

Kohinoor Foods Ltd.

February 14, 2019

**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

Company Code : KOHINOOR
Scrip Code : 512559

Dear Sirs,

Sub: Outcome of Board Meeting held on 14th February, 2019

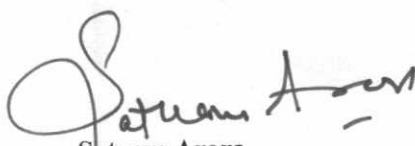
This is to inform that the Board of Directors of the Company at its Meeting held today , i.e. on 14th February, 2019 which commenced at 12.00 Noon and concluded at 5:10 P.M. has, *inter-alia*, taken the following decision :-

1. The Board approved the Unaudited Standalone Financial Results of the Company for the quarter and nine months ended on 31st December, 2018. Copy of the said results along with Limited Review Report thereon by the Statutory Auditors of the Company is submitted herewith in compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For **Kohinoor Foods Limited**


Satnam Arora
Jt. Managing Director
DIN NO: 00010667



Encl.: As above

Kohinoor Foods Ltd.

STATEMENT OF UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED ON DECEMBER 31, 2018

(Amount in Lacs)

Sl. No.	Particulars	QUARTER ENDED			NINE MONTHS ENDED		YEAR ENDED
		31.12.2018 UN-AUDITED	30.09.2018 UN-AUDITED	31.12.2017 UN-AUDITED	31.12.2018 UN-AUDITED	31.12.2017 UN-AUDITED	31.03.2018 AUDITED
I	Revenue from Operation	19844	12984	20594	35294	67034	85915
II	Other Income	0	35	108	85	200	325
III	Total Income (I+II)	19844	13019	20702	35379	67234	86240
IV	Expenses						
	Cost of material consumed	26389	16827	12837	45379	41122	60758
	Purchase of stock-in-trade	0	34	1305	76	5493	6761
	(Increase)/Decrease in Inventories of finished goods, stock-in-trade and work-in-progress	-39	69	1459	-26	3616	3772
	Employee benefits expense	298	310	552	978	1633	2107
	Finance Costs	-1744	2005	2020	2440	6194	8170
	Depreciation and amortisation expense	323	324	255	970	736	1537
	Other Expenses	561	977	2171	2234	7693	10092
	Total expenses (IV)	25788	20545	20598	52051	66486	93197
V	Profit/ (Loss) before exceptional items and tax (III-IV)	-5944	-7526	104	-16672	748	-6957
VI	Exceptional Items		-	-	-		-
VII	Profit/ (Loss) before tax (V-VI)	-5944	-7526	104	-16672	748	-6957
VIII	Tax Expense						
	(1) Current Tax	0	0	21	0	150	
	(2) Income Tax for Prior Years	0	0	0			145
	(3) Deferred tax			0			
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)	-5944	-7526	83	-16672	598	-7102
X	Profit/(Loss) from discontinuing operations						
XI	Tax expenses of discontinued operations						
XII	Profit/(Loss) from Discontinuing operations (after tax) (X-XI)						
XIII	Profit/ (Loss) for the period (VII-VIII)	-5944	-7526	83	-16672	598	-7102
XIV	Other Comprehensive Income						
	A (i) Items that will not be reclassified to profit or loss		0	0	0		5
	(ii) Income tax relating to items that will not be reclassified to profit or loss						
	B (i) Items that will be reclassified to profit or loss						
	(ii) Income tax relating to items that will be reclassified to profit or loss						0
XV	Total Comprehensive Income for the period (IX+X)	-5944	-7526	83	-16672	598	-7097
XVI	Earning per Equity share (for continuing operation):						
	(1) Basic	-16.06	-21.36	0.24	-46.53	1.70	-20.14
	(2) Diluted	-16.06	-21.36	0.24	-46.53	1.70	-20.14
XVII	Earning per Equity share (for discontinuing operation):						
	(1) Basic						
	(2) Diluted						
XVIII	Earning per Equity share :-(Face Value of Rs. 10 each) (not annualised)						
	(1) Basic	-16.06	-21.36	0.24	-46.53	1.70	-20.14
	(2) Diluted	-16.06	-21.36	0.24	-46.53	1.70	-20.14



Kohinoor Foods Ltd.

NOTE:

- 1) The Company is primarily engaged in the business of manufacturing, trading & marketing of food products which is a single segment, as per Indian Accounting Standard (IND AS) 108.
- 2) The Un-Audited Financial Results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on 14th February, 2019.
- 3) The Statutory Auditors have conducted a "Limited Review" of these Results in terms of Regulation 33 of SEBI (LODR) Regulation, 2015.
- 4) The above financial results are on standalone basis and do not include the results of the company's Subsidiaries and Joint Venture.
- 5) The Un-Audited Financial Results have been prepared in accordance with the recognition and measurement principles laid down under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- 6) The CEO and CFO certificate in respect of the above results in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board of Directors.
- 7) The company shall determine the fair value of its Investment in subsidiaries at the year end and shall recognise the impairment loss, if required
- 8) The company has not provided interest to the extent of Rs. 3762.26 lacs up to 31-12-2018 on bank loans which were classified as non-performing assets during the year from the date they were declared NPA
- 9) The Banks have classified the company's accounts as Non Performing asset and served recall Notice under section 13(2) of The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, in the month of July/August 2018 the Company has given reply of said notices within the stipulated time.
- 10) The Company in its Board Meeting held on 04.10.2018, has allotted 18,30,000 equity shares on conversion of warrants into equity, issued on preferential basis. After allotment the company has filed application for listing of 18,30,000 equity shares to both the Stock Exchanges (NSE & BSE) and the approval for same is yet to be received.
- 11) The Creditors of the Company have filed petition under Section 7 of Insolvency and Bankruptcy Code, 2016, before the Honbl'e court of NCLT, Chandigarh Bench, which are not yet admitted.
- 12) The Balances of some Debtors and creditors are subject to confirmation.
- 13) As per the assessment of Management the company continues to be going concern. This assessment is based on Resoluition plan submitted to the Banks by company and the interest shown by prospective investors in the company.
- 14) The effect of deferred tax will be considered at the end of the year.
- 15) The figures of previous quarter/year have been regrouped / rearranged whenever considered necessary.

By order of the Board
For Kohinoor Foods Limited


Satnam Arora
Jt. Managing Director
DIN No. 00010667



Place : Faridabad
Date : 14th Feb, 2019

RAJENDER KUMAR SINGAL & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

To,
The Board of Directors
Kohinoor Foods Ltd.
Pinnacle Business Tower,
10th Floor, Shooting range road,
Surajkund, Faridabad (Haryana)-121001

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of KOHINOOR FOODS LIMITED ("the Company") for the Quarter and year to date from 01st April, 2018 to 31st December, 2018 ("the Statement"), being submitted by the company, pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors of the Company in their meeting held on 14th February, 2019. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance about whether the financial statement is free of material misstatement. A review is limited primarily to enquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Basis of qualified opinion

- (i) As refer to Note No. 8 of the financial result, loss of the company is understated by Rs 3710.05 lakhs due to non-provisioning of interest on bank loans after the accounts of the company became NPA and further amount towards panel interest, penalty etc. as may be charged by lenders. The above amount has been arrived as per calculation made by the company, and the aggregate unprovided amount in books of account of the company is not ascertainable with accuracy.

- (ii) Balance confirmation and reconciliation if any, of debtors, creditors including balances pertaining to related party are pending. In the absence of these confirmations, the impact



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Formerly known as "Rajender Kumar Singal & Associates" (firm regd. No. 271 dated 24.07.2013)
(ICAI FRN No. : 016379 N) converted and registered as LLP on 02.12.2013 vide LLPIN No. AAB-8994 with Limited Liability

thereof on the unaudited financial results for the nine- month ended 31st December 2018 is unascertainable, and therefore, not being commented upon.

4. Based on our review conducted as above, except for the effects of our observations stated in paragraph 3 above under “**basis of qualified opinion**” and paragraph 5 “**emphasis of matter**”, nothing has come to our attention that causes us to believe that financial result have not been prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards i.e. Ind AS prescribed u/s 133 of the Companies Act, 2013 read with relevant rules issued there under and other recognized accounting practices and principles generally accepted in India, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. EMPHASIS OF MATTER

We draw attention to following matters:

- (i) As stated in Note No. 13 in the unaudited standalone financial result that disclose the management assessment of the company’s ability to continue as going concern. However, in view of the continuing default in re-payment of borrowings, significant decline in revenue in current period, continuous losses, negative cash flows and negative net worth, resignation of KMP and due to financial constraints, material uncertainty exists about the company ability to continue as going concern. Therefore, we are unable to comment if the going concern assumption is appropriate and any effect it may have on the financial statement for the nine-month ended 31th December, 2018.
- (ii) The balances of Loan & advances and few bank balances are subject to confirmation and reconciliation, if any. In the absence of having aforementioned confirmation and reconciliation, the impact thereof is unascertainable, and therefore, is not being commented upon in this report.
- (iii) The principles of Ind AS - 12 states that, the carrying amount of a deferred tax asset shall be reviewed at the end of each reporting period. However, the company has not provided any document related to review of deferred tax assets amounting to Rs 9,774.25 Lakhs in its unaudited financial results as on 31st December, 2018. In the absence of such review of deferred tax assets, we are unable to comment upon its impact on the unaudited financial result for the nine-month ended 31st December, 2018. Further as stated in Note No. 14 the company has informed that the effect of deferred tax assets will be considered at the year end.



- (iv) As per Para 15 of Ind AS 105, an entity shall measure a non-current asset (or disposal group) classified as held for sale at the lower of its carrying amount or fair value less costs to sell. As per board meeting held as on dated 14th November, 2018 and 14th August, 2018, we understand that the company proposes to monetize its investment in UK based subsidiary company Indo European Food Ltd. However, the company has recognized such non-current assets held for sale at historical cost. Further as stated in Note No. 7 the company has informed that the fair value of the said investment shall be determined at the year end and shall recognize the impairment loss, if required.
- (v) As stated in Note No. 10 in the unaudited standalone financial result, the company has allotted 18,30,000 equity shares on conversion of warrant into equity shares issued on preferential basis to its promoters. The company has filed application for listing of 18,30,000 equity shares to both the stock exchange (NSE & BSE). However, the company is yet to receive the approval from the stock exchange (NSE & BSE). The consequential effect the above, on the unaudited financial result is not ascertainable.
- (vi) The Company has investment in its wholly owned subsidiary, Kohinoor Foods USA Inc., amounting to Rs 3978.45 Lacs. However, in view of the accumulated losses of aforesaid subsidiary we are unable to express an opinion on the realizability of investment in Kohinoor Foods USA Inc. Further as stated in Note No. 7 the company has informed that the fair value of the said investment shall be determined at the year end and shall recognize the impairment loss, if required. The consequential effect the above, on the unaudited financial result for the nine-month ended 31th December 2018 is not ascertainable.
- (vii) As stated in Note No. 9 in the unaudited standalone financial result, The Banks have classified the company accounts as non-performing assets and served recall notice under section 13(2) of the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.
- (viii) As per information and explanation given to us, the company has not deposited the following undisputed statutory dues as on 31st December 2018.

Statutory Dues	Amount
TDS on Salary (Nov-Dec 2018)	7,45,328/-
TDS other than Salary	5,55,138/-
EPF (Nov & Dec 2018)	6,34,747/-
ESI (Nov & Dec 2018)	96,918/-



We are unable to comment upon possible impact of such default in the unaudited financial result for the nine-month ended 31th December 2018.

- (ix) Company has not made provision for one of its long outstanding debtor M/S. Kasturi Exim (P) Limited for amount outstanding is Rs 2900 lakh. A legal notice was issued to such debtor. We are unable to comment upon possible impact of such default in the unaudited financial result for the nine-month ended 31th December 2018.
- (x) Company has not made provision for amount outstanding from its U.K. based subsidiary company Indo-European Food Limited amounting to Rs 1782.71 lakh which has been outstanding for more than 6 months. Further a stand by letter of credit amounting of in INR 814.80 Lakh (GBP 9,17,394/-) invoked by OBC bank on the account of default made by Indo-European Food Limited is receivable from the said subsidiary company. We are unable to comment upon possible impact of such default in the unaudited financial result for the nine-month ended 31th December 2018.
- (xi) As stated in the Auditor's report for the year ended 31st March 2018, the Company has not made provision for the demand raised by various authorities towards matters pending before various Appellate forum. The consequential effect the above, on the unaudited financial result for the nine-month ended 31th December 2018 is not ascertainable.
- (xii) We draw attention to Note No. 11 of the statement of unaudited standalone financial result of the company for the nine-month ended 31th December 2018, that the lender of consortium bank "Oriental Bank of Commerce" and "M/S. Bedi Export" have filed the application against company under section 7 of the Insolvency and Bankruptcy code, 2016 before National company Law Tribunal (NCLT) Chandigarh bench.

Our opinion is not modified in respect of this matter.

For Rajender Kumar Singal & Associates LLP

Chartered Accountants

FRN No. 016379N

SHASHI PAL RAWAT

(Partner)

M.No. 413795

Date: 14/02/2019

Place: Faridabad

