

Kohinoor Foods Ltd.

May 25, 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 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 8th 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 31st March, 2022.

This is for your information and records.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited


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

Encl: As above



MANK & ASSOCIATES COMPANY SECRETARIES

(UCN: 2017DE554100)

ANNUAL SECRETARIAL COMPLIANCE (ASC) REPORT
OF
M/S. KOHINOOR FOODS LIMITED
(FOR THE YEAR ENDED 31ST MARCH, 2022)

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

We have examined:

- All the documents and records made available to us and explanation provided by M/s. Kohinoor Foods Limited [CIN No.: L52110HR1989PLC070351], having its registered office at Pinnacle Business Tower, 10th Floor, Surajkund, Shooting Range Road, Faridabad-121001, Haryana, India ("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 certification;

For the year ended 31st March, 2022 ("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 Securities and Exchange Board of India ("SEBI");

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



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- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Review Period as the Company has not bought back any of its securities during the financial year under review);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments made therein from time to time; **(Not applicable as the company has not granted any options to its employees during the financial year under review);**
- (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 as the Company does not have any debt securities listed during the financial year under review);**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable as the Company does not have any Preference Shares during the financial year under Review);**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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:

- (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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Listing of 1830000 Equity Shares in pursuance of Conversion of Share Warrants to Promoters	Equity Shares Have Not Been Listed	Application filed by the Company seeking permission for listing of 1830000 No. of Shares in pursuance of Conversion of Share Warrants to Promoters was accepted by the BSE Limited vide Notice No. 20211014-23 Dated 14/10/2021 and was listed with effect from 18/10/2021. Application filed by the Company seeking permission for listing of 1830000 No. of Shares in pursuance of Conversion of Share Warrants to Promoters was accepted by the NSE Limited vide Letter Ref. No. NSE/LIST/28671 Dated 14/10/2021 and was listed with effect from 18/10/2021.
2.	Regulation 33 (December 2014) [BSE Limited]	On 30/07/2021, BSE informed that due to late submission of documents, under Regulation 33, for the quarter ended on December 2014, basic fined levied to the Company amounting to Rs.3,71,420/- is still Outstanding and Payable.	Fees have been paid by the Company.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard



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Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

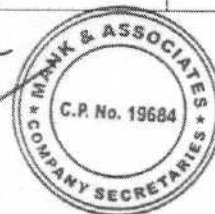
S. No	Action Taken By	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	NSE Limited	Suspension of Trading	Suspension of Trading Securities on 21/10/2020	Application / Documents submitted for Revocation of Suspension of Trading, on 21/05/2021 was accepted by the Exchange and the Suspension of Trading has been revoked with effect from 06/04/2022 vide Circular ref. No. 0368/2022 Dated 29/03/2022.
2.	BSE Limited	Suspension of Trading	Suspension of Trading Securities on 21/10/2020	Application / Documents submitted for Revocation of Suspension of Trading, on 21/05/2021 was accepted by the Exchange and the Suspension of Trading has been revoked with effect from 06/04/2022 vide Notice No. 20220329-16 Dated 29/03/2022.

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

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2021	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-Compliance with the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Quarter ended 30 th June, 2019-(BSE Limited & (NSE Limited))	Fees have been paid by the Company	No Comments Required	No Comments Required
2.	Non-Compliance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements)	Fees have been paid by the Company	No Comments Required	No Comments Required



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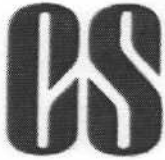
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S-16, 2nd Floor, Shree Jee Complex, Sharma Market, Harola, Sector-5, Noida, Uttar Pradesh, India

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	Regulation, 2015-(BSE Limited)			
3.	Non-Compliance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015-(NSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required
4.	Non-Compliance with the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 30September, 2019-(BSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required
5.	Non-Compliance with the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 30September, 2019-(NSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required
6.	Non-Compliance with the Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 w.r.t. Non-Payment of Annual Listing Fees for F.Y.-2019-20 -(BSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required
7.	Non-Compliance with the Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 w.r.t. Non-Payment of Annual Listing Fees for F.Y.-2019-20 -(NSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required
8.	Non-Compliance with the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 31 st December, 2019-(BSE	Fees have been paid by the Company	No Comments Required	No Comments Required



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(UCN: 2017DE554100)

	Limited)			
9	Non-Compliance with the Regulation - 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 31 st December, 2019-(NSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required
10.	Non-Compliance with the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 31 st March, 2020-(BSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required
11.	Non-Compliance with the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 31 st March, 2020-(NSE Limited)	Fees have been paid by the Company	No Comments Required	No Comments Required

Place: Noida, Uttar Pradesh, India

Date:30/04/2022



For MANK & ASSOCIATES
Company Secretaries
(UCN.S2017DE554100)

Name of the PCS CS Manish Kumar
FCS No. 10248
C P No. 19684
PR 1257/2021
UDIN F010248D000241743
Date 30/04/2022