

April 23, 2025

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

This is to inform that the Board of Directors of the Company at its Meeting held today, i.e. on 23rd April, 2025, which commenced at 03:00 P.M. and concluded at **04:40** P.M. has, *inter-alia*, taken the following decision: -

1. Approved the sale of Factory Unit of Company situated at 50-51 Milestone, G.T. Karnal Road, Murthal, Sonpath (Haryana)-131027, to M/s. RCM Consumer Products Private Limited at a value of Rs. 190 Crores, towards its consideration, on such terms and conditions as may be deemed fit by the Board. The detailed disclosure as required under Regulation 30 of SEBI (LODR) Regulations, 2015 is attached hereto as Annexure - A.
2. Took Note of the Resignation of Mr. Chashu Arora as CFO, of the Company w.e.f. March 24, 2025.
3. Approved appointment of Mr. Pradeep Goswami, Chartered Accountant, as CFO, of the Company, w.e.f. April 01 2025. The detailed disclosure as required under Regulation 30 of SEBI (LODR) Regulations, 2015 is attached hereto as Annexure - B.

Please acknowledge receipt.

Thanking you,

Yours faithfully,

For **Kohinoor Foods Limited**


Satnam Arora
Jt. Managing Director
DIN: 00010667

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

ANNEXURE-A

Details which a listed entity needs to disclose for sale or disposal of unit(s) or division(s) of the listed entity under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.4 of Annexure I of the SEBI Circular dated July 13, 2023.

The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	The Factory Unit proposed to be sold is having Book Value of Rs. 108 Crores which is 68.50% of the total Book Value of Assets and 113.90% of the turnover during the past financial year
Date on which the agreement for sale has been entered into	The Board of Directors of the Company have approved the proposed transaction on February 14, 2025 including authority to officers of the Company to enter into the Agreement to Sell dated 26/03/2025 & Tripartite Agreement dated 31.03.2025 to give effect to the transaction.
The expected date of completion of sale/ disposal	The sale is expected to be completed upon removal of Charge on the Property, which is at present under process.
The consideration received from such sale/ disposal	Aggregate of Capital assets and net of other assets and liabilities at Book Value. The Consideration for a value of INR 190 Crores, the entire sale consideration had been directly paid in Cash to the Consortium Lenders.
Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/ group companies. If yes, details thereof	M/s. RCM Consumer Products Private Limited (having CIN: U46909RJ2023PTC086369) having its Registered Office at RCM World, SPL 6, RIICO Growth Centre, Village - Hamirgarh, Psot - Swaroopganj, Hamirgarh, Bhilwara, Rajasthan - 311 025, India The Buyer is identified as an independent and non-related to the promoter/promoter group/ group companies for a value of INR 190 Crores.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	N.A.
whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	The OTS as approve by the Lead Bank on 24.12.2024 include monetizing of Company Assets. The Factory unit (a Secured Assets to Lenders), through slump sale, 'Rice Factory' at Murthal, Sonipath, Haryana is covered under the approved OTS dated 21.12.2024 by the Lenders and the proceeds from the sale will be paid to the Lenders. The Company has taken fresh approval on April 21 2025 from the shareholders and the shareholders have also approved the sale of undertaking through its meeting held through postal ballot on April 29 2022.

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<p>Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.</p>	<p>N.A.</p>
<p>Rationale for slump sale</p>	<ol style="list-style-type: none"> 1. The company has been declared NPA by the bank since May 2018 and the lead Banks has also filed a petition u/s 7 of the IBC Act. The Company approached the Banks for One Time Settlement (OTS) and needs to place satisfy its commitment with the Banks. 2. in view of the approved OTS settlement with the Banks and to meet the timeline to satisfy the commitments with the Bankers, it is essential to take strong steps to meet the deadline to safeguard the interest of the stakeholders, in view of the same it is proposed to sell the Factory unit, through slump sale, 'Rice Factory' at Murthal, Sonipath, Haryana and deposit the entire proceed with the banks and in order to do so, permission of the Regulators, Hon'ble DRT Delhi and Consortium Banks is to obtained.
<p>Brief Particulars for change in shareholding pattern if any</p>	<p>There will not be any change in the share holding pattern of the Kohinoor Foods Limited consequent to this transaction. No listing is sought for the transferee company.</p>



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ANNEXURE-B

Required disclosures/details in respect of Change pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Appointment of Mr. Pradeep Goswami (PAN: AFLPG6734P) as the Chief Financial Officer and Key Managerial Personnel of the Company with effect from April 01 2025.

SN	Particulars	Information of Such Events
1	Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment of Mr. Pradeep Goswami (PAN: AFLPG6734P) as CFO, of the Company
2	Date of Appointment	April 01 2025
3	Brief profile (in case of appointment)	<p>Qualified Chartered Accountant With B.Com & Software Engineering.</p> <p>Having Total Experience of 20 Years (including 17 years Post Qualification).</p> <p>Worked with Esteemed organization like:- AMUL The Taste of India, Metzeler Automotive Profile India Pvt Ltd, Agra Smart City Limited and Ambey Mining Group at Senior / Management Level.</p>
4	Disclosure of Relationships between directors	N.A

You are requested to please take the above information on record as per requirement of Regulation 30 of SEBI (LODR) Regulations, 2015.



Kohinoor Foods Limited

April 23 2025

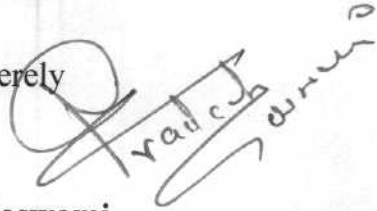
To,
The Board of Director,
Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor,
Shooting Range Road, Surajkund,
Faridabad, Haryana – 121001

SUB: Consent to Act as CFO

I, Pradeep Goswami, S/o. Gopal Goswami, hereby give my consent to act as Chief Financial Officer of the Company w.e.f., 01/04/2025 and certify that i am associate member of Institute of Chartered Accountants of India having Membership No. 512709.

Thanking You,

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Pradeep Goswami', is written over a faint, rectangular stamp or watermark.

Pradeep Goswami
Membership No. 512709