023 | Yes | 5 | 5 | 3 |

| | | | | |
|---|--|--|--|--|
| Company Remarks | | | | |
| Maximum gap between any two consecutive (in number of days) | | | | |
| 83 | | | | |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors present (All directors including Independent Director) | Number of Independent directors attending the meeting | No. of the Directors attending the Meeting (Other than Board Members) |
|-----------------------|---|--|--|--|---|---|
| Audit Committee | 14-Nov-2022 | Yes | 3 | 3 | 3 | 0 |
| Audit Committee | 06-Feb-2023 | Yes | 3 | 3 | 3 | 0 |

| | | | | | | |
|--|--|--|--|--|--|--|
| Company Remarks | | | | | | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | | | | | | |
| 83 | | | | | | |

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

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 1000 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

ANNEXURE II

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

| 1. Disclosure on website in terms of Listing Regulations | Item | Compliance status | 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 | | 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 | | Not Applicable | | |
| 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 | | Not Applicable | | |
| 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 | | 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) | | Yes | | www.kohinoorfoods.in |
| It is certified that these contents on the website of the listed entity are correct. | | Yes | | www.kohinoorfoods.in |
| II Annual Affirmations | | | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) | | Company Remark |
| 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 | 19(2A) | Yes | | |
| Meeting of nomination & remuneration committee | 19(3A) | Yes | | |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes | | |
| Meeting of stakeholder relationship committee | 20(3A) | Yes | | |



| | | | |
|---|------------------------------|----------------|--|
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable | |
| Meeting of Risk Management Committee | 21(3A) | 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 | 24(A) | Yes | |
| Alternate Director to Independent Director | 25(1) | Yes | |
| Maximum Tenure | 25(2) | Yes | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| 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



% Symbol %

ANNEXURE IV
% Company Name %

% Quarter Ended %

(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 | 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: 07-Apr-2023

FOR KOHINOOR FOODS LIMITED

Company Secretary & Manager (Legal)