

- connect with the Company's representatives i.e. through email and telephone. As on March 31, 2021, there was negligible percentage of unresolved customer complaints and Nil consumer cases.
- 2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)**
- The Company adheres to the applicable laws & regulations regarding the display of the product label and the information related thereto.
- 3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**
- No such case is pending against the Company as on end of the financial year.
- 4. Did your company carry out any consumer survey/ consumer satisfaction trends?**
- No

## CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements, 2015 ("The Listing Regulations").

### 1) Brief statement on Company's Philosophy on Code of Governance.

The Company believes in usage of appropriate Corporate Governance policy to achieve the corporate goal of enhancing stakeholder value. The cornerstones of this policy include transparency, empowerment with accountability, respect for people and environment, compliance with law and to follow fair business practices with all its stakeholders. These principles being followed since inception, have helped the Company to build credibility with all its stakeholders.

The Company has adopted a code of conduct for Members of the Board and Senior Management Personnel. All Directors have affirmed in writing their adherence to the above code.

### 2) Board of Directors

#### Composition

The Board of Directors currently has a mix of Executive and Non-Executive Directors. The Board comprises a Managing Director, two Whole-time Directors (the Executive Directors) and three Non-Executive Directors. All three Non-Executive Directors are Independent Directors.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Director	Expertise in Specific functional area
Mr. Bo Jingen	Business Strategy, Planning, Marketing and Sales
Mr. Wu Xiaohui	Product Development and Technical Support
Mr. N.Subramanian	Accounts, Finance, Audit, Taxation and Corporate Law matters
Mr. Dilip Dinkar Kulkarni	Internal, Operational & Management Audit and Management Consultancy
Ms. Nilima Ramrao Shinde	Legal
Mr. D.Balaji	Marketing, Operations and TQM

The Board is satisfied that the current composition meets the requirements of skills, expertise and competencies as identified above in the context of the Company's business and sector(s) for it to function effectively.

### Meetings

During the year 2020 - 21, the Board met 5 times on 5th June, 2020, 22nd June, 2020, 12th August, 2020, 10th November,

2020 and 10th February, 2021. The last AGM was held on 29th September, 2020.

The following table gives the details of category of Board of Directors and their attendance at Board Meetings and last AGM and details of Memberships in other Boards and Board Committees as on 31st March, 2021.

Name of the Director	Category	No. of Board Meetings Attended	Attendance at the Last AGM	Directorships in other Boards		Committee(s) @ Membership (Inclusive of Kingfa India)	
				Directorships	Chairmanships	Memberships	Chairmanships
Mr. Bo Jingen (DIN 06617986)	NI-EX	5	Yes	-	-	1	-
Mr. Wu Xiaohui (DIN 06617977)	NI-EX	5	Yes	-	-	-	-
Mr. N.Subramanian (DIN 03602858)	IN-NE	5	Yes	2	1	4	2
Mr. Dilip Dinkar Kulkarni (DIN 07272118)	IN-NE	5	Yes	-	-	1	-
Ms. Nilima Ramrao Shinde (DIN 07646156)	IN-NE	5	Yes	-	-	2	-
Mr. D.Balaji (DIN 08256342)	NI-EX	5	Yes	-	-	-	-

NI – Non Independent NE – Non-Executive EX – Executive IN – Independent

@ Memberships / Chairmanships of only Audit Committee and Stakeholders' Relationship Committee have been included.

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship are as under:

Mr. N.Subramanian : Cella Space Limited (formerly known as Sree Sakthi Paper Mills Limited (Independent Director).

None of the Directors are related to each other.

The number of Directorships, Committee Membership(s) / Chairmanship(s) of all Directors are within respective limits prescribed under the Companies Act, 2013 and Listing Regulations.

**Independent Directors**

The Non-Executive Independent Directors fulfil the conditions of independence specified both under the Companies Act and the Listing Regulations.

**Board Procedure**

The Board is presented with information on matters pertaining to working of the Company for their consideration and approval, wherever required. Among others, this includes

- operating plans, capital budgets.
- quarterly results of the company.
- risks faced and steps taken to mitigate / minimize the risks, if any.
- minutes of meeting of audit committee and other committees.

- information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- significant developments in the industrial and human relations front.
- materially important show cause, demand and penalty notices and prosecutions, if any.
- fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- materially relevant defaults in financial obligations to and by the company or substantial non payment for goods sold by the company.
- foreign exchange exposure and steps taken by management to limit the risks of adverse exchange rate movement.

- any issue, which involves possible public or product liability claims of substantial nature, including any judgement order.
- details of any joint venture or collaboration agreement.
- transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- proposals for diversification, investment, disinvestments and restructuring; and
- non-compliance with any regulatory or statutory provision or listing requirements as well as shareholder services.

### Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

### Number of Independent Directorships

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Directors in more than seven listed entities. Further, the Managing Director / Whole-time Directors of the Company do not serve as an Independent Director in not more than three listed entities.

### Familiarisation Programmes for Board Members

At the time of appointing a Director, a formal letter of appointment is given to him / her. The Director is also explained in detail the compliance required from him / her under the Companies Act, 2013, the Listing Regulations and other various statutes. The Managing Director also has a one to one discussion with the newly appointed Director to familiarize him / her with the Company's operations.

The Board Members are provided with necessary information to enable them to familiarize themselves with the Company's procedures and practices. Periodic presentations are made to the Board on business and performance of the Company.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company viz. [www.kingfaindia.com](http://www.kingfaindia.com).

### 3) Audit Committee

#### Terms of reference

The Audit Committee of the Company functions under the mandate stipulated under the SEBI (Listing obligations and disclosure requirements) Regulation, 2015 and the Companies Act, 2013 which includes reviewing and taking corrective actions as and when required, in consultation with the Internal Auditors.

#### A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### B. Role of the Audit Committee and Review of Information by Audit Committee

The role of the Audit Committee and review of information by Audit Committee shall include the following:

1. Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;

- iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Modified opinion(s) in the draft audit report;
  5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and Monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Further, the Audit Committee shall mandatorily review the following information:
- Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
  - Statement of deviations.
- Presently, it comprises three Non-Executive Directors - all of whom are independent. The Members of the Committee have exposure to Finance, Accounts, Company Law and General Business Practices.
- The Composition of the Audit Committee are as under:
- A) Mr. N.Subramanian – Chairman
  - B) Mr. Dilip Dinkar Kulkarni – Member
  - C) Ms. Nilima Ramrao Shinde - Member

**Meetings**

During the financial year 2020 - 21, four Audit Committee Meetings were held on 22nd June, 2020, 12th August, 2020, 10th November, 2020 and 10th February, 2021.

**Attendance**

Name of Director	No. of Meetings Attended
Mr. N.Subramanian	4
Mr. Dilip Dinkar Kulkarni	4
Ms. Nilima Ramrao Shinde	4

Besides the above, Managing Director, Whole-time Directors, Chief Financial Officer, the representatives of the Statutory Auditors and Internal Auditors are invitees to the Audit Committee Meetings. The representatives of the Cost Auditor attend such Meetings of the Audit Committee where matters relating to the Cost Audit Report are discussed. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

**4) Nomination and Remuneration Committee**

**Terms of reference**

The Nomination and Remuneration (N&R) Committee has adopted a broad principles which, inter alia, deals with the manner of selection of Board of Directors and covers the areas as contemplated under Act and Listing Regulations.

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**Remuneration**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and Committee Meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board and Committee Meetings attended by him / her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013. Criteria of making payments to Non-Executive Directors / Independent Directors is displayed on the Company's website viz. [www.kingfaindia.com](http://www.kingfaindia.com)

A Nomination and Remuneration Committee has been constituted to determine the quantum and components of the remuneration to be paid to the Managing Director / Whole-time Directors.

The Nomination and Remuneration Committee consists of four Directors, three of whom are Independent.

The Composition of the Nomination and Remuneration Committee are as under :

- A) Mr. N.Subramanian – Chairman
- B) Mr. Bo Jingen – Member
- C) Mr. Dilip Dinkar Kulkarni – Member
- D) Ms. Nilima Ramrao Shinde – Member

**Meeting and Attendance**

During the financial year 2020 - 21, two meetings of the Nomination and Remuneration Committee were held on 12th August, 2020 and 10th February, 2021 and it was attended by all the four Members.

**Remuneration policy**

The Remuneration Committee determines and recommends to the Board, the quantum of remuneration including incentives and perquisites payable to Whole Time Directors / Directors of the Company as and when they come for review. The details of the policy is available on Company's website.

**Remuneration of Directors**

The compensation of the Managing Director / Whole-time Directors comprises of Salary, Perquisites, Allowances etc plus Commission / Incentive. The Managing Director / Whole-time Directors are not paid Sitting fees for any Board / Committee Meetings attended by them. The Agreements with the

Managing Director / Whole-time Directors are contractual in nature.

The term of office of Mr.Bo Jingen as Managing Director expires on February 26, 2022 and consented to retire by rotation.

The term of office of Mr.Wu Xiaohui as Whole-time Director expires on February 26, 2022 and consented to retire by rotation.

The term of office of Mr.D.Balaji as Whole-time Director, designated as Executive Director expires on October 28, 2021 and consented to retire by rotation.

There are no stock options available / issued to any Director of the Company.

Details of Sitting fees paid per Meeting to Non-Executive Directors are as follows:

Board Meetings	₹ 50,000/-
Audit Committee Meetings	₹ 30,000/-
Nomination and Remuneration Committee Meetings	₹ 20,000/-
Stakeholder Relationship Committee Meetings	₹ 10,000/-
Corporate Social Responsibility Committee Meetings	₹ 20,000/-

The Board of Directors increased the Sitting fees payable to the Independent Directors / Non - Executive Directors for every Meeting of the Board attended by them.

Sitting Fees for the Meeting of the Independent Directors and any other Committee of Board, not mentioned above will be as per Board Meeting Sitting Fees.

The details of the remuneration paid / payable to the Directors for the year 2020 - 21 together with sitting fees paid and the shareholding held by the Non Executive Directors as on 31st March, 2021 are as under :

**Managing Director / Whole-time Directors**

(₹ in Lakhs)

Name of Director	Salary	Perquisites	Commission	Performance Incentive	Total
Mr. Bo Jingen	20.35	6.69	-	55.00	82.04
Mr. Wu Xiaohui	16.70	3.30	-	-	20.00
Mr. D.Balaji	32.55	3.47	-	35.20	71.22

**Non - Executive Directors**

Name of Director	Sitting fees paid for Board and Committee Meetings (₹ in Lakhs)	Commission (₹)	Shares held in the Company (Nos.)
Mr. N.Subramanian	4.90	Nil	Nil
Mr. Dilip Dinkar Kulkarni	5.20	Nil	Nil
Ms. Nilima Ramrao Shinde	4.90	Nil	Nil

No other remuneration is being paid by the Company to any of the Non - Executive Directors other than the sitting fees. No convertible instruments are held by the Non - Executive Directors.

**Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the performance evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation was then discussed and noted.

The performance evaluation of the Chairman of the Board and Managing Director / Board / Executive / Non Independent Directors / Independent Directors was carried out. In the evaluation of the Directors, the Directors being evaluated had not participated and the Board evaluation process was completed. The Directors expressed their satisfaction with the evaluation process.

**5) Stakeholder Relationship Committee**

**Terms of Reference**

The Board of Directors has constituted a Stakeholder Relationship Committee to approve the share transfers and other investor related matters and also to attend to the investor grievances.

The Composition of the Stakeholder Relationship Committee are as under:

- A) Mr. N.Subramanian – Chairman
- B) Mr. Bo Jingen – Member
- C) Ms. Nilima Ramrao Shinde - Member

The Compliance Officer is Mr. Nirnoy Sur, Company Secretary.

To expedite the process of Share Transfer, the Board has delegated the power to approve Share Transfers to Compliance Officer and those transfers which are so approved are ratified at the immediately following Stakeholder Relationship Committee Meeting.

**Meetings**

During the year 2020 - 21, the Stakeholder Relationship Committee met three times on 22nd June, 2020, 10th November, 2020 and 10th February, 2021.

**Attendance**

Name of Director	No. of Meetings Attended
Mr. N.Subramanian	3
Mr. Bo Jingen	3
Ms. Nilima Ramrao Shinde	3

The Company confirms that there were no share transfers pending for approval as on 31st March, 2021 and all requests for de-materialization and re-materialization as on that date were confirmed / rejected through NSDL/ CDSL system.

No complaints received during the year 2020 – 21 and there are no complaints pending to be resolved as on 31st March, 2021.

**6) Corporate Social Responsibility Committee**

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board in compliance with the requirements of the Act.

**Terms of Reference**

Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act, 2013 or any amendment thereto read with Rules made thereunder and Government Directives from time to time.

Recommend the amount to be spent on CSR activities.

Monitor implementation and adherence to the CSR Policy of the Company from time to time.

Such other activities as the Board of Directors determine as they may deem fit in line with CSR Policy or as may be stipulated under any law, rule or regulation including the Listing Regulations and the Act.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The CSR Policy is available on the website of the Company, www.kingfaindia.com. The Annual Report on CSR activities for the Financial Year 2020-21 forms part of the Board's Report.

The Composition of the CSR Committee are as under:

- A) Mr. Dilip Dinkar Kulkarni – Chairman
- B) Mr. Wu Xiaohui - Member
- C) Mr. D.Balaji - Member

**Meeting and Attendance**

The Committee met three times during the financial year 2020 – 21 on 12th August, 2020, 10th November, 2020 and 10th February, 2021.

**Attendance**

Name of Director	No. of Meetings Attended
Mr. Dilip Dinkar Kulkarni	3
Mr. Wu Xiaohui	3
Mr. D.Balaji	3

**7) Independent Directors' Meeting**

During the year under review, the Independent Directors met on 10th February, 2021 inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;

- Evaluate performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this Meeting.

**8) General Body Meetings**

**(A) The details of location and time of holding the last three Annual General Meetings are as under:**

Financial Year Ended	Date	Time	Venue
31.03.2020	29.09.2020	11.30 a.m.	Meeting held through Video Conferencing / Other Audio Visual Means
31.03.2019	27.09.2019	10.30 a.m.	Raj Park Chennai, 'Opal Hall', 180, T.T.K.Road, Alwarpet, Chennai – 600 018.
31.03.2018	27.09.2018	10.00 a.m.	Raj Park Chennai, 'Ruby Hall', 180, T.T.K.Road, Alwarpet, Chennai – 600 018.

**(B) Details of Special Resolutions passed at the last three Annual General Meetings:**

**I. At the 36th Annual General Meeting held on 29th September, 2020.**

- Re-Appointment of Mr.Wu Xiaohui as Whole-time Director
- Re-Appointment of Mr.Dilip Dinkar Kulkarni as an Independent Non-Executive Director.

**II. At the 35th Annual General Meeting held on 27th September, 2019.**

- Appointment of Mr.D.Balaji as Whole-time Director designated as Executive Director of the Company.
- Re-appointment of Mr. N.Subramanian as an Independent Non-Executive Director.
- Re-Appointment of Mr.Bo Jingen as Managing Director.

**III. At the 34th Annual General Meeting held on 27th September, 2018.**

- Authorisation to borrow money exceeding aggregate of the Paid up Capital and Free Reserves of the Company.

**(C) Postal Ballot**

During the year under review, the Company had passed the following Special Resolutions through electronic voting (remote e-voting) as per provisions of the Act, Rules and the MCA Circulars. The Company had engaged the services of NSDL to provide e-voting facility to its Members. The notice of postal ballot dated 05.06.2020 was accompanied with detailed instructions to enable the members to understand the procedure and manner in which remote e-voting to be carried out. The following Resolutions are deemed to have been passed on the last date of remote e-voting i.e. July 12, 2020.

**Details of Voting Pattern :**

S No.	Description of Resolutions	Total number of valid votes (E-Voting)	Number of valid votes cast in favour of the Resolution (E-Voting) and Percentage	Number of votes cast against the Resolution (E-Voting) and percentage
1.	Alteration of Objects Clause in the Memorandum of Association of the Company Company	9862648	9861173 99.985%	1475 0.015%
2.	Alteration of Objects Clause and Liability Clause of Memorandum of Association to align with the provisions of the Companies Act, 2013	9862648	9861173 99.985%	1475 0.015%



Mr.P.S.Srinivasan, Practising Company Secretary (C.P.No.3122) was appointed as Scrutinizer for conducting the aforesaid process of remote e-voting in accordance with the provisions of the Act, Rules and the MCA Circulars in a fair and transparent manner.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

Prescribed procedure for Postal Ballot as per the provisions contained in this behalf in the Companies Act, 2013, read with rules made there under as amended from time to time shall be complied with whenever necessary.

**(D) A brief resume and name of the companies in which Directors, who are being appointed / re-appointed, hold Directorships / Committee Memberships and Shareholding in the Company.**

Details of Director(s) retiring or being appointed or re-appointed are given in the notice of the Annual General Meeting which is forming part of the Annual Report of the Company.

**9) Disclosures**

**Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their Subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large:**

All transactions entered into with the Related Parties during the financial year were in the ordinary course of business and on arm's length basis. Transactions with Related Parties have been disclosed in the Notes to and forming part of Financial Statements.

Prior omnibus approval obtained and a statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value.

The Company has formulated a policy on related party transactions. The policy is placed on the website of the Company at [www.kingfaindia.com](http://www.kingfaindia.com).

**Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to the capital markets, during the last three years:**

No penalties or strictures have been imposed by any regulatory authority on any matter related to capital markets during the last three years.

**Code of conduct for prevention of Insider Trading:**

The company has framed a code of conduct for prevention of Insider Trading based on SEBI (Prohibition of Insider Trading), Regulations.

This code is applicable to Promoter, all Directors, Designated Employees, Connected and Specified persons having access to unpublished price sensitive information.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in compliance with SEBI (Prohibition of Insider Trading), Regulations. This Code is displayed on the Company's website viz. [www.kingfaindia.com](http://www.kingfaindia.com)

**Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel has been denied access to the audit committee:**

The Company confirms that it has not denied access to any personnel to approach the Management or the Audit Committee on any issue.

**Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with the mandatory requirements entered into with the Stock Exchanges and under Listing Regulations. Adoption of non-mandatory requirements is being reviewed by the Board from time-to-time.

**Disclosure of commodity price risks and commodity hedging activities**

The details have been disclosed in the Notes to and forming part of Financial Statements.

**Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

**Certificate from Company Secretary in Practice**

As required under SEBI Listing Regulations, the Company has received a Certificate from Ms. Shaswati Vaishnav, Practicing company Secretaries, M/s.Vaishnav Associates, certifying that none of our directors on the Board of the company have been debarred or disqualified from being appointed or to continue as directors of Company by the SEBI or Ministry of Corporate Affairs or any such statutory authority. This document is annexed to the report.

**Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.**

Not Applicable

**Fees to the Statutory Auditors of the Company**

The total fees for all services paid to the Statutory Auditors of the Company (Net of Goods Service tax) are as follows. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

(₹ in Lakhs)

Particulars	2020-21
Statutory Auditors	
a. As Auditors	
Audit & Assurance Fees	6.50
Tax Audit Fees	-
GST Audit Fees FY-2017-2018	2.75
GST Audit Fees FY-2018-2019	9.00
b. Limited Review	1.50
c. Reimbursement of expenses	0.05
d. Certification & others	1.30

**Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013**

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules made thereunder, the Company has formulated and implemented a policy on prevention of sexual harassment at the workplace with a mechanism of lodging complaints. The Company has not received any complaint under this policy during the year under review.

**Discretionary Requirements**

The Company has also complied with discretionary requirements as specified in the Listing Regulations regarding unmodified Financial Statements and Reporting of Internal Auditors.

**Compliance with corporate governance requirements**

The Company has complied with the requirements of corporate governance specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

**10) Means of Communication**

1.	Quarterly Results	: Communicated through advertisement in newspapers.
2.	Newspapers wherein results normally published	: Financial Express (English) and Makkal Kural (Tamil).
3.	Any Website where displayed	: www.kingfaindia.com, www.bseindia.com, www.nseindia.com
4.	Any official news release published	: No
5.	Details of presentation needs to Institutional Investors/Analysts	: Nil

The Management's Discussion and Analysis highlighting specific details of the operations has been included in the Directors' Report.

**11) General Shareholder Information**

- a) **Registered Office** : Dhun Building, III Floor,  
827, Anna Salai, Chennai - 600 002.
- b) **Annual General Meeting** :  
Day  
Date  
Time  
Venue  
} Details are given in the notice of the Annual General Meeting which is forming part of the Annual Report of the Company.
- c) **Financial Year** : 1st April to 31st March
- d) **Financial Calendar for 2021 – 2022:**  
(\*tentative schedule excluding Extraordinary General Meeting(s) if any)

First Quarter Results (30th June, 2021)	on or before August 14, 2021
Second Quarter Results (30th September, 2021)	on or before November 14, 2021
Third Quarter Results (31st December, 2021)	on or before February 14, 2022
Fourth Quarter Results (31st March, 2022)	before end of May, 2022
Annual General Meeting (2021-2022)	In accordance with Companies Act, 2013

\* or such other date as may be allowed by SEBI / MCA

- e) **Date of Book Closure** : Details are given in the notice of the Annual General Meeting which is forming part of the Annual Report of the Company.
- f) **Dividend Payment Date** : Equity Shares – Not Applicable
- g) **Listing on Stock Exchanges** **Stock Code**  
 (1) **BSE Limited (BSE)** 524019  
 (Scrip ID – KINGFA)  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street, Mumbai - 400 001.

(2) **National Stock Exchange of India Limited (NSE)** KINGFA

Exchange Plaza,

Bandra Kurla Complex,

Bandra East, Mumbai - 400051

Demat ISIN No. for CDSL and NSDL is INE473D01015.

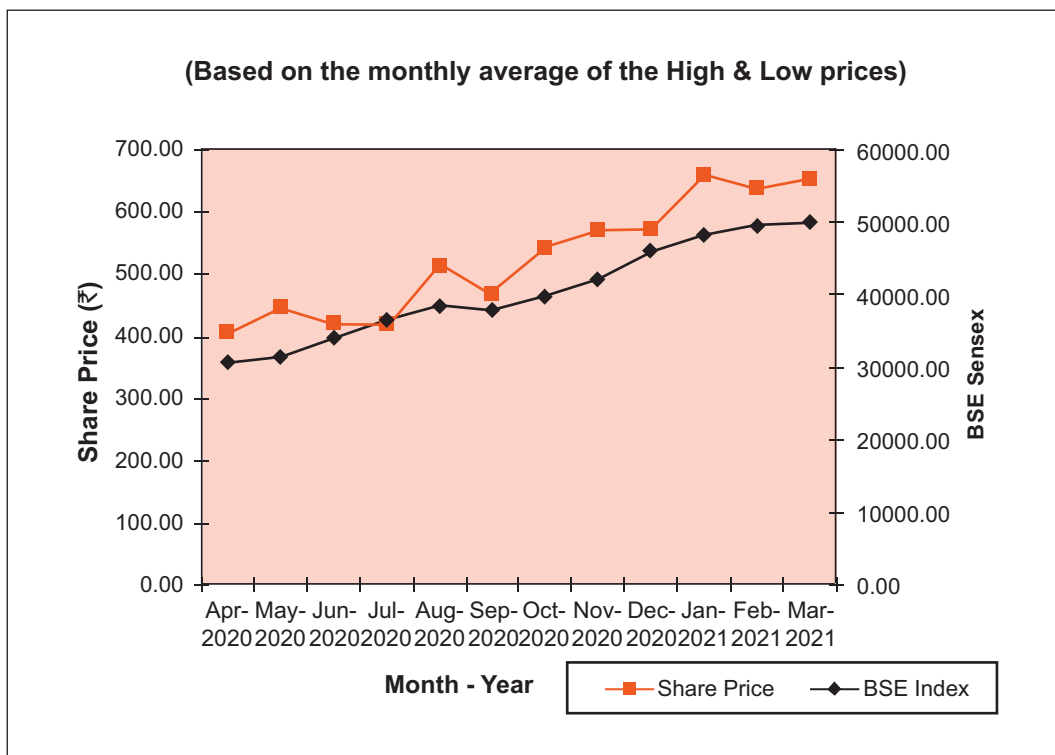
The Listing fees to BSE and NSE have been paid.

**h) Market Price Data – High & Low of Equity Shares of the Company**

( in ₹ )

Month	Year	BSE		NSE	
		High	Low	High	Low
April	2020	460.00	354.25	478.90	350.00
May	2020	502.40	389.95	503.95	396.40
June	2020	481.80	360.00	482.30	360.10
July	2020	492.25	348.60	493.80	347.00
August	2020	576.00	450.75	600.00	451.20
September	2020	507.80	430.00	517.70	431.20
October	2020	616.00	468.00	617.25	468.05
November	2020	634.25	507.05	632.05	525.00
December	2020	625.00	522.05	625.00	525.05
January	2021	750.00	568.50	750.00	565.05
February	2021	722.80	554.55	724.65	550.00
March	2021	739.95	564.75	732.50	560.70

**i) Performance of Share Price of the Company in comparison to BSE Sensex**



- j) **Registrar & Share Transfer Agent :** M/s. Integrated Registry Management Services Private Limited,  
Unit : Kingfa Science & Technology (India) Limited  
2nd Floor, “Kences Towers”,  
No. 1, Ramakrishna Street,  
North Usman Road, T. Nagar,  
Chennai - 600 017.  
Phone Nos : +91-44-28140801 - 803  
Fax No. : + 91-44-28142479  
E-Mail : yuvraj@integratedindia.in  
Contact Person : K. Suresh Babu, Director
- k) **Share Transfer System :**
1. Transfer of the shares held in electronic form are done through the depositories.
  2. Transfer of shares in the physical form are done by Registrar & Share transfer agent within statutory time limit.
  3. The power to approve the transfer, transmission and other Share Certificate related matters has been delegated by the Board to Compliance Officer and his action is ratified at the next Stakeholder Relationship Committee Meeting.
  4. Certificate is obtained from a Practising Company Secretary every six months confirming the transfer, transmission etc. of equity shares within stipulated time from the date of their lodgement and sent to Stock Exchanges where the Company’s shares are listed.
  5. Reconciliation of Share capital Audit as stipulated by SEBI is conducted on quarterly basis reconciling the admitted equity share capital with the shares in electronic and physical form and Certificate issued in this regard by Practising Company Secretary is forwarded to Stock Exchanges where the Company’s shares are listed.
- l) **Distribution of Shareholding and Shareholding Pattern as on 31.03.2021.**

**i) Distribution of Shareholding**

CATEGORY	SHAREHOLDERS		SHARES	
	NUMBER	% TO TOTAL	NUMBER	% TO TOTAL
Upto 2500	8133	98.64	1141046	9.42
2501 - 5000	64	0.78	226825	1.87
5001 - 10000	28	0.34	199750	1.65
10001 – 20000	9	0.11	110552	0.91
20001 – 30000	3	0.04	80557	0.67
30001 – 40000	0	0.00	0	0.00
40001 – 50000	2	0.02	91231	0.75
50001 – 100000	2	0.02	150448	1.24
100000 & above	4	0.05	10110052	83.48
<b>TOTAL</b>	<b>8245</b>	<b>100.00</b>	<b>12110461</b>	<b>100.00</b>

ii) Shareholding Pattern

CATEGORY	HOLDERS	SHARES	VOTING STRENGTH (PERCENTAGE)
Promoter	1	9082214	74.99
Non-Resident Individuals / OCBs	215	106088	0.88
Foreign Port Folio Investor – Corporate / Foreign National	3	766228	6.33
Bodies Corporate	77	45910	0.38
FIs/Mutual Funds/Banks	0	0	0.00
Resident Individuals	7894	2035031	16.80
Others	55	74990	0.62
<b>Total</b>	<b>8245</b>	<b>12110461</b>	<b>100.00</b>

m) Dematerialisation of Shares & liquidity

The shares of the Company can be held and traded in electronic form. As on March 31, 2021, 99.41% of the Company's total equity shares representing 1,20,41,488 shares were held in dematerialised form and the balance 0.55% representing 68,973 shares in the physical form.

n) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity

- Nil

o) Commodity price risk or foreign exchange risk and hedging activities

The details have been disclosed in the Notes to and forming part of Financial Statements.

p) Plant Locations

Plot No : F 5/5, Chakan Industrial Area, Phase-2, MIDC, Village - Vasuli – Shinde, Tal Khed, Pune – 410501. - Modified Thermoplastics

RS No.38/1, Sedarapet Industrial Area, Sedarpet, Puducherry - 605 111. - Modified Thermoplastics

G 34, Addl. Jejuri Industrial Area, Jejuri, Tal. Purandar, Pune – 412303. - Modified Thermoplastics

Plot No-406, Sector-8, IMT Manesar, Gurgaon – 122050, Haryana. - Modified Thermoplastics

Plot No.15C, SIPCOT Industrial Complex, Pudukkottai - 622 002. - (Ceased operation from May 2014 onwards)

**q) Address for Correspondence****(i) Share related matters :**

M/s.Integrated Registry Management Services  
Private Limited  
Unit : Kingfa Science & Technology (India) Limited  
2nd Floor, "Kences Towers",  
No. 1, Ramakrishna Street,  
North Usman Road, T. Nagar, Chennai – 600 017.  
Phone Nos : +91-44-28140801 - 803  
Fax No. : +91-44-28142479  
E-Mail : yuvraj@integratedindia.in  
Contact Person : K. Suresh Babu, Director

**(ii) Other matters :**

Company Secretary and Compliance Officer  
Kingfa Science & Technology (India) Limited  
Regd. Office : Dhun Building, III Floor,  
827, Anna Salai,  
Chennai – 600 002.  
Phone Nos : +91-44-28521736  
Fax No : +91-44-28520420  
E-Mail : cs@kingfaindia.com

**For and on behalf of the Board of Directors****BO JINGEN****D. BALAJI****Managing Director****Executive Director**

Place : Pune

Date : 17<sup>th</sup> June, 2021