

**May 23, 2024**

**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 Sir(s),

**Sub: Annual Secretarial Compliance Report in compliance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report of Kohinoor Foods Limited for the financial year ended on 31<sup>st</sup> March, 2024.

This is for your information and records.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited

  
Deepak Kautshal  
Company Secretary and Manager (Legal)  
FCS-8722

**Encl:** As above

**Kohinoor Foods Limited**

Registered/Corporate Office: Pinnacle Business Tower, 10th Floor, Shooting Range Road, Surajkund, Faridabad, Haryana-121001.

Corporate Identity No. L52110HR1989PLC070351. Phone: +91-129-424-2222. Fax: +91-129-424-2233

E-mail: info@kohinoorfoods.in. Website: www.kohinoorfoods.in



# MANK & ASSOCIATES COMPANY SECRETARIES

(UCN: S2017DE554100)

Date: 22/05/2024

To,  
The Board of Directors,  
M/s. Kohinoor Foods Limited  
Regd. Off.: Pinnacle Business Tower,  
10th Floor, Surajkund,  
Shooting Range Road,  
Faridabad-121001  
Haryana, India

**Sub.: Annual Secretarial Compliance Report for the Financial Year 2023-24.**

Dear Sir,

We, M/s MANK & ASSOCIATES, Company Secretaries, have been engaged to conduct the review of the compliance of the applicable statutory provisions in accordance with the Regulation 24A and the adherence to good corporate practices by M/s. Kohinoor Foods Limited [CIN No.: L52110HR1989PLC070351], (hereinafter referred as "The Listed Entity"), having its Registered Office at Pinnacle Business Tower, 10th Floor, Surajkund, Shooting Range Road, Faridabad-121001, Haryana, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

It is the responsibility of the management of the Company to records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively. Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon. Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and



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verifications considered and necessary and adequate for the said purpose.

Annual Secretarial Compliance is attached herewith.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



For MANK & ASSOCIATES  
Company Secretaries  
(UCN. S2017UP554100)

Name of the PCS CS Manish Kumar  
FCS No. 10248  
C P No. 19684



# MANK & ASSOCIATES COMPANY SECRETARIES

(UCN: S2017DE554100)

SECRETARIAL COMPLIANCE REPORT  
OF  
M/S. KOHINOOR FOODS LIMITED  
(FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024)

We, M/s MANK & ASSOCIATES, Company Secretaries, have examined:

- All the documents and records made available to us and explanation provided by M/s. Kohinoor Foods Limited [CIN No.: L52110HR1989PLC070351] "The Listed Entity";
- The filings/ submissions made by the listed entity to the Stock Exchanges.
- Website of the M/s. Kohinoor Foods Limited i.e. <http://www.kohinoorfoods.in>
- Any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include -

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made therein from time to time;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments made therein from time to time; **(Not applicable to the Company during the review period);**
- The Securities and Exchange Board of India (Substantial Acquisition of



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Shares and Takeovers) Regulations, 2011 and amendments made therein from time to time;

- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments made therein from time to time; **(Not applicable to the Company during the review period)**;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments made therein from time to time; **(Not applicable to the Company during the review period)**;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and amendments made therein from time to time **(Not applicable to the Company during the review period)**;
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments made therein from time to time; **(Not applicable to the Company during the review period)**;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and amendments made therein from time to time;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and amendments made therein from time to time;
- (j) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (k) other regulations as applicable  
and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, warranted due to the global spread of the COVID-19 pandemic, We hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **EXCEPT** in respect of matters specified below:



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Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Devi- ations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Manage- ment Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.					
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observation s made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Details of violation / deviation s and actions taken / penalty imposed, if any, on the listed entity	Remedia   actions, if any, taken by the listed entity	Comment s of the PCS on the actions taken by the listed entity
NIL						

i. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observation s/Remarks by PCS
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by	YES	NA



*Manish Kumar*



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	the Institute of Company Secretaries of India (ICSI).		
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>	YES	NA
3	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"><li>• The listed entity is maintaining a functional website.</li><li>• Timely dissemination of the documents/information under a separate section on the website</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the</li></ul>	YES	NA



*Manish Kumar*

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	relevant document(s)/section of the website		
4	<b>Disqualification of Director(s):</b> None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	YES	NA
5	<b>Details related to subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	NA
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015	Yes	NA



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7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of audit committee for all related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	NA
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time	Yes	NA



*Mank & Associates*

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	limits prescribed thereunder.		
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)  The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	NA



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12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	Yes	NA
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#### Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.



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4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Noida, Uttar Pradesh, India

Date: 22<sup>nd</sup> May, 2024

For MANK & ASSOCIATES

Company Secretaries

(UCN. S2017UP554100)



Name of the PCS CS Manish Kumar

FCS No. 10248

C P No. 19684

PR 1257/2021

UDIN F010248F000420240

Date 22/05/2024

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