

Date: 14/04/2023

To,
BSE Limited
Dept. of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Subject: Corporate Governance Report as per regulation 27(2) for the fourth quarter and year ended 31st March 2023 under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Please find enclosed herewith Corporate Governance Report as per Clause 27(2) for fourth quarter and year ended 31st March 2023 under SEBI (Listing Obligations and Disclosure Requirements), 2015.

Kindly acknowledge the same.

Thanking you,

Yours Faithfully
For Kisan Mouldings Limited



Vijay Joshi
Company Secretary



CORPORATE GOVERNANCE REPORT TO BE SUBMITTED ON QUARTERLY BASIS

1. Name of Listed Entity : KISAN MOULDINGS LIMITED
 2. Quarter ending : 31st March, 2023

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|---------------------------|----------|--|---|-----------------------------|------------------------|-------------------|----------------------------------|---|--|--|---|
| Title (Mr. / Ms/ Mrs .) | Name of the Director | 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 Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26 (1) of Listing Regulations) | No. of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Sanjeev Amarnath Aggarwal | 00064076 | Chairperson related to Promoter, Executive, MD | NA | 30.08.2005 | 01.04.2019 | - | - | 1 (One) | - | 1 (One) | - |
| Mr. | Rishav Sanjeev Aggarwal | 05155607 | Executive | NA | 22.08.2017 | 22.08.2020 | - | - | 1 (One) | - | 2 (Two) | - |
| Mrs | Urvashi Anand Dharadhar | 08279196 | Non-Executive-Independent Director | NA | 14.11.2018 | - | - | 53 Months | 1 (One) | 1 (One) | - | 2 (Two) |



| | | | | | | | | | | | | |
|-----|---------------|----------|------------------------------------|----|------------|---|---|----------|--------|--------|---------|---|
| Mr. | Sunil Agarwal | 10068195 | Non-Executive Independent Director | NA | 13.02.2023 | - | - | 2 Months | 1(One) | 1(One) | 2 (Two) | - |
| Ms. | Sonal Kasat | 10042917 | Non-Executive Independent Director | NA | 13.02.2023 | - | - | 2 Months | 1(One) | 1(One) | 2 (Two) | - |

* 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: Mr. Jhumarlal Motilal Bhalgat (DIN: 08693670), Independent Director of the Company has retired from the Directorship of the Company with effect from closing of business hours on February 13, 2023.

II. Composition of Committees

| Name of Committee | Name of Committee Members | Category (Chairperson /Member/ Executive / Non-Executive/ Independent / Nominee) | Date of Appointment | Date of Cessation |
|--|--|---|--|--|
| 1. Audit Committee | Mrs. Urvashi Anand Dharadhar Mr. Rishav Sanjeev Aggarwal Mr. Jhumarlal Motilal Bhalgat Mr. Sunil Agarwal Ms. Sonal Kasat | Chairperson- Non-Executive – Independent Director Member- Executive Director Member- Non-Executive – Independent Director Member- Non-Executive – Independent Director Member- Non-Executive – Independent Director | 14.11.2018 12.11.2019 05.03.2020 13.02.2023 13.02.2023 | N.A. N.A. 13.02.2023 N.A. N.A. |
| 2. Nomination & Remuneration Committee | Mrs. Urvashi Anand Dharadhar Mr. Jhumarlal Motilal Bhalgat Mr. Sunil Agarwal Ms. Sonal Kasat | Chairperson - Non-Executive- Independent Director Member- Non-Executive-Independent Director Member- Non-Executive-Independent Director Member- Non-Executive-Independent Director | 25.06.2020 10.09.2019 13.02.2023 13.02.2023 | N.A. 13.02.2023 N.A. N.A. |
| 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. Vijay Joshi | Chairperson - Executive Director Member- Chief Financial Officer Member- Company Secretary | N.A. N.A. N.A. | N.A. N.A. N.A. | | |
| <p>Note: Mr. Jhumarlal Motilal Bhalgat (DIN: 08693670), Independent Director of the Company has retired from the Directorship of the Company with effect from closing of business hours on February 13, 2023. Consequently his position of Membership in Audit Committee and Nomination and Remuneration Committee ceased to exist with aforesaid effect.</p> | | | | | | |
| 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) | *No. of Directors Present | *No. of Independent Directors attending the meeting | |
| 14-11-2022 | 13.02.2023 | 85 days | Yes | 5 | 3 | |
| *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 | *No. of Directors Present | *No. of Independent Directors attending the meeting | |
| Audit Committee | | | | | | |
| 13.02.2023 | Yes | 14.11.2022 | 85 days | 4 | 3 | |
| *to be filled in only for the current quarter meeting | | | | | | |
| Nomination & Remuneration Committee | | | | | | |
| 11.02.2023 | Yes | - | - | 2 | 2 | |
| *to be filled in only for the current quarter meeting | | | | | | |



| Stakeholders Relationship Committee | | | | | |
|---|-----|---|-------------------------------|---|---|
| 13.02.2023 | Yes | - | - | 2 | 0 |
| *to be filled in only for the current quarter meeting | | | | | |
| Independent Director Meeting | | | | | |
| 13.02.2023 | Yes | - | - | 3 | 3 |
| 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 | | | | | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee - Yes</p> <p style="margin-left: 20px;">b. Nomination & Remuneration Committee - Yes</p> <p style="margin-left: 20px;">c. Stakeholders Relationship Committee - Yes</p> <p style="margin-left: 20px;">d. Risk Management Committee (applicable to the top 500 listed entities) - Not Applicable</p> <p>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</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - Yes</p> <p>6. Any comments/ observations / advice of Board of Directors may be mentioned here: -</p> <p>Note: Mr. Jhumarlal Motilal Bhargat (DIN: 08693670), Independent Director of the Company has retired from Directorship of the Company w.e.f closing of business hours on February 13, 2023. The total strength of Board of Directors as on March 31, 2023 is 5 members which is in conformity with Regulation 17 (1) (b) of SEBI (LODR) Regulations, 2015.</p> | | | | | |



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 |
|---|----------------------------------|--------------------|
| 1. Details of business | Yes | www.kisangroup.com |
| 2. Terms and conditions of appointment of independent directors | Yes | www.kisangroup.com |
| 3. Composition of various committees of board of directors | Yes | www.kisangroup.com |
| 4. Code of conduct of board of directors and senior management personnel | Yes | www.kisangroup.com |
| 5. Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.kisangroup.com |
| 6. Criteria of making payments to non-executive directors | Yes | www.kisangroup.com |
| 7. Policy on dealing with related party transactions | Yes | www.kisangroup.com |
| 8. Policy for determining 'material' subsidiaries | Yes | www.kisangroup.com |
| 9. Details of familiarization programmes imparted to independent directors | Yes | www.kisangroup.com |
| 10. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | www.kisangroup.com |
| 11. email address for grievance redressal and other relevant details | Yes | www.kisangroup.com |
| 12. Financial results | Yes | www.kisangroup.com |
| 13. Shareholding pattern | Yes | www.kisangroup.com |
| 14. Details of agreements entered into with the media companies and/or their associates | NA | - |



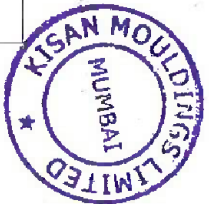
| | | |
|--|-----|--------------------|
| 15. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | - |
| 16. New name and the old name of the listed entity | NA | - |
| 17. Advertisements as per regulation 47 (1) | Yes | www.kisangroup.com |
| 18. Credit rating or revision in credit rating obtained | Yes | www.kisangroup.com |
| 19. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | www.kisangroup.com |
| 20. Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | www.kisangroup.com |
| 21. Materiality Policy as per Regulation 30 | Yes | www.kisangroup.com |
| 22. 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.

| II. Annual Affirmations | | |
|--|--------------------------|--------------------------------------|
| Particulars | Regulation Number | Compliance Status (Yes/No/NA) |
| 1. Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| 2. Board composition | 17(1), 17(1A) & 17(1B) | Yes |
| 3. Meeting of Board of directors | 17(2) | Yes |
| 4. Quorum of Board meeting | 17(2A) | Yes |
| 5. Review of Compliance Reports | 17(3) | Yes |
| 6. Plans for orderly succession for appointments | 17(4) | Yes |





| | | |
|---|------------------------------|-----|
| 7. Code of Conduct | 17(5) | Yes |
| 8. Fees/compensation | 17(6) | Yes |
| 9. Minimum Information | 17(7) | Yes |
| 10. Compliance Certificate | 17(8) | Yes |
| 11. Risk Assessment & Management | 17(9) | Yes |
| 12. Performance Evaluation of Independent Directors | 17(10) | Yes |
| 13. Recommendation of Board | 17(11) | Yes |
| 14. Maximum number of Directorships | 17A | Yes |
| 15. Composition of Audit Committee | 18(1) | Yes |
| 16. Meeting of Audit Committee | 18(2) | Yes |
| 17. Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| 18. Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| 19. Meeting of Nomination and Remuneration Committee | 19(3A) | Yes |
| 20. Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| 21. Meeting of Stakeholders Relationship Committee | 20(3A) | Yes |
| 22. Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |
| 23. Meeting of Risk Management Committee | 21(3A) | NA |
| 24. Vigil Mechanism | 22 | Yes |
| 25. Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes |
| 26. Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |



| | | |
|---|-------------------------|-----|
| 27. Approval for material related party transactions | 23(4) | NA |
| 28. Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| 29. Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| 30. Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| 31. Annual Secretarial Compliance Report | 24(A) | Yes |
| 32. Alternate Director to Independent Director | 25(1) | NA |
| 33. Maximum Tenure | 25(2) | Yes |
| 34. Meeting of independent directors | 25(3) & (4) | Yes |
| 35. Familiarization of independent directors | 25(7) | Yes |
| 36. Declaration from Independent Director | 25(8) & (9) | Yes |
| 37. D & O Insurance for Independent Directors | 25(10) | NA |
| 38. Memberships in Committees | 26(1) | Yes |
| 39. Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| 40. Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| 41. Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |



| III. Affirmations | |
|--|-------------------------------|
| 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>.....</p> <p>Vijay Joshi Company Secretary & Compliance Officer Place: Mumbai Date: April 14, 2023</p> | |

I. **Additional Half Yearly Disclosures**

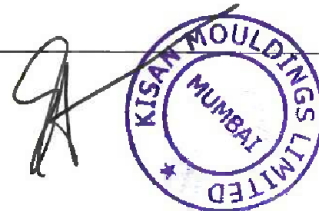
I. **Disclosure of Loans / guarantees / comfort letters / securities etc. (Refer Note Below)**

A. **Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

| Entity | Aggregate amount advanced during six months (Rs. in Lakh) | Balance outstanding at the end of six months (Rs. in Lakh) |
|--|---|--|
| Promoter or any other entity controlled by them | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL |

B. **Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |



C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company.

FOR KISAN MOULDINGS LIMITED


SURESH PUROHIT
CHIEF FINANCIAL OFFICER



Place: Mumbai

Date: April, 14 2023

Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary (and joint-venture company) whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions.
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.