

# Kohinoor Foods Ltd.

July 31, 2020

**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, 2020.

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



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

**Vinod Aggarwal & Associates**  
COMPANY SECRETARIES

# SECRETARIAL COMPLIANCE REPORT

For the year ended 31<sup>st</sup> March, 2020

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 31<sup>st</sup> March, 2020 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*  
11th Dec 2020

**PS**

LIG-1, LGF, Gayatri Enclave, Near RPS Colony, Khanpur T-Point, New Delhi-110062  
Tel: +91 11 26056000, Mob.: +91 93120 84774, Email: vinod.aggarwalcs@gmail.com



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 closed 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	Non-Compliance with the regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 June, 2019.	Fine of Rs. 5000+taxes imposed	Fine have been paid the Company
2.	NSE Limited	Non-Compliance with the regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 June, 2019	Fine of Rs. 5000+taxes imposed	Fine have been paid the Company
3.	BSE Limited	Non-Compliance with the regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Fine of Rs. 38000+taxes imposed	Fine have been paid the Company. (Waiver have been prayed and accepted and the same will be adjusted towards ALF (Annual Listing Fees)/ other pending charges/fees payable to the Exchange.)
4.	NSE Limited	Non-Compliance with the regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs. 36000+taxes imposed	Fine have been paid the Company (Waiver have been prayed and refund of the Fine have been received by the Company.)

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5.	BSE Limited	Non-Compliant with the regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 September, 2019	Fine of Rs. 278000+taxes imposed	Fine have been paid the Company
6.	NSE Limited	Non-compliance with the regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 September, 2019	Fine of Rs. 278000+taxes imposed	Fine have been paid the Company
7.	BSE Limited	Non-Compliant with the regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t, Non-payment of Annual Listing Fees for F.Y. 2019-20	1. freezing of demat accounts of the Promoter and Promoter Group. 2. suspension of trading in the securities of companies.	Fee have been paid the Company and restriction have been removed.
8.	NSE Limited	Non-Compliant with the regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t, Non-payment of Annual Listing Fees for F.Y. 2019-20	1. freezing of demat accounts of the Promoter and Promoter Group. 2. suspension of trading in the securities of companies.	Fee have been paid the Company and restriction have been removed.
9.	BSE Limited	Non-Compliant with the regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 31 December, 2019	Fine of Rs. 828000+taxes imposed	Company has made an application for waiver of penalty
10.	NSE Limited	Non-compliance with the regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31	Fine of Rs. 828000+taxes imposed	Company has made an application for waiver of penalty



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December, 2019				
11.	BSE Limited	Non-Compliant with the regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 31 March, 2020	Fine of Rs. 215000+taxes imposed	Company has made an application for waiver of penalty
12.	NSE Limited	Non-compliance with the regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31 March, 2020	Fine of Rs. 278000+taxes imposed	Company has made an application for waiver of penalty

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(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

Place: New Delhi

Date: 31.07.2020

  
Vinod Aggarwal, Prop.

FCS No: 8007

CP No: 8816

