

Kohinoor Foods Ltd.

28th May, 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

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

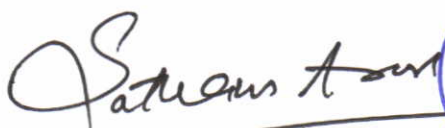
In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report of Kohinoor Foods Limited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

This is for your information and records.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited



Satnam Arora
Jt. Managing Director
DIN No. 00010667



Encl: As above



Vinod Aggarwal
FCS, LL.B(DU), M.Com

Vinod Aggarwal & Associates

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT

For the year ended 31st March, 2019

To,

Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor
Shooting Range Road, Surajkund
Faridabad – 121001
Haryana

We have examined:

- (a) all the documents and records made available to us and explanation provided by Kohinoor Foods Limited (hereinafter referred to as 'the Company') having registered office at Pinnacle Business Tower, 10th Floor, Shooting Range Road, Surajkund, Faridabad – 121001, Haryana,
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder and
- (b) 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");

Aggarwal



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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable as the Company has not bought back any of its securities during the financial year under review;**
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as the Company has not granted any options to its employees during the financial year under review;**
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the Company does not have any debt securities listed during the financial year under review;**
 - (g) 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) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued thereunder;

and based on the above examination, 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:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Listing of 18,30,000 Equity Shares pursuant to conversion of Share warrants to Promoters	Equity shares have not been listed	Application filed by the Company seeking permission for listing with NSE Limited is pending with them and the application filed with BSE Limited has been cancelled by BSE

		Limited due to non submission of documents by the Company.
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(b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

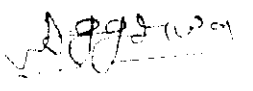
(c) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. 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.	BSE Limited	Delay of 1 day in making application for listing of 18,30,000 Shares in accordance with Regulation 108(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018	Fine of Rs. 20000+taxes imposed	Fine is yet to be paid by the Company
2.	NSE Limited	Delay of 2 days in making application for listing of 18,30,000 Shares in accordance with Regulation 108(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018	Fine of Rs. 40000+taxes imposed	Fine is yet to be paid by the Company

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

For Vinod Aggarwal & Associates
Company Secretaries


Vinod Aggarwal, Prop.
FCS No: 8007
CP No: 8816

Place: New Delhi
Date: 28.05.2019