

CORPORATE GOVERNANCE REPORT TO BE SUBMITTED ON QUARTERLY BASIS

1. Name of Listed Entity : KISAN MOULDINGS LIMITED
2. Quarter ending : 31st March, 2020

I. Composition of Board of Directors												
Title (Mr. / Ms/ Mrs -)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non Executive/ Independent / Nominee)	Whether special resolution passed ? [Refer Reg. 17(1A) of Listing Regulations] (Yes/No/NA)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	*Tenure of Directors (in Months)	No. of Directors in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directors in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26 (1) of Listing Regulations)	No. of post of Chairpersons on Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanjeev Amarnath Aggarwal	AFTPA1830N & 00064076	Chairperson – Executive	NA	30.08.2005	01-04-2019	-	-	1 (One)	-	1 (One)	-
Mr.	Rishav Sanjeev Aggarwal	AFTPA1573N & 05155607	Executive	NA	22.08.2017	-	-	-	1 (One)	-	2 (Two)	-
Mrs	Urvashi Anand Dharadhar	AAEPD1427C & 08279196	Non-Executive-Independent Director	No	14.11.2018	-	-	17 Months	1 (One)	1 (One)	2 (Two)	2 (Two)



Mr.	Prashant Krishnaji Deshmukh	AAOPD8970G & 02410071	Non-Executive-Independent Director	No	21.10.2019	-	6 Months	1 (One)	1 (One)	1 (One)	-
Mr.	Jhumarla Motil Bhalgat	AGSPB1527B & 08693670	Non-Executive Independent Director	No	14.02.2020	-	2 Months	1(One)	1(One)	1(One)	-
Mr.	Praveen Kumar Ramniranjan Tripathi	ABFPT6266M & 03154381	Non-Executive Independent Director	No	10.01.2018	17.02.2018	26 Months	2(Two)	2(Two)	2(Two)	1(One)

* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of Listed entity in continuity without any cooling off period.

Note:

1) Mr. Praveen Kumar Tripathi (DIN:03154381), Non-Executive Director(Independent Director) of the Company, has resigned his Directorship from the Board of the Company w.e.f February 17, 2020. Consequently his position of Member has been ceased in Audit Committee and Nomination and Remuneration Committee of the Company with aforesaid effect.

2) Mr. Jhumarla Motil Bhalgat (DIN: 08693670) has been appointed as an Additional Director under the category of Non-Executive Director (Independent Director) w.e.f February 14, 2020 by the Board of Directors at their meeting held on February 13, 2020.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Mrs. Urvashi Anand Dharadhar * Mr. Prashant Krishnaji Deshmukh Mr. Rishav Sanjeev Aggarwal Mr. Jhumarla Motil Bhalgat * Mr. Praveenkumar Ramniranjan Tripathi *	Chairperson- Non-Executive – Independent Director Member- Non-Executive – Independent Director Member- Executive Director Member- Non-Executive – Independent Director Member- Non-Executive – Independent Director	14.11.2018 23.10.2019 12.11.2019 05.03.2020 12.02.2018	N.A. N.A. N.A. N.A. 17.02.2020
2. Nomination & Remuneration Committee	Mr. Prashant Krishnaji Deshmukh Mrs. Urvashi Anand Dharadhar Mr. Jhumarla Motil Bhalgat * Mr. Praveenkumar Ramniranjan Tripathi *	Chairperson – Non-Executive- Independent Director Member- Non-Executive-Independent Director Member- Non-Executive-Independent Director Member – Non-Executive- Independent Director	23.10.2019 10.09.2019 05.03.2020 25.09.2018	N.A. N.A. N.A. 17.02.2020



3. Stakeholders Relationship Committee	Mrs. Urvashi Anand Dharadhar Mr. Sanjeev Amarnath Aggarwal Mr. Rishav Sanjeev Aggarwal	Chairperson- Non-Executive – Independent Director Member- Executive Director Member- Executive Director	23.10.2019 06.02.2016 22.08.2017	N.A. N.A. N.A.
4. Other Committee				
a. Executive Committee	Mr. Sanjeev Amarnath Aggarwal Mr. Rishav Sanjeev Aggarwal	Chairperson - Executive Director Member- Executive Director	N.A. N.A.	N.A. N.A.
b. Preferential Issue Committee	Mr. Sanjeev Amarnath Aggarwal Mrs. Urvashi Anand Dharadhar	Chairperson - Executive Director Member - Non- Executive - Independent Director	N.A. N.A.	N.A. .A.
c. Enquiry Committee	Mr. Sanjeev Amarnath Aggarwal Mr. Suresh Purohit Mr. Dharak Mehta	Chairperson - Executive Director Member- Chief Financial Officer Member- Company Secretary	N.A. N.A. N.A.	N.A. N.A. N.A.
*Note:				
1. Mrs. Urvashi Anand Dharadhar (DIN: 08279196), Independent Director of the Company vide Circular Resolution No.03/2019-20 dated October 22, 2019 was re-designated as Chairman of Audit Committee of the Company w.e.f October 23, 2019.				
2. Mr. Praveen Kumar Ramniranjan Tripathi (DIN: 03154381), Non-Executive Director (Independent Director) of the Company, has tendered his resignation from the Board of Directors of the Company w.e.f February 17, 2020. Consequently his position of Membership in Audit Committee and Nomination and Remuneration Committee of the Company ceased to exist with aforesaid effect.				
3. The Board of Directors vide Circular Resolution No. BOD/06/2019-20 dated March 03, 2020 has appointed Mr. Jhumarlal Motilal Bhagat (DIN: 08693670), Additional Director (Non-Executive Independent Director) as a Member in Nomination and Remuneration Committee of the Company w.e.f March 05, 2020.				
4. The Board of Directors vide Circular Resolution No. BOD/07/2019-20 dated March 03, 2020 has appointed Mr. Jhumarlal Motilal Bhagat (DIN: 08693670), Additional Director (Non-Executive Independent Director) as a Member in Audit Committee of the Company w.e.f March 05, 2020.				



III. Meeting of Board of Directors			
Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the current quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)
12.11.2019	-	-	Yes
-	13.02.2020	92 days	Yes
*to be filled in only for the current quarter meeting			
IV. Meeting of Committees			
Date(s) of meeting of the committee in the current quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
13.02.2020	Yes	12.11.2019	92 days
*to be filled in only for the current quarter meeting			
Nomination & Remuneration Committee			
13.02.2020	Yes	12.11.2019	92 days
*to be filled in only for the current quarter meeting			
Stakeholders Relationship Committee			
13.02.2020	Yes	12.11.2019	92 days
*to be filled in only for the current quarter meeting			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained		YES	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes			
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
a. Audit Committee - Yes			
b. Nomination & Remuneration Committee - Yes			
c. Stakeholders Relationship Committee - Yes			
d. Risk Management Committee (applicable to the top 500 listed entities) -Not Applicable			



3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
4. The meetings of the Board of directors and the above committees of the Company have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **Yes**
6. Any comments/ observations / advice of Board of Directors may be mentioned here: -

Annexure-II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA)	Web address
Details of business	Yes	www.kisangroup.com
Terms and conditions of appointment of independent directors	Yes	www.kisangroup.com
Composition of various committees of board of directors	Yes	www.kisangroup.com
Code of conduct of board of directors and senior management personnel	Yes	www.kisangroup.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.kisangroup.com
Criteria of making payments to non-executive directors	Yes	www.kisangroup.com
Policy on dealing with related party transactions	Yes	www.kisangroup.com
Policy for determining 'material' subsidiaries	Yes	www.kisangroup.com
Details of familiarization programmes imparted to independent directors	Yes	www.kisangroup.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.kisangroup.com
Email address for grievance redressal and other relevant details	Yes	www.kisangroup.com



ISO 9001 : 2008



AN ISO - 9001 CERTIFIED COMPANY

Financial results	Yes	www.kisangroup.com
Shareholding pattern	Yes	www.kisangroup.com
Details of agreements entered into with the media companies and/or their associates	NA	-
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
New name and the old name of the listed entity	NA	-
Advertisements as per regulation 47 (1)	Yes	www.kisangroup.com
Credit rating or revision in credit rating obtained	Yes	www.kisangroup.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.kisangroup.com
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.kisangroup.com
Materiality Policy as per Regulation 30	Yes	www.kisangroup.com
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
It is certified that these contents on the website of the listed entity are correct	Yes	www.kisangroup.com
Disclosure of notes on website in terms of Listing Regulation explanatory	-	-



ISO 9001 : 2008



AN ISO : 9001 CERTIFIED COMPANY

II. Annual Affirmations	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
	Board composition	17(1), 17(1A) & 17(1B)	Yes
	Meeting of Board of directors	17(2)	Yes
	Quorum of Board meeting	17(2A)	Yes
	Review of Compliance Reports	17(3)	Yes
	Plans for orderly succession for appointments	17(4)	Yes
	Code of Conduct	17(5)	Yes
	Fees/compensation	17(6)	Yes
	Minimum Information	17(7)	Yes
	Compliance Certificate	17(8)	Yes
	Risk Assessment & Management	17(9)	Yes
	Performance Evaluation of Independent Directors	17(10)	Yes
	Recommendation of Board	17(11)	Yes
	Maximum number of Directorships	17A	Yes
	Composition of Audit Committee	18(1)	Yes
	Meeting of Audit Committee	18(2)	Yes
	Composition of nomination & remuneration committee	19(1) & (2)	Yes
	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes



ISO 9001 : 2008





Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
IS & O Insurance for Independent Directors	25(10)	NA
Memberships in Committees	26(1)	Yes



ISO 9001: 2008



Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III. Affirmation		
Particulars	Compliance Status (Yes/No/NA)	
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes	
<p>Name & Designation</p>   <p>Dharak Arvind Mehta Company Secretary & Compliance Officer Place: Mumbai Date: April 20, 2020</p>		