KOHINOOR FOODS LIMITED

16th November, 2016

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400051

Sub: Reply of information required regarding appointment of Mr. Nitin Arora, Additional Director of the company as Whole Time Director

Dear Sir/Mam,

In reference to your mail dated November 15, 2016, we are providing you the information regarding the appointment of Mr. Nitin Arora as a Whole Time Director of the Company:

1. Date of appointment: November 14, 2016

Terms of Appointment:

In accordance with the applicable provisions of the Companies Act, 2013 ('Act") and SEBI (LODR) Regulations, 2015 as amended from time to time, and the Articles of Association of KOHINOOR FOODS LIMITED the Company has appointed Mr. Nitin Arora (DIN No. 0017428) as a Whole Time Director of the Company on the below stated conditions:-

1. The Appointment of Mr. Nitin Arora as a Whole Time Director is approved by the Board of Director w.e.f. 14th November, 2016, for a term of three (3) consecutive years subject to the approval of the Shareholders/Central Government etc. and also upon confirmation as required under section 152 of the Companies Act, 2013 and rule made there under, in the forthcoming Annual General Meeting.

2. Mr. Nitin Arora will strictly abide by the Code for Board of Directors.

3. During his tenure as a Whole Time Director he may be requested to serve on one or more of the Board committees, from time-to-time.

4. The Company is confident of a Whole Time Director commitment of devoting sufficient time and attention as necessary in order to perform their duties as a Whole Time Director. This will include attendance for regular and emergency Board meetings and the Annual/ Extra-ordinary

KOHINOOR FOODS LIMITED NEW DELHI

General Meetings. Whole Time Director may also be requested to attend regular meetings of any Board committee of which they are a member.

□ **Role & Duties**

1. As an Executive Director, Mr. Nitin Arora will have the same responsibilities and liabilities to the Company as applicable to any other Executive Director.

2. The following duties as a director will apply to Mr. Nitin Arora as a director, which are more specifically stipulated in Section 166 of the Companies Act, 2013, a bare provision of the same is reproduced below for ease of reference –

(i) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.

(ii) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, and the community and for the protection of environment.

(iii) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(iv) A director of a Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

(v) A director of a Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

(vi) A director of a Company shall not assign his office and any assignment so made shall be void.

□ **Salary/Perquisites**

Further to Board's approval at its meeting held on 14th November, 2016 that Mr. Nitin Arora will be paid a salary of Rs. 6,00,000/- per month during the tenure of appointment, or such increments, as may be decided by the Committee and Board of Directors time to time, subject to the overall limit approved by the Central Government.

Perquisites and Benefits –:

-Mediclaim facility for self & family.

-Two cars with chauffeur

KOHINOOR FOODS LIMITED NEW DELHI

-Facility of gas, electricity, generator, water and telephone at residence.

-Security Personnel, Gardeners Salary at residence.

-Travel within India along with wife.

-Travel outside India along with wife twice in a year.

-Club Membership fees.

-Repairs & Maintenance of house as per actual.

-Any Other allowances if permitted by Board.

The total amount of perquisites payable to the Whole time Directors may be decided/varied by the Board of Directors or its Committee, from time to time as it may deem fit in its absolute discretion: provided that total perquisites and other allowances to be paid to Mr. Nitin Arora, should not exceed 50% of the total Salary.

The total remuneration consisting of Salary, Perquisites and other benefits paid to the whole time director shall not exceed the limit stipulated in Section 197 of the Act and other applicable provisions except with the approval of Central Government.

□ Other directorships & business interests

Based on disclosures of his directorships etc., the Company acknowledges business interests that they he have engaged into other than their association as Whole Time Director with the Company. In the event he may become aware of any potential conflicts of interest *qua* their directorship, the Company would expect them to disclose to the Board of Directors of such conflict of interest situation as soon as possible.

During the Appointment, his directorships in other companies will be subject to the limits as prescribed under the Act and the SEBI (LODR) Regulations, 2015, from time-to-time. Further, he may inform the Company prior to accepting any other (or further) directorships of publicly quoted companies or any major external appointments, to avoid any conflict of interest with their current position in the Company.

□ Code of Conduct & other compliances

During the Appointment, he will comply with the provisions of applicable laws including the Code for Whole Time Director, Insider Trading Code and such other requirements as the Board of Directors may specify or otherwise applicable under applicable laws to directors from time-to-time.

KOHINOOR FOODS LIMITED NEW DELHI

At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect their status as Whole Time Director, the Company expects Whole Time Director to furnish a declaration to the effect.

□ **Confidentiality**

1. He will maintain highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which they come into contact by virtue of their position as an Executive Director of the Company.

2. At times Whole Time Director may be privy to unpublished price sensitive information concerning the Company or its subsidiaries. The Company advise them not to disclose such information to any third party without prior permission of the Company. Further, Company expects Whole Time Director to adhere to the provisions of SEBI Insider Trading Regulations while they are in possession of any unpublished price sensitive information. Any enquiries they may receive from any of the stakeholders, analysts and media may be directed to the Company for necessary action.

3. On expiry of their term of Appointment, Company expects Whole Time Director to return to the Company all books, document, papers and other property of or relating to the business of the Company which is in their possession, custody or power by virtue of their position as an Executive Independent Director of the Company.

□ **Performance Review Process**

The performance of individual Director will be evaluated by the Board/Remuneration & Nomination Committee from time-to–time in accordance with the provisions of the Act & the SEBI (LODR), Regulation, 2015. Whole Time Director Re-appointment (if any) will be based on the report of performance evaluation by the Board/ Remuneration & Nomination Committee.

□ **Insurance**

The Company has in place directors' & officers' liability insurance and the coverage of such policy will be extended to Executive Directors as well during full term of the Appointment.

2. Brief Profile

Nitin Arora is a young, energetic and well experienced business professional. He is 43 years old and actively involved in day to day operations of Rice Factory situated at Murthal, Sonepat of M/s Kohinoor Foods Limited. He is having a rich experience of running Rice Mill from purchase of paddy/rice to storage to milling and the overall administration of Rice Mill.

KOHINOOR FOODS LIMITED NEW DELHI

Educational Background

He completed his schooling from a highly reputed school "BISHOP COTTON SCHOOL", SHIMLA and did his MBA from "UNIVERSITY OF BUCKINGHAM"

Professional Background:

Mr. Nitin Arora on completing his MBA took his job at factory as a under study of our chairman Mr. Jugal Kishore Arora. He is currently overall in charge of all affairs of our rice mill. He takes keen interest in buying be it Paddy or Rice. He has modernized the rice/paddy storage system in the factory by importing and installing modern silos. He takes keen interest in economic inventory management and costing of products to ensure that customers get the best quality rice at a reasonable price.

Mr. Nitin Arora has a hands on experience of all aspects of rice milling and trade. He takes keen interest in marketing efforts of the company and tries to ensure that the customers get (a) products when they want (b) quality that they want (c) at a reasonable price.

Mr. Arora is a young man with bright ideas, solid experience and a positive outlook. The company sees a great potential in him.

3. Disclosure of relationships between directors:

Mr. Jugal Kishore Arora, being father of Mr. Nitin Arora is deemed to be interested in the said resolution as it pertains to the remuneration payable to his son.

None of the other Directors of the Company are, in any way, concerned or interested in the said resolution.

This is for your information and record.

Please find the same in order.

Thanking you,

Yours sincerely,
For Kohinoor Foods Ltd.

Rama Kant
Company Secretary & GM (Legal)

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CC: Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.