

ANNUAL REPORT

2016 - 17



Kohinoor Foods Ltd.



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Registered / Corporate Office and Share Department : Pinnacle Business Tower, 10th Floor, Shooting Range Road, Surajkund, Faridabad, (Haryana)-121001
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Web: www.kohinoorfoods.in

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: 42-43 Milestone, G.T. Karnal Road, Village Sultanpur, Bahalgarh, Sonapat (Haryana)

Wholly Owned Subsidiary Companies : Indo European Foods Limited
Kohinoor Congress House, 6th Floor, Suite 2, 14 Lyon Road, Harrow, Middlesex, Post Code: HA2 2 EN, United Kingdom
: Kohinoor Foods USA INC.
285, Durham Ave Ste # 01
South Plainfield, NJ 07080

: Sachdeva Brothers Private Limited
201, Vipps Centre, Masjid Moth, Greater Kailash II, New Delhi-110 048, India

Joint Venture Company : Rich Rice Raisers Factory L.L.C.
Post Box No. 15542
Al Quoz Industrial Area
3rd Interchange, Sh Zayed Road
Dubai, U.A.E.

Associates Company : Al Dahra Kohinoor LLC
Abu Dhabi, U.A.E.
: Al Dahra Kohinoor Industries LLC
Abu Dhabi, U.A.E.

Listing of Equity Shares : National Stock Exchange of India Ltd. (NSE)
BSE Ltd. (BSE)

Board of Directors

Mr. Jugal Kishore Arora	Chairman
Mr. Satnam Arora	Jt. Managing Director
Mr. Gurnam Arora	Jt. Managing Director
Mr. Vijay Burman	Non-Executive Independent Director
Mr. Sandeep Kohli	Non-Executive Independent Director
Mr. M.K. Trisal	Non-Executive Independent Director
Mr. S.C. Gupta	Non-Executive Independent Director
Mr. Khedaim Abdulla Saeed	Non-Executive Investor Director
Faris Alderei	
Ms. Madhu Vij	Non-Executive Independent Director
Mr. Nitin Arora	Whole Time Director (w.e.f. 14th November, 2016)

Company Secretary & GM (Legal)

CFO

Auditors

Cost Auditors

Bankers

Oriental Bank of Commerce
State Bank of India
Punjab National Bank
Allahabad Bank
ICICI Bank Ltd.
IDBI Bank Ltd.
Bank of India
Axis Bank Ltd.
UCO Bank

Depositories:

National Securities Depository Ltd. (NSDL)
Central Depository Services (India) Ltd. (CDSL)

Registrar & Transfer Agents

M/s Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhla Industrial Area, Phase -I
New Delhi-110020, Ph.: 011-26812682, 83, 84

Mr. Rama Kant
Mr. Prabhat Kumar
M/s. Rajender Kumar Singal & Associates LLP
Chartered Accountants
M/s. Cheena and Associates
Cost Accountants



Chairman Message



Dear Shareholders,

Greeting

It gives me great pleasure to place before you the Annual Report of your company for the financial year 2016–17. Your company achieved a total turn-over of INR 10,504 millions (Mn.) whereas the sales value from rice export business stood at INR 7,213 Mn as against INR 6,926 Mn during the last year, indicating marginal growth of over 4% in turnover. On back of acquiring new clients our Private Label Rice export business grew by healthy 19% to INR 4,381 Mn.

Nevertheless, last year had been very challenging one particularly because of ongoing litigations. In terms of the Settlement Agreement signed in the current year, the company M/s Kohinoor Foods Limited (KFL) has settled all disputes with Kohinoor Speciality Foods India Pvt. Ltd. (KSF) and McCormick Switzerland GmbH and all the parties of the disputes have consequently withdrawn the case filed in the respective Courts/Tribunal.

On the hindsight export market was low on sentiments & actual realization due to political instability in many parts of Middle East countries besides our own restructuring of business operations in wholly owned US subsidiary. However Kohinoor Rice exports

grew steadily in markets such as Saudi Arabia, Kuwait, Qatar, Hong Kong & Thailand.

KFL is allowed to participate in the Indian market, under its corporate name for sale of rice and processed & packaged food business. It would give us opportunity & freedom to enter new food categories & verticals & explore the domestic market to its potential. As you know last year, we acquired a new Food Processing Unit near Sonapat, Haryana and on the back of growing demand of our clients for Ready to Eat & Ready to Cook products we plan to increase the Production capacity from existing 15,000 to 50,000 ready meals per day by next financial year. Our focus would be on product innovation to develop healthy food products from locally available raw material. We will continue to Invest & Innovate and expand our product offering to add value to our Food business operations.

We launched “Monsoon” brand Basmati Rice by creating distributors network in domestic market and also in international markets, which is well accepted and liked by consumers. As on date 'Monsoon' brand is present in 22 countries & hope to increase our presence in 35 countries by next financial year.

Our UK operations continue to focus on profitable growth both in Rice and processed food range of products. Likewise our UAE operations have shown steady growth in the export sale of Rice from Kohinoor Foods Ltd. to our JV Company Al Dahra Kohinoor LLC.

With the objective of bringing authentic Indian flavours to the people all over the world, we want your company Kohinoor Foods Ltd. to become a leading name in the food business globally. In pursuit of our vision to make Kohinoor the most trusted & preferred food brand in export markets, we would continue to develop products, increase operational efficiency and follow our successful strategies.

I am grateful to the Board of Directors for their unwavering support and guidance. I also take this opportunity to express my gratitude to all our consumers, business partners, employees and stakeholders who have shown their trust in us and have extended their constant support.

With best wishes,

Sincerely

Sd/-

Jugal Kishore Arora

Chairman



Directors' Report and Management Discussion & Analysis

(Rs. In Million)

The following report should be read in conjunction with the audited financial statements and notes for the year ended March 31, 2017 and the audited financial statements and notes for the year ended March 31, 2016. This report contains forward looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, market position, expenditures, and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Company – In General

Synonymous with the fine taste of India in its absolute authentic form, the sole objective of Kohinoor Foods Limited, since its inception, has been to make the world experience the true Indian flavour. The Company offers an extensive range that caters to consumers' need in all parts of the world – a wide variety of Basmati Rice, Ready to Eat Curries & Meals, Readymade Gravies, Cooking Pastes, Chutney's, Spices and Seasonings to Frozen Breads, Ghee, Snacks & Paneer (Indian Cottage Cheese), healthy grains, edible oils. Today, the most powerful brand of the Company "Kohinoor" is a household name in the countries like UK, USA, UAE, Canada, Australia, Middle East, Singapore, Japan, Mauritius & other European countries. As of now, the brand 'Kohinoor' is known worldwide. During the current year the company is promoting its "MONSOON" brand in India as well as worldwide and started selling product under this new brand.

Your Directors have pleasure in presenting the 28th Annual Report and the Audited Annual Accounts of the Company for the Financial Year ended 31st March, 2017.

Financial Overview

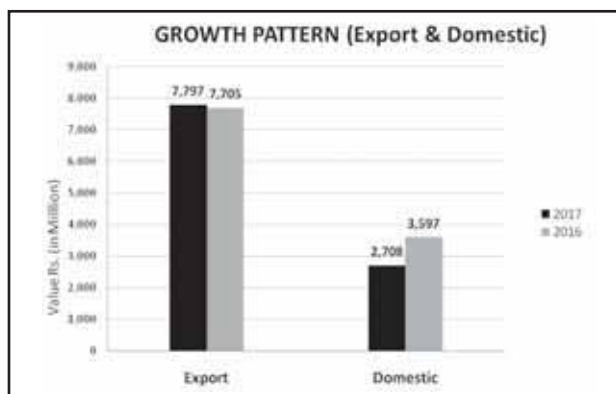
The financial highlights for the year ending 31st March, 2017 are as under:

Particulars	FY'17	FY'16
Total Turnover	10596.76	11338.27
Profit/(Loss) Before Interest, Depreciation and Tax (PBITD)	(845.88)	1397.88
Profit/(Loss) Before Exceptional and Extra-Ordinary Items	(1886.53)	295.30
Exceptional and Extra Ordinary Items	322.09	250.00
Profit/(Loss) Before Tax	(2208.62)	45.30
Less: Tax Expense	(722.34)	7.17
Profit/(Loss) After Tax	(1486.27)	38.13

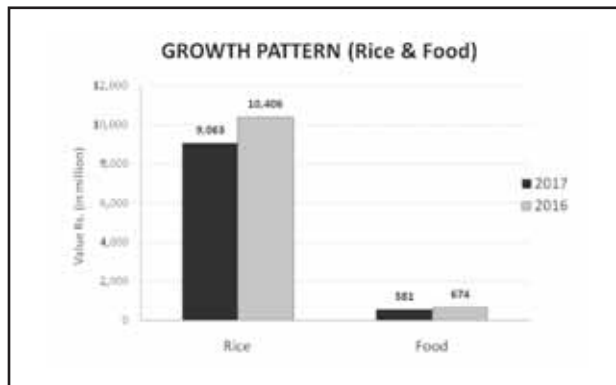
The Board's Report shall be prepared based on the stand alone financial statements of the Company.

Operations:

For the financial year 2016-17 under review the company's Export stands at INR 7,797 million as against INR 7,705 million in previous year whereas the Domestic Sales stood at INR 2,708 million as against INR 3,597 million in the last financial year.



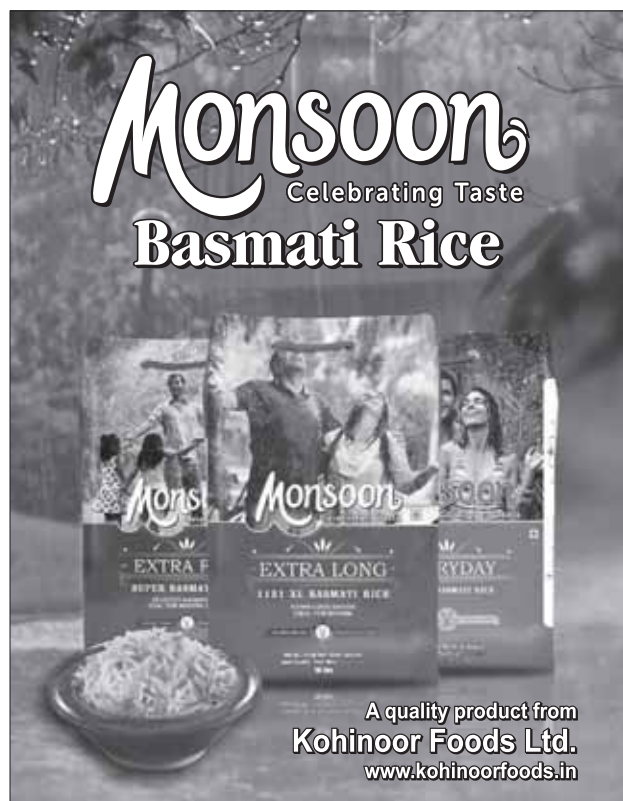
The contribution made by Rice to the Company's business is INR 9,063 million as against Rs.10,406 million in the last financial year, while the Food Business stood at INR 581 million as against INR 674 million in the previous year.





The year saw an increase in basmati rice exports from India in value terms; however in quantity terms this increase was modest at 7% in comparison to last year sales. Export market was down due to political instability in countries such as Iraq & Syria besides our restructuring & reorganizing of US operations. Focused sales and marketing efforts in all the major basmati rice importing countries of the world viz. UK, Australia, Saudi Arabia, Iran, UAE, Yemen and to the US.

- Our over-all Basmati Rice exports grew by 7% in volume terms.
- Launch of new brand of Basmati Rice under the name 'Monsoon' with parallel distribution of 'Monsoon' Brand of basmati Rice that was well accepted in market and distribution was finalised for 9 countries. As on date we are present in 22 countries namely (Australia, Kuwait, Mauritius, USA, South Africa, Canada, Russia, Ukraine etc.) & hope to increase our presence in 35 countries by next financial year.



- Significant growth Private Label Business of Basmati Rice from Saudi Arabia and other countries in the Middle East.
- Around 40% increase in volumes of Non Basmati Business majorly from East Africa markets.
- Kohinoor Basmati Rice (Brand) exports saw impressive growth in markets of Saudi Arabia, Kuwait, Qatar & Thailand.



- Acquired business from new countries such as – Australia, Greece, Sweden, USA, New Zealand, Russia, Bangladesh and Togo.
- We have entered domestic market settlement agreement between KSF & KFL. The company is free to sell basmati rice under various brands in the current financial year. In fact we already have launched "MONSOON" brand of Basmati Rice in domestic as well as in the international market.

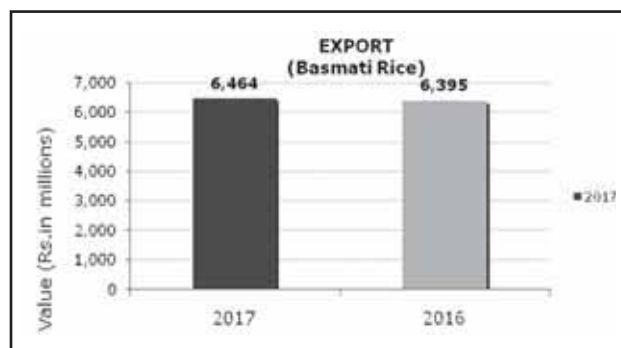




EXPORT MARKETS

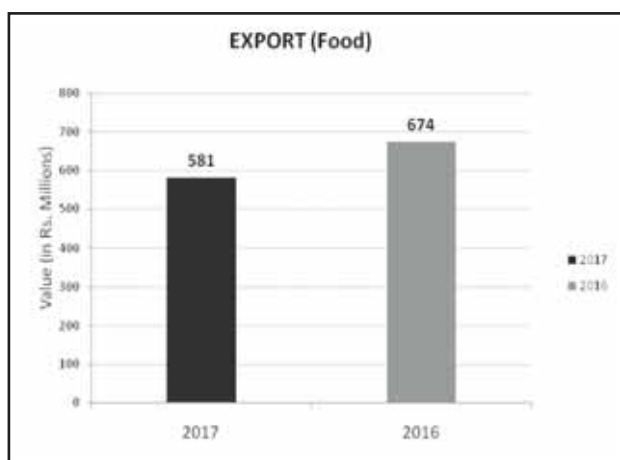
Export- Basmati Rice

This year, in the Export of Basmati Rice, the company did the business of around INR 6,464 million as against INR 6,395 million in the previous financial year.



Export- Food

This year the export of processed & packaged food products recorded a decline in revenues and stood at INR 581 million as against INR 674 million in the previous year. Termination of the food supply agreement between KSF & KFL impacted our production & subsequent revenues. Also renewal work for expansion of our newly acquired processing facility impacted production; overall business momentum was hampered that resulted in slow-down.



Subsidiaries / Joint Venture:

UAE Operations

During the financial year 2016-17, the rice processing plant/facility of Joint venture Company M/s Al Dahra Kohinoor LLC and Al Dahra Kohinoor Industries LLC, incorporated in Abu Dhabi (UAE), have become operational, in which Kohinoor Foods Limited is a shareholder & also having a board seat. This

processing plant is established for supply of Rice & other agro products from India to UAE and also to provide long-term sustainable food security to the people of UAE. In terms of the Agreement both the parties agreed to jointly develop and manage brown to white rice facility in Abu Dhabi with a capacity of approximately 60,000 MTs per annum scalable up to 1,00,000 MTs and also to build storage facility of approx 30,000 MTs. The JV is doing its operation successfully.

During this financial year, the export sale of Rice from Kohinoor Foods Limited to Al Dahra Kohinoor stood at 30,094 MTs as against 37,817 MTs in last year.

The Rich Rice Raisers Factory LLC, (RRR) is a Joint Venture Company where in KFL has 25% equity. The RRR is not doing any business activity since the inception of Al Dahra-Kohinoor Joint Venture. As per the terms of the JV agreement with Al-Dahra; Kohinoor Foods Ltd., have already initiated step to exit from Rich Rice Raisers Factory LLC, Dubai."

U.K Operations:

Indo European Foods Limited (IEFL) was incorporated in year 2000 in United Kingdom (UK), as a wholly owned subsidiary of Kohinoor Foods Limited (KFL), India, to cater the markets of UK and Europe.

Business performance and plans

IEFL had a very good year, as this subsidiary has not only added volumes but have also increased 'Kohinoor' brand listings and its presence in many new multiple stores. This year in spite of fall in the value of currency the sales showed a marginal increase. Led by the flagship Kohinoor Brand, the IEFL has become the leading supplier of packed rice to the UK grocery market. (Source: IRI, UK Grocery Major Multiples). The marketing and new product development efforts have focused on revitalizing the portfolio packaging and on reformulating the food range. IEFL has also invested in road shows that have sampled the products and showcased the brands at major retail outlets.

Investment in People-

The sales and marketing teams of IEFL has been strengthened, experienced marketing people have been hired and provided exposure to various training programmes.

BRC Audit –

The IEFL have been awarded the highly sought after "Grade AA" by the British Retail Consortium (BRC). The Felixstowe factory meets the criteria of global standard for food safety and is equipped to supply all major international retailers.

Forward Thinking-

IEFL while focusing on rice business is also strengthening the



food side of its business. The Efforts of IEFL will continue to open new accounts in the UK and Continental Europe.

USA Operations

Kohinoor Foods USA Inc. was incorporated in year 2000 in the state of New Jersey, USA, as a wholly owned subsidiary of Kohinoor Foods Limited (KFL), India, to cater to the markets of US & Canada. The brand 'Kohinoor' is well known in USA for its quality rice and food items. The Company however was making losses on account of huge operational cost, low turnover and delayed/un-satisfactory sales realizations. On account of the aforesaid reasons during the financial year 2016-17, it was decided to downsize the company and make this company responsible for marketing and sales promotion through distributors. This decision has helped the company to reduce its operational expenses and focus on sales promotions.

Business of KFL in USA is now being conducted in a sound manner through distributors. The subsidiary is also earning commission to meet its expenses.

The US Subsidiary is planning to add following business in the current fiscal:

- Appointment of distributor for rice on West Coast USA.
- Entry into mainstream Stores.
- Building distribution network for 'Monsoon' Brand.
- Improving sales of food items, which has a good scope in US market, through new distributors.

We expect the company will be able to help KFL to improve its sales in USA and also improve its commission earning.

FOOD BUSINESS:

During the year (2016-17) Kohinoor Processed & Packaged Food recorded a business of INR 581 Mn as against INR 674 Mn in the previous financial year, a decline of 13% over last year. US & UK are two major markets for our range processed & packaged food products. Because of the restructuring of our US subsidiary coupled with ban on import of Indian origin dairy products by UK & EU contributed towards the fall in revenues.

Bulk of Kohinoor's processed food business to the extent of 70% is contributed by the clients of Private Label; so in the event of any issue with the major client it has direct bearing on our Revenues. However we expect to notch up good numbers in the next financial year thru consolidation of our core business of Heat & Eat Products by acquiring new clients and targeting mainstream Retail chains of US & UK market.

Highlights (2016-17)

- Kohinoor Foods Limited acquired new food processing

facility in year 2015-16 near Sonapat (Haryana) and commercial production started in 2016-17. Foreseeing an increase in the global demand of Ready to Eat (RTE) / Ready to Cook (RTC) Products, KFL plans to enhance its production capacity in next financial year from existing 15,000 to 50,000 ready meals per day by adding 2 more Retort Units from France

- The new food facility is now BRC & Halal Certified and will be FSSC:22000 Certified by next financial year.
- Developed 100% Certified Organic range of Products under 'Green Grown' brand such as Pulses, Spices, Cereals, Healthy Grains and much more. Launched the brand in Saudi Arabia & have major plans for next financial year.
- Have developed new product categories such as RTE-Pasta/Salad, Frozen Butter, Frozen Sweets & Besan
- New Clients added such as Nature's promise- Ahold (USA), Imperial Grain- ALDI (Australia), METCASH (Aus.)
- Some of our product range is available with US Amazon online shopping.
- Added new markets such as Iran & Russia.

CHALLENGES:

- Erratic supply from our major business partner resulted in delayed shipment & business loss.
- Re-structuring of US office contributed to business slow-down.
- Export of products to UK containing 'Dairy' suffered due EU regulations.
- Quality related issues with one of our major clients in South Africa (M/s Tiger Brands) hampered the business & momentum.

FINANCIAL YEAR (2017-18)

- After the settlement agreement between KSF & KFL the company plans to come in domestic market assertively for which market survey & recruitment of personnel would be initiated.
- We'll consolidate the existing categories & products by increasing the Width & Depth of Distribution network in focus markets.
- We will discontinue non core product categories such as cookies, pickles & dry fruit etc.
- Focus on mainstream market in UK, US, Canada & Australia.



- “Green Grown” Organic range of products would be our focused category and look to launch in several countries.

Overview - Food Processing Industry

The Indian market offers a huge potential for the food processing industry - more so because of the fact that it promotes two main growing factors of our Indian Economy - Industry & Agriculture. During the last one decade, India moved from a position of scarcity to surplus in Food. Given the trade in production of food commodities, the Food Processing Industry in India is on an assured track of growth and profitability. It is expected to attract phenomenal investment in capital, human, technological and financial areas. A reason why the Food Processing Industry sector in India has been accorded high priority by the Government of India, with a number of fiscal relief and incentives, to encourage commercialization and value addition. As per a study conducted by McKinsey and Confederation of Indian Industry (CII), the turnover of the total food market is approximately Rs.2,50,000 Crores, out of which value-added food products comprise Rs.80,000 Crores.

Basmati Rice

With the rise in disposable income, urbanization, younger work force & more employment opportunities the Basmati Rice in India, is one category which has grown significantly over the years and slated to grow further in times to come. Rice in past was perceived as low engagement category but with sustained growth in Indian economy and consumer's gradual shift towards branded rice coupled with growth in modern retail have been major contributors. Though still majorly unorganized, but year on year this category is experiencing good number of conversions from unbranded to branded packaged Basmati Rice in terms of consumptions in India. This is mainly due to introduction of branded and package basmati rice in many retail outlets. India's growing middle class has augmented the domestic demand of branded rice. Moreover, introduction of modern food retail formats has also propelled the packaged food market, facilitating the availability, visibility and accessibility of branded products. The domestic branded market in India is expected to grow in double digits as compared to single digit growth for unbranded rice. Eating rice is common habit in most of the Indian households and it is usually a part of one of the 3 meals cooked every day. Geographically, the consumption of Basmati is higher in the Northern & Western part of the country while culturally, its consumption is quite high in the Punjabi & Gujarati families. With the view of serving the best to their customers & employees, Basmati consumption is also higher in well recognized hotels & large institutions. The consumption of branded packaged Basmati Rice is also being driven by the modern retail that allows every

consumer to select what they want.

Ambient - Ready Meals

Ready Meals, is a category which is gaining popularity globally though still at a growing stage; but the factors that has so far contributed to sales of Ready Meals have been increasing consumer base of working people who have less time to spend on cooking, Eating out of home becoming a common phenomena on weekends, growth of Modern trade, the Convenience of making exotic vegetarian & non-vegetarian dishes in just a few minutes, etc. As this category grows, an Innovative value addition to products with Health & Nutrition is expected to become an important aspect of it.

Frozen Food - Ready Meals

Though Frozen Food as a category constitutes many products, majority of it being the frozen unprocessed non-vegetarian food, but within this segment vegetarian Frozen Ready Meals, snacks too is growing at significant rate. The factors that contribute to the growth of this category is very similar to that of Ambient Ready Meals like growing consumer base of working people who have less time to spend on cooking, Eating out of home becoming a common phenomena every week & on weekend, Growth of Modern trade, the Convenience of making exotic Vegetarian dishes in just a few minutes, etc.

Risks & Concerns

Macro-economic factors like recession, subdued demand and political uncertainty may affect the business of the Company and the industry at large as well. The Company is aware that uncertainties in business offer opportunities as well as downside risks and thus has identified and put in place mitigation tools for the same. Some key risk areas are:

Procurement risk: Adequate availability of key raw materials at the right prices is crucial for the Company. Being a generic natural product with low yield concentrated in a small region of the World, production of Basmati depends on the vagaries of nature. Therefore, any disruption in the supply due to a natural or other calamity or violent changes in the cost structure could adversely affect the Company's ability to reach its consumers with the right value proposition. However, we are ready with plans that might help us at such times. However, the Company's long term relationship with farmers built on trust ensures constant supply and thus over the years it has not faced any procurement problems. Also, adequacy of irrigation facilities in the Basmati producing regions mitigates these uncertainties.

High working capital requirement: Basmati rice requires to be aged for 9-12 months before selling, leading to huge working capital requirements. This results in low ROCE for the industry.



Combating this risk, efficient working capital management system has been set in place by the Company and cash flow is monitored on daily basis.

Intense competition from unorganized sector: Another characteristic of this industry is the presence of unorganized sector offering basmati in loose unbranded form which intensifies competition. The Company is moving towards branded products and has invested significantly in building strong brands which helps differentiate their product.

Dividend

Your Directors do not recommend any dividend for the financial year 2016-17.

Re-Appointment / Appointment of Directors

In accordance with the provisions of the Companies Act, 2013, Mr. Satnam Arora (Holding DIN – 00010667), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Your Directors recommend his re-appointment.

The Board of Directors of the Company at its meeting held on November 14, 2016 has pursuant to the recommendation of the Nomination and Remuneration Committee appointed Mr. Nitin Arora (DIN-00017428) as an Additional Director who shall hold office of the Company till the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Directors. Accordingly, the Board recommends the resolution Nos. 4, in relation to appointment of Mr. Nitin Arora as Directors, for the approval by the shareholders of the Company.

This is to further inform that the Management has appointed / designated Mr. Nitin Arora as a Whole Time Director of the Company and also fix his remuneration as determined by the Remuneration and Nomination Committee and approved by the Board and also been approved by the shareholder vide postal ballot notice dated 14th November, 2016 for the period of Three Years. The company had already made an application for approval of the Central Government and the same is awaited till date. Mr. Nitin Arora is presently looking after the day to day affairs of the Rice Factory Business and also having rich experience of all aspects of running a rice mill from purchase of paddy/rice to storage to milling. His rich experience can be of

great help on Board Level in decision making.

The Appointment and Remunerations of Mr. Jugal Kishore Arora (DIN 00010704), Mr. Satnam Arora (DIN 00010667) and Mr. Gurnam Arora (DIN - 00010731) had been approved by the Shareholders in the Annual General Meeting of the Company held on 27th September, 2012 for the period of Five years and the remuneration last approved in the Annual General Meeting dated 29th September, 2015. The Company had also obtained approval of the Central Government for confirmation of its appointment and also for payment of remuneration subject to the limit for the period of Three Years from 1st October, 2012 to 30th September, 2015, vide its order dated 23rd September, 2013 and dated 3rd August, 2016 for the period 1/10/2015 to 30th September, 2017. Now the Company wants to renew the appointment and remuneration payable to these Managerial Personnel on the same term and condition as approved by the shareholder in their Annual General Meeting held on 27th September, 2012 and 29th September, 2015 for further period of three years starting from 1st October, 2017 in the forthcoming Annual General Meeting, subject to the overall limit as approved by the Central Government.

Your Directors recommend this resolution for approval of the members.

Subsidiary, Joint Ventures and Associate Companies

The company has no material subsidiary in accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In accordance with section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. The statement provides the details of performance, financial positions of each of the subsidiaries.

During the year the Board of Directors of the Company had reviewed the affairs of the subsidiaries and a statement containing the salient features of the financial statement of our subsidiaries and Joint Venture in the prescribed format AOC-1 is enclosed as Part I and Part II of Annexure A to the Consolidated Financial Statement and hence not repeated here for the sake of brevity.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statement, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website www.kohinoorfoods.in/investor. These documents will also be available for inspection during business hours at our corporate office.

Further the Policy for determining material subsidiaries as approved by the Board may be accessed on the Company's