

Kohinoor Foods Ltd.

12.08.2021

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 held on 12th August, 2021 and Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements, 2015

This is to inform that the Board of Directors of the Company at its Meeting held today , i.e. on 12th August, 2021 which commenced at 02.30 P.M. and concluded at 05:10 P.M. has, *inter-alia*, taken the following decisions :-

1. Approved the Un-audited Standalone and Consolidated Financial Results of the Company for the first quarter ended on 30th June, 2021. Copy of the said results along with the Limited Review Report thereon by Statutory Auditors of the Company is submitted herewith in compliance of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Took Note of the resignation letter, dated August 12, 2021, placed at Today's Meeting of the Board of Directors, by M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants, (FRN 016379N) (current Statutory Auditors) of the Company, communicating their resignation as Statutory Auditors of the Company, with effective from 12.08.2021. The Audit Committee at its meeting held on August 12, 2021 noted that the statutory auditors have not raised any concern or issue except the commercial reason. The Board of Directors at its meeting held today i.e., August 12, 2021 also noted that there is no other reason other than commercial one as mentioned in the resignation letter dated August 12, 2021 as placed before the Meeting of Board of Directors. The Audit Committee and the Board at their respective meeting placed on record their appreciation to M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants, (FRN 016379N) for their contribution to the company with audit processes and standard of Auditing.
3. Approved the Appointment of M/s. N C Raj & Associates, Chartered Accountant (FRN: 002249N) as Statutory Auditor of the Company, till the conclusion of ensuing 32nd Annual General Meeting of the Company to be held in the Year 2021, based on the recommendation of Audit Committee, subject to the approval of the shareholders at General Meeting, to fill the casual vacancy caused due to resignation of M/s. Rajender Kumar Singal & Associates LLP. The said appointment is pursuant to applicable provisions of the Companies Act 2013 and SEBI Listing Regulation, 2015.



Kohinoor Foods Ltd.


Details with respect to resignation/ change in Auditors of the Company as required under Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 and CIR/CFD/CMD1/114/2019 dated October 18, 2019 are annexed herewith.

Please acknowledge receipt.

Thanking you,

Yours faithfully,

For Kohinoor Foods Limited

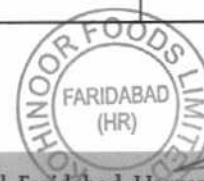

(Satnam Arora)
Jt. Managing Director
DIN No: 00010667

Encl.: As above

Kohinoor Foods Ltd.

STANDALONE STATEMENT OF UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021.

					(Rs. in Lacs)
					STANDALONE
SI.	Particulars	QUARTER ENDED			YEAR ENDED
		30-06-2021	31-03-2021	30-06-2020	31-03-2021
No.		UN-AUDITED	AUDITED	UN-AUDITED	AUDITED
I	Revenue from Operation	2,626	1,595	472	4,019
II	Other Income	7	266	150	416
III	Total Income (I+II)	2,632	1,861	622	4,435
IV	Expenses				
	Cost of material consumed	178	225	191	1,075
	Purchase of stock-in-trade	1,807	705	-	705
	(Increase)/Decrease in Inventories of finished goods, stock-in-trade and work-in-progress	(143)	31	22	7
	Employee benefits expense	125	133	176	547
	Finance Costs	13	72	7	111
	Depreciation and amortisation expense	192	223	227	904
	Impairment of Assets	-	442	-	442
	Other Expenses	673	874	206	1,823
	Total expenses (IV)	2,845	2,705	829	5,614
V	Profit/ (Loss) before exceptional items and tax (III-IV)	(213)	(844)	(207)	(1,179)
VI	Exceptional Items		(853)	-	(853)
VII	Profit/ (Loss) before tax (V-VI)	(213)	9	(207)	(326)
VIII	Tax Expense	-			
	(1) Current Tax	-			
	(2) Income Tax for Prior Years	-	-	-	-
	(3) Deferred tax		189	-	189
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)	(213)	(180)	(207)	(515)
X	Profit/(Loss) from discontinuing operations				
XI	Tax expenses of discontinued operations				
XII	Profit/(Loss) from Discontinuing operations (after tax) (X-XI)				
XIII	Profit/ (Loss) for the period (VII-VIII)	(213)	(180)	(207)	(515)
XIV	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss		5	-	5
	(ii) Income tax relating to items that will not be reclassified to profit or loss				
	B (i) Items that will be reclassified to profit or loss				
	(ii) Income tax relating to items that will be reclassified to profit or loss				
XV	Total Comprehensive Income for the period (IX+X)	(213)	(175)	(207)	(510)
XVI	Earning per Equity share (for continuing operation):				
	(1) Basic	(0.57)	(0.47)	(0.56)	(1.38)
	(2) Diluted	(0.57)	(0.47)	(0.56)	(1.38)
XVII	Earning per Equity share (for discontinuing operation):				
	(1) Basic				
	(2) Diluted				
XVIII	Earning per Equity share :-(Face Value of Rs. 10 each) (not annualised)				
	(1) Basic	(0.57)	(0.47)	(0.56)	(1.38)
	(2) Diluted	(0.57)	(0.47)	(0.56)	(1.38)

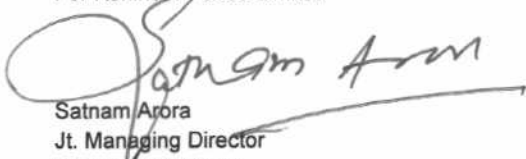


Kohinoor Foods Ltd.

NOTE:

- 1) The Un-audited Standalone Financial Results have been reviewed by Audit committee and approved by the Board of Directors in their meeting held on 12th August, 2021.
- 2) The standalone financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, specified in Section 133 of Companies Act, 2013.
- 3) The Company is primarily engaged in the business of manufacturing, trading & marketing of food products which is a single segment, as per Indian Accounting Standard (IND AS) 108.
- 4) The Un-audited Standalone Financial Results are given as per the requirement of Regulation 33 of the SEBI (LODR), Regulations 2015 and submitted to Stock Exchanges.
- 5) The Banks have classified the company's accounts as Non Performing asset and served recall Notice under section 13(2) of The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. The Company has given reply of said notices within the stipulated time.
- 6) The company has received Ex-parte Interim Order dated 25-06-2020 from Debt Recovery Tribunal-III, Delhi in the matter of ICICI Bank Vs. Kohinoor Foods Limited restraining the company from transferring/ alienating or otherwise dealing with, or disposing off or encumbering or creating any third party interest with respect of the hypothecated assets/immovable properties of Company until further orders. The company is contesting the matter and has filed its reply before DRT-III, Delhi.
- 7) The company has not provided interest on bank loans to the extent of Rs. 2565 lacs for 1st Quarter of the current year and Rs. 26056 Lacs from the date on which the bank loans were classified as non-performing assets.
- 8) The Creditors of the Company have filed petition under Section 7 and Section 9 of Insolvency and Bankruptcy Code, 2016, before the Honbl'e court of NCLT, Chandigarh Bench, which are not yet admitted.
- 9) The Balances of some Debtors and creditors are subject to confirmation.
- 10) As per the assessment of Management the company continues to be going concern. This assessment is based on the sanction of One Time Settlement by lead Bank and the interest shown by prospective investors in the company.
- 11) The Lead Bank (PNB) has sanctioned one time settlement OTS proposal of the company. The company is hopeful to get OTS sanction from all the consortium lenders in due course.
- 12) The Company in its Board Meeting held on 04.10.2018, has allotted 18,30,000 equity shares on conversion of warrants into equity, issued on preferential basis. After allotment the company has filed application for listing of 18,30,000 equity shares to both the Stock Exchanges (NSE & BSE) and application is under process, and due to these shares are not yet dematerialised.
- 13) The outbreak of Covid 19 has severally impacted business globally including India. The company had some short term impact on operation and recoverability of amount due from Debtors due to Covid 19 and the lockdown imposed by the government. However, it will not have significant long term impact on the operation of the company. The management has made assessment of impairment of assets due to covid 19 pandemic situation. As per assessment of the management, the recoverable amount of assets is higher than its carrying value and hence no impairment of assets need to be recorded in the financial statements.
- 14) The company has made disinvestment of its entire shareholding in its wholly owned subsidiary in U.K, "Indo European Foods Limited" during current quarter.
- 15) The figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
- 16) The figures of previous quarter/year have been regrouped / rearranged whenever considered necessary.

By order of the Board
For Kohinoor Foods Limited


Satnam Arora
Jt. Managing Director
DIN No. 00010667

Place : Faridabad
Date : 12th August, 2021

RAJENDER KUMAR SINGAL & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

Independent Auditor's Review Report on quarterly Standalone Unaudited Financial Results of Kohinoor Foods Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**To the Board of Director of
Kohinoor Foods Limited**

1. We have reviewed the accompanying statement of Standalone Unaudited Financial Results ('the Statement') of Kohinoor Foods Limited ('the Company') for the quarter ended 30th June 2021, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The Statement is the responsibility of the Company's Management and has been approved by the Company's Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of interim Financial Information Performed by the independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement are free of material misstatement. A review is limited primarily to enquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. **Basis of Qualified Conclusion**
 - (i) In reference to Note No. 10 in the statement discloses the management's assessment of the company's ability to continue as going concern. The management's assessment of going concern is based on Resolution plan submitted to the Banks by company, sanction of OTS by the lead bank PNB and the interest shown by prospective investors in the company. However, in view of default in repayment of borrowings, significant decline of revenue, continuous losses, negative cash flows and negative net worth and due to financial constraints, material uncertainty exists about the company's ability to continue as going concern and the decision of the management of the company to prepare the accounts of the company on going concern basis. There may arise a need to adjust the realizable



value of assets and liabilities in the event of failure of assumption as to going concern.

- (ii), As stated in Note No. 7, of Standalone Unaudited Financial Results, loss of the company is understated by Rs 2565.72 lakhs (approx.) due to non-provisioning of interest on bank loans for the period from 01/04/2021 to 30/06/2021 and Rs 26056.28 lakhs (approx.) from the date on which the account of the company was classified as NPA to the period covered under review, due to non-provisioning of interest on bank loans after the accounts of the company were classified as NPA. Further no provision has been made towards penal interest, any other penalty etc. as may be charged by lenders. In the absence of complete statement of account from the bank, the above amount has been arrived as per calculation made by the company. With the limited information the aggregate amount unprovided in books of account of the company is not ascertainable with accuracy.
- (iii) During the period under review, the company entered into sale and purchase transactions with the creditors and debtors respectively and has recognized Revenue without negating the effect of re-purchase of goods from debtors and re-sale of goods to creditors. As per information and explanation given by management, each transaction is a separate transaction and not related to each other as quality of goods sold and purchased are different. However, we have not been provided any quality wise record of sale & purchase. Further it cannot be identified at which point of time performance obligation is satisfied due to uncertainty about transfer of risk & reward, absence of customer specification, absence of acceptance of goods by customer and absence of sales return policy. In light of above circumstances, revenue recognition by the company is not in line with Ind AS 115 for Revenue Recognition. Further customer's ability to pay the consideration deteriorates significantly, it indicates the significant changes in fact and circumstances, entity should re-assess the criteria for accounts for contract with customer. in the absence of such records, we are unable to comment whether such re-purchased goods from debtor is purchase or sales return and its impact on Standalone Financial statement.

4. Qualified Conclusion

Based on our review conducted as above, except in "Basis of Qualified Conclusion" paragraph mentioned in para 3, nothing has come to our attention that causes us to believe that the accompanying statement unaudited financial results prepared in accordance with applicable accounting standard and other recognized accounting practices and policies has not disclosed the information required to be disclosed in term of regulation 33 of the SEBI

(Listing obligation and disclosure requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contain any material misstatement.

5. EMPHASIS OF MATTER

- i. As stated in Note No. 14 to the standalone financial statements, the company has entered into sale purchase agreement with Herba Foods S.L.U. as on 07th of April 2021 relating to sale of Herba Foods Limited, a U.K. based subsidiary company. The total consideration for said deal is GBP 4,376,725 (inclusive of deferred consideration of GBP 566,000). The company has recognized impairment loss on investment by amounting of Rs 441.54 lakh during the financial year ended 31st March, 2021.
- ii. The company has not made Provision for the demand raised by various authorities as the matters are pending before various appellate forum. We are unable to comment on possible impact of non-provision in the standalone financial statement for the year ended 30th June 2021.
- iii. In reference to Note No 12 in the statement, the company has allotted 18,30,000 equity shares on conversion of warrant into equity shares issued on preferential basis to its promoters. The company has filed application for listing of 18,30,000 equity shares to both the stock exchange (NSE & BSE). As per information provided by management, such application is closed by BSE due to non-submission of documents

Further, certain operational creditors have also filed an application against company under section 9 of the Insolvency and Bankruptcy code, 2016 before National company Law Tribunal (NCLT) Chandigarh bench. However, company has entered settlement agreement for above these operational creditors and said operational creditors have agreed to withdraw the application filed against the company before NCLT as per term

- v. In reference to Note No.9, balances of some debtors and creditors are subject to their confirmations.
- vi. Note no. 6 of the standalone financial result stating that the company has received Ex-parte Interim Order dated 25-06-2020 from Debt Recovery Tribunal-III, Delhi in the matter of ICICI Bank Vs. Kohinoor Foods Limited restraining the company from transferring/ alienating or otherwise dealing with, or disposing off or encumbering or creating any third party interest with respect of the hypothecated assets/immovable properties of Company until further orders. In response, the company is contesting the matter and has filed its reply before DRT-III, Delhi, wherein DRT has provided the next date of hearing on 12th August 2021.
- vii. In reference to note no. 13 of the statement which explain management's assessment of impairment of assets due to COVID 19 pandemic situation. As per assessment of the management, the recoverable amount of assets is higher than it carrying value and hence no impairment of assets need to be recorded in the financial statements.

Our conclusion is not modified in respect of this matter.

Place: Delhi
Date: 12.08.2021

For Rajender Kumar Singal and Associates LLP
(Chartered Accountants)
Firm Reg. No. 016379N



ICAI UDIN No. 21413795AAAABD
6419

Kohinoor Foods Ltd.

CONSOLIDATED STATEMENT OF UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021.

(Rs. in Lacs)

Sl. No.	Particulars	CONSOLIDATED			
		QUARTER ENDED			
		30.06.2021	31.03.2021	30.06.2020	31.03.2021
		UN-AUDITED	AUDITED	UN-AUDITED	AUDITED
I	Revenue from Operation	2,626	8164	5809	26,569
II	Other Income	7	269	150	419
III	Total Income (I+II)	2,632	8,433	5,959	26,988
IV	Expenses				
	Cost of material consumed	178	6518	4074	17,955
	Purchase of stock-in-trade	1,807	705	0	705
	(Increase)/Decrease in Inventories of finished goods, stock in-trade and work-in-progress	(143)	31	22	7
	Employee benefits expense	125	551	463	1,779
	Finance Costs	13	209	86	477
	Depreciation and amortisation expense	192	245	259	1,012
	Impairment of Assets	-	130.79	0	131
	Other Expenses	673	97	933	3,328
	Total expenses (IV)	2,845	8,486	5,836	25,394
V	Profit/ (Loss) before exceptional items and tax (III-IV)	(213)	(53)	123	1,594
VI	Exceptional Items		(877)	-	(877)
VII	Profit/ (Loss) before tax (V-VI)	(213)	824	123	2,471
VIII	Tax Expense	-	-	-	-
	(1) Current Tax	-	-	-	-
	(2) Income Tax for Prior Years	-	-	-	-
	(3) Deferred tax	-	48	-	48
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)	(213)	776	123	2,423
X	Profit/(Loss) from discontinuing operations				
XI	Tax expenses of discontinued operations				
XII	Profit/(Loss) from Discontinuing operations (after tax) (X-XI)				
XIII	Profit/ (Loss) for the period (VII-VIII)	(213)	776	123	2,423
XIV	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss		5	-	5
	(ii) Income tax relating to items that will not be reclassified to profit or loss				
	B (i) Items that will be reclassified to profit or loss				
	(ii) Income tax relating to items that will be reclassified to profit or loss				
XV	Total Comprehensive Income for the period (IX+X)	(213)	781	123	2,428
XVI	Earning per Equity share (for continuing operation):				
	(1) Basic	(0.57)	2.11	0.33	6.55
	(2) Diluted	(0.57)	2.11	0.33	6.55
XVII	Earning per Equity share (for discontinuing operation):				
	(1) Basic				
	(2) Diluted				
XVIII	Earning per Equity share :-(Face Value of Rs. 10 each) (not annualised)				
	(1) Basic	(0.57)	2.11	0.33	6.55
	(2) Diluted	(0.57)	2.11	0.33	6.55



Kohinoor Foods Ltd.

NOTE:

- 1) The Un-audited consolidated Financial Results have been reviewed by Audit committee and approved by the Board of Directors in their meeting held on 12th August, 2021.
- 2) The consolidated financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, specified in Section 133 of Companies Act, 2013.
- 3) The Company is primarily engaged in the business of manufacturing, trading & marketing of food products which is a single segment, as per Indian Accounting Standard (IND AS) 108.
- 4) The Un-audited consolidated Financial Results are given as per the requirement of Regulation 33 of the SEBI (LODR), Regulations 2015 and submitted to Stock Exchanges.
- 5) The Banks have classified the company's accounts as Non Performing asset and served recall Notice under section 13(2) of The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. The Company has given reply of said notices within the stipulated time.
- 6) The company has received Ex-parte Interim Order dated 25-06-2020 from Debt Recovery Tribunal-III, Delhi in the matter of ICICI Bank Vs. Kohinoor Foods Limited restraining the company from transferring/ alienating or otherwise dealing with, or disposing off or encumbering or creating any third party interest with respect of the hypothecated assets/immovable properties of Company until further orders. The company is contesting the matter and has filed its reply before DRT-III, Delhi.
- 7) The company has not provided interest on bank loans to the extent of Rs. 2565 lacs for 1st Quarter of the current year and Rs. 26056 Lacs from the date on which the bank loans were classified as non-performing assets.
- 8) The Creditors of the Company have filed petition under Section 7 and Section 9 of Insolvency and Bankruptcy Code, 2016, before the Honbl'e court of NCLT, Chandigarh Bench, which are not yet admitted.
- 9) The Balances of some Debtors and creditors are subject to confirmation.
- 10) As per the assessment of Management the company continues to be going concern. This assessment is based on the sanction of One Time Settlement by lead Bank and the interest shown by prospective investors in the company.
- 11) The Lead Bank (PNB) has sanctioned one time settlement OTS proposal of the company. The company is hopeful to get OTS sanction from all the consortium lenders in due course.
- 12) The Company in its Board Meeting held on 04.10.2018, has allotted 18,30,000 equity shares on conversion of warrants into equity, issued on preferential basis. After allotment the company has filed application for listing of 18,30,000 equity shares to both the Stock Exchanges (NSE & BSE) and application is under process, and due to these shares are not yet dematerialised.
- 13) The outbreak of Covid 19 has severely impacted business globally including India. The company had some short term impact on operation and recoverability of amount due from Debtors due to Covid 19 and the lockdown imposed by the government. However, it will not have significant long term impact on the operation of the company. The management has made assessment of impairment of assets due to covid 19 pandemic situation. As per assessment of the management, the recoverable amount of assets is higher than its carrying value and hence no impairment of assets need to be recorded in the financial statements.
- 14) The company has made disinvestment of its entire shareholding in its wholly owned subsidiary in U.K, "Indo European Foods Limited" during current quarter. The accounts of Indo European Foods have not been consolidated in current quarter as it is not a subsidiary as on 30-06-2021.
- 15) The figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
- 16) The figures of previous quarter/year have been regrouped / rearranged whenever considered necessary.

By order of the Board
For Kohinoor Foods Limited


Satnam Arora
Jt. Managing Director
DIN No. 00010667

Place : Faridabad
Date : 12th August, 2021

CHARTERED ACCOUNTANTS

Independent Auditor's Review Report for Consolidated Unaudited Financial Results of Kohinoor Foods Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**To Board of Director of
Kohinoor Foods Limited**

1. We have reviewed the accompanying statement of Consolidated Unaudited Financial Results ("the statement") of Kohinoor Foods Limited ("The Holding Company") and its subsidiaries (the holding company and its subsidiaries together referred to as "the group"), for the quarter ended 30th June 2021 being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended 30th June 2021, as reported in these financial results have been approved by the Holding Company's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:

	Name of subsidiaries	Country
(i)	Kohinoor Food USA Inc.	(USA)
(ii)	Sachdeva Brothers Private Limited	(India)

5. Basis of Qualified Conclusion

As attention in:

- (i) In reference to Note No. 10 in the statement discloses the management's assessment of the holding company's ability to continue as going concern. The management's assessment of going concern is based on Resolution plan submitted to the Banks by company, sanction of OTS by the lead bank and the interest shown by prospective investors in the company. However, in view of default in re-payment of borrowings, significant decline of revenue, continuous losses, negative cash flows and negative net worth, and due to financial constraints, material uncertainty exists about the company's ability to continue as going concern and the decision of the management of the company to prepare the accounts of the company on going concern basis. There may arise a need to adjust the realizable value of assets and liabilities in the event of failure of assumption as to going concern.
- (ii) As stated in Note No. 7 in the statement, loss of the company is understated by Rs 2565.72 lakhs (approx.) for the period from 01/04/2021 to 30/06/2021 and Rs 26056.28 lakhs (approx.) from the date of account being classified as NPA of holding company to the period covered under review, due to non-provisioning of interest on bank loans after the accounts of the company were classified as NPA. Further no provision has been made towards penal interest, any other penalty etc. as may be charged by lenders. In the absence of complete statement of account from the bank, the above amount has been arrived as per calculation made by the company. With the limited information the aggregate amount unprovided in books of account of the holding company is not ascertainable with accuracy.



- (iii) During the period under review, the company entered into sale and purchase transactions with the creditors and debtors respectively and has recognized Revenue without negating the effect of re-purchase of goods from debtors and re-sale of goods to creditors. As per information and explanation given by management, each transaction is a separate transaction and not related to each other as quality of goods sold and purchased are different. However, we have not been provided any quality wise record of sale & purchase. Further it cannot be identified at which point of time performance obligation is satisfied due to uncertainty about transfer of risk & reward, absence of customer specification, absence of acceptance of goods by customer and absence of sales return policy. In light of above circumstances, revenue recognition by the company is not in line with Ind AS 115 for Revenue Recognition. Further customer's ability to pay the consideration deteriorates significantly, it indicates the significant changes in fact and circumstances, entity should re-assess the criteria for accounts for contract with customer. In the absence of such records, we are unable to comment whether such re-purchased goods from debtor is purchase or sales return and its impact on Standalone Financial statement.
- (iv) We have not been provided any financial statement/financial information of U.S.A. based subsidiary company Kohinoor Foods USA Inc. and Indian subsidiary company M/S. Sachdeva Brothers Private Limited. The management of the holding company consolidated only financial result of these subsidiaries and not whole financial statement of group. We are unable to comment on adjustment that may have been required to this consolidated unaudited financial result.

6. Qualified Conclusion

Based on our review conducted and procedures performed as stated in paragraph 3 above except in "**Basis of Qualified conclusion**" paragraph mentioned in para 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. EMPHASIS OF MATTER



- i. As stated in Note No. 14 to the consolidated unaudited financial statements, the company has entered into sale purchase agreement with Herba Foods S.L.U. as on 07th of April 2021 relating to sale of Indo-European Foods Limited, a U.K. based subsidiary company. The total consideration for said deal is GBP 4,376,725 (inclusive of deferred consideration of GBP 566,000). The company has recognized impairment loss on investment by amounting of Rs 441.54 lakh during the financial year ended 31st March, 2021.
- ii. The holding company has not made Provision for the demand raised by various authorities as the matters are pending before various appellate forums. We are unable to comment upon possible impact in the Consolidated Unaudited Financial Results for the Quarter ended 30th June, 2021.
- iii. In reference to Note No 12 in the statement, the holding company has allotted 18,30,000 equity shares on conversion of warrant into equity shares issued on preferential basis to its promoters. The company has filed application for listing of 18,30,000 equity shares to both the stock exchange (NSE & BSE). As per information provided by management, such application is closed by BSE due to non-submission of documents by the company and due to which theses shares are not yet listed. The consequential effect the above, on the consolidated financial statement is not ascertainable.
- iv. We draw attention to Note No. 8 of the statement of the company, that the lead consortium bank "Punjab National Bank" erstwhile known as the "Oriental Bank of Commerce" have filed an application against company under section 7 of the Insolvency and Bankruptcy code, 2016 before National company Law Tribunal (NCLT) Chandigarh bench and the matter is adjourned to next date 21st November 2021. Further, certain operational creditors have also filed an application against company under section 9 of the Insolvency and Bankruptcy code, 2016 before National company Law Tribunal (NCLT) Chandigarh bench. However, the company has entered settlement agreement for above these operational creditors and said operational creditors have agreed to withdraw the application filed against the company before NCLT as per term of settlement agreement.
- v. In reference to Note No.9, balances of some debtors and creditors are subject to their confirmations.



- vi. Note no. 6 of the consolidated financial result stating that the company has received Ex-parte Interim Order dated 25-06-2020 from Debt Recovery Tribunal-III, Delhi in the matter of ICICI Bank Vs. Kohinoor Foods Limited restraining the company from transferring/ alienating or otherwise dealing with, or disposing off or encumbering or creating any third-party interest with respect of the hypothecated assets/immovable properties of Company until further orders. In response, the company is contesting the matter and has filed its reply before DRT-III, Delhi, wherein DRT has provided the next date of hearing on 12th August 2021.
- vii. In reference to note no. 13 of the statement which explain management's assessment of impairment of assets due to COVID 19 pandemic situation. As per assessment of the management, the recoverable amount of assets is higher than it carrying value and hence no impairment of assets need to be recorded in the financial statements.

Our conclusion is not modified in respect of this matter.

Place: Delhi
Date: 12.08.2021

For Rajender Kumar Singal and Associates LLP
(Chartered Accountants)
Firm Reg. No. 016379N
(SHASHI PAL RAWAT)



ICAI UDIN No. 21413795AAAABE9259

Kohinoor Foods Ltd.

12.08.2021

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,

Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements, 2015)

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements, 2015) read with SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, we wish to inform that based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on August 12, 2021 noted and accepted the resignation of M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants, (FRN 016379N) who have tendered their resignation vide their letter dated August 12, 2021 informing their inability to continue as Statutory Auditors of the Company.

The Copy of the resignation letter dated August 12, 2021 with Annexure as received from M/s. Rajender Kumar Singal & Associates LLP is annexed herewith.

The Audit Committee at its meeting held on August 12, 2021 noted that the statutory auditors have not raised any concern or issue except the commercial reason. The Board of Directors at its meeting held today i.e., August 12, 2021 also noted that there is no other reason other than commercial one as mentioned in the resignation letter dated August 12, 2021 as placed before the Meeting of Board of Directors. The Audit Committee and the Board at their respective meeting placed on record their appreciation to M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants, (FRN 016379N) for their contribution to the company with audit processes and standard of Auditing.

Further, the Board approved the appointment of M/s. N C Raj & Associates, Chartered Accountant (FRN: 002249N) as Statutory Auditor of the Company, till the conclusion of ensuing 32nd Annual General Meeting of the Company to be held in the Year 2021, based on the recommendation of Audit Committee, subject to the approval of the shareholders at General Meeting, to fill the casual vacancy caused due to resignation of M/s. Rajender Kumar Singal & Associates LLP. The said appointment is pursuant to applicable provisions of the Companies Act 2013 and SEBI Listing Regulation, 2015.

Details with respect to resignation/ change in Auditors of the Company as required under Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 and CIR/CFD/CMD1/114/2019 dated October 18, 2019



Kohinoor Foods Ltd.

Resignation of Statutory Auditors

SN	Particulars	Details
1	Name of Auditor	M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants, (FRN 016379N)
2	Reason of Change viz., appointment, resignation, removal, death or otherwise	Resignation as Statutory Auditors vide letter dated August 12, 2021
3	Effective date of resignation	August 12, 2021
4	Brief Profile	Not Applicable
5	Disclosure of relationship between directors (in case of appointment of a director).	Not Applicable

Appointment of Statutory Auditors

SN	Particulars	Details
1	Name of Auditor	M/s. N C Raj & Associates
2	Reason of Change viz., appointment, resignation, removal, death or otherwise	Appointment to fill the casual vacancy caused due to resignation of M/s. Rajender Kumar Singal & Associates LLP
3	Effective date of Appointment	August 12, 2021
4	Brief Profile	M/s. N C Raj & Associates, is a Chartered Accountancy Firm registered with the Institute of Chartered Accountants of India Limited with FRN 002249N. The Firm is based in Delhi having three Branches at Delhi. The Firm is in practice since 1 st April, 1974 having 6 (Six) Partners. The Firm provides range of services which include Audit, General Finance, Taxation, Risk Advisory etc.,
5	Disclosure of relationship between directors (in case of appointment of a director).	Not Applicable

Kindly take tis intimation in record in compliance with applicable statutory provisions.

Thanking you,

Yours faithfully,

For **Kohinoor Foods Limited**


(Satnam Arora)
Jt. Managing Director
DIN No: 00010667

Encl.: As above

RAJENDER KUMAR SINGAL & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

Date: 12/08/2021

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

Subject: Resignation as statutory auditors

We refer to our re-appointment as statutory auditors of the Kohinoor Foods Limited ("the Company") at the twenty-ninth Annual General Meeting held on September 28, 2018, the Members approved appointment of M/s. Rajender Kumar Singal & Associates LLP, Chartered Accountants (Firm Registration No. 016379N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of twenty ninth Annual General Meeting till the conclusion of the fifth Annual General Meeting to be held in the year 2023, subject to ratification of their appointment by Members at every AGM, if so required under the Act.

We have discussed with management of the company that; our current fee levels are not commensurate to the cost/ efforts. Accordingly, there is a need that our fee levels are increased to align it with the audit efforts, which have significantly increased on account of reasons including enhanced reporting requirements, pursuant to SEBI (LODR) Regulation and also in view of the CARO, 2020. However, the management of the company refusing to increase the audit fee and propose to maintain same level of audit fee.

Considering the reason as explained above, we would not be in position to continue as statutory auditors of the company. Accordingly, please accept our resignation with immediate effect.

Please find attached Annexure A, the information to be obtained by the company from the auditors for the resignation as required by SEBI circular CIR/CFD/CMD1/1114/2019 dated 18 October, 2019.

Yours faithfully,

For **RAJENDER KUMAR SINGAL & ASSOCIATES LLP**
Chartered Accountants
ICAI FRN No. 016379N



Shashi Pal Rawat

Partner

Membership No. 413795

HO : 602, Nilgiri Apartments 9, Barakhamba Road, New Delhi-110 001
Tel.: 011-23352689, 23325360, 23352673 Telefax: 23322623 Website: www.rksingal.com E-mail: rksingal@rksingal.com

Formerly known as "Rajender Kumar Singal & Associates" (firm regd. No. 271 dated 24.07.2013)
(ICAI FRN No. : 016379 N) converted and registered as LLP on 02.12.2013 vide LLPIN No. AAB-8994 with Limited Liability

Annexure A

Format of information to be obtained from the statutory auditor upon resignation

1. Name of the listed entity/ material subsidiary :	Kohinoor Foods Limited
2. Details of the statutory auditor:	
a. Name:	Rajender Kumar Singal & Associates LLP
b. Address:	602, Nilgiri Apartment, 9, Barakhamba Road, New Delhi-110001
c. Phone number:	011-23352689
d. Email:	rksingal@rksingal.com
3. Details of association with the listed entity/ material subsidiary:	Not Applicable
a. Date on which the statutory auditor was appointed/ re-appointed:	At the twenty-ninth AGM held on September 28, 2018
b. Date on which the term of the statutory auditor was scheduled to expire:	Conclusion of the company's AGM to be held in the year 2023
c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission:	Standalone audit report and consolidated audit report for the year ended 31 st March 2021 has been submitted 20 th July 2021 and standalone limited review report and consolidated limited review report for the quarter ended 30 th June 2021 has submitted as on 12 th August 2021
4. Detailed reasons for resignation:	refer to the attached resignation letter dated 12 th August 2021
5. In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors)	Not Applicable
6. In case the information requested by the auditor was not provided, then following shall be disclosed:	Not Applicable
a. Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management.	
b. Whether the lack of information would have significant impact on the financial statements/results.	



c. Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)	
d. Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued.	
7. Any other facts relevant to the resignation:	Not Applicable

Declaration

1. We hereby confirm that the information given in this letter and its attachments is correct and complete.

2. We hereby confirm that there is no other material reason other than those provided above for my resignation/ resignation of my firm.

Yours faithfully,

For **RAJENDER KUMAR SINGAL & ASSOCIATES LLP**

Chartered Accountants

ICAI FRN No. 016379N



Shashi Pal Rawat

Partner

Membership No. 413795