



KMF BUILDERS & DEVELOPERS LIMITED

CORPORATE GOVERNANCE REPORT

"Corporate Governance is concerned with maintaining the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society." - A Report Your Directors present the Company's Report on Corporate Governance in compliance with Regulation 34(3) read with part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company's philosophy on Corporate Governance

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. Good governance practices stem from the dynamic culture and positive mindset of the organization. We consider stakeholders as partners in our journey forward and we are committed to ensure their wellbeing, despite business challenges and economic volatilities.

1. Role of the Company Secretary in Overall Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. She ensures that all relevant information, details and documents are made available to the directors for effective decision making at the meetings. She is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the company and regulatory authorities. All the Directors of the Company have access to the services of the Company Secretary.

2. Selection and Appointment of New Directors on the Board

Considering the requirements of the skill-sets on the Board, eminent persons having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new Directors on the Board. The number of directorships and memberships in various committees of other companies by such persons is also considered.

3. Selection criteria of Board Members

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. Board members are expected to possess expertise, leadership skills required to manage and guide a high growth. The members are not related to any Executive or Independent Director.

4. Familiarization Program of Independent Director

The Independent directors of KMF are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. The new Board members are also requested to access the necessary documents / brochures, Annual Reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made by Senior Management on business and performance updates of the Company, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent directors.

5. Prevention of Insider Trading

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992, a Securities Dealing Code 'KMF Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices' for prevention of insider trading is in place. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Designated persons (Directors, Advisors, Officers and other concerned employees / persons) are prevented from dealing in the Company's



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shares during the closure of Trading Window. To deal in securities beyond specified limit, permission of Compliance Officer is also required. The aforesaid Code is available at the website of the Company www.kmfbuilders.com.

6. Vigil Mechanism

Your Company has established a mechanism called 'Vigil Mechanism' for directors and employees to report to the appropriate authorities of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Chairman of the Audit Committee of the Company. The employees can directly contact the Chairman of the Audit Committee on the email address as mentioned in the 'Vigil Mechanism Policy' uploaded at the website of the Company.

7. Disclosure Policy

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website. The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis.

8. Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

I. Board of Directors

(A) Composition of Board

The present Board of the Company consists of three Executive Director including one woman director and three Non-Executive Directors. The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints.

All directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

(B) Non-Executive Directors' compensation and disclosures

The Non-Executive Directors are not paid any compensation. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors did not have any material pecuniary relationship or transactions with the Company during the year 2019-20.

Independent Directors are not serving as Independent Directors in more than seven listed companies.

None of Directors of the Company hold the position as whole Time Director in company itself nor serve as Independent Director in more than three listed companies.

(C) Performance evaluation of Independent Directors:

The Nomination and Remuneration Committee evaluates the performance of Independent Directors. The evaluation mechanism of Independent Directors is detailed in Directors Report.

(D) Other provisions as to Board and Committees

The Board comprises of Mr. Gorge Chadha, Chairman & Managing Director, Mrs. Kavita Chadha as Executive Director, Mr. Pradeep Kumar Malik as CFO and Mr. Chirag Salaria, Mr. Aniruddh Singh and Mr. Shyam Sunder Mitra as Non-Executive Independent Directors. & Ms. Priyanka Behl appoint as Company secretary.

During the year 2019-2020, 6 (Six) meetings of the Board of Directors were held on 29th May 2019, 30th July, 2019, 14th August 2019, 14th November 2019, 14th February 2020, and 10th March, 2020. The maximum time gap between any two consecutive meetings did not exceed 120 days.



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None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2020 have been made by the Directors as per Regulation 26 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015. Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 23th September, 2019, with particulars of their Directorships and Chairmanship/Membership of Board Committees of the companies showing the position as on 31st March, 2020 are given below:

Name	Category	Attendance		No. of Directorships in other public companies	No. of Committees and positions held in other public companies	
		Board Meetings	Last AGM		Member	Chairman
Mr. Gorve Chadha (MD) DIN 06407884	Executive & Managing Director	6	Yes	-	-	-
Ms. Kavita Chadha DIN 03304018	Executive Director & Promoter	6	No	1	-	-
Mr. Pradeep Kumar Malik DIN 00755555	CFO & Promoter	6	Yes	-	-	-
Mr. Shyam Sunder Mitra DIN 01174462	Independent & Non Executive Director	6	No	-	-	-
Mr. Chirag Salaria DIN 07504249	Independent & Non Executive Director	6	No	-	-	-
Mr. Aniruddh Singh DIN 02961295	Independent & Non Executive Director	6	No	-	-	-

Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 of Companies Act, 2013 / Section 25 of the Companies Act, 1956 and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit, Stakeholders Relationship and Nomination and Remuneration Committees of public limited companies.

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013 from Independent Directors. All requisite declarations have been placed before the Board. None of the Directors are related to each other as on date except Mr. Gorve Chadha and Ms. Kavita Chadha, having relation of son and mother.

(E) Code of Conduct

(i) The Board of Directors has laid down Code of Conduct for Non-Executive Directors, Independent Directors and Senior Management of the Company. The copies of Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company-www.kmfbuilders.com.

(ii) The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31 March, 2020. The Annual Report of the Company contains a Certificate by the Managing Director in terms of Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.



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I. Board Committees

Audit Committee

(A) Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Audit Committee. Its functioning is as under:

- (i) The Audit Committee presently consists of the three Directors, out of which two are Independent Non-Executive Directors;
- (ii) All members of the Committee are financially literate and having the requisite financial management expertise;
- (iii) The Chairman of the Audit Committee is an Independent Director;
- (iv) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 23rd September, 2019.

(B) Terms of reference

- ♦ The roles and responsibilities of the Audit Committee include inter-alia:
- ♦ Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ♦ Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ♦ Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ♦ Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - ♦ 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
 - ♦ Changes, if any, in accounting policies and practices and reasons for the same
 - ♦ Major accounting entries involving estimates based on the exercise of judgment by management
 - ♦ Significant adjustments made in the financial statements arising out of audit findings
 - ♦ Compliance with listing and other legal requirements relating to financial statements
 - ♦ Disclosure of any related party transactions
 - ♦ Qualifications in the draft audit report
- ♦ Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ♦ 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;
- ♦ Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ♦ Approval or any subsequent modification of transactions of the company with related parties;
- ♦ Scrutiny of inter-corporate loans and investments;
- ♦ Valuation of undertakings or assets of the company, wherever it is necessary;
- ♦ Evaluation of internal financial controls and risk management systems;
- ♦ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - ♦ 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;
 - ♦ Discussion with internal auditors of any significant findings and follow up there on;
 - ♦ 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;
 - ♦ 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;



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- ♦ 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;
- ♦ To review the functioning of the Whistle Blower mechanism;
- ♦ 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 and background, etc. of the candidate;
- ♦ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- ♦ The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:
 - ♦ 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.
- ♦ The powers of the Audit Committee includes:
 - ♦ 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.

(C) Composition, names of Members and Chairperson, its meetings and attendance:

Mr. Chirag Salaria elect as Chairman. He with Mr. Shyam Sunder Mitra, Mr. Aniruddh Singh and Mr. Pradeep Kumar Malik as members of the Committee. During the year, four Audit Committee meetings were held on 29th May 2019, 14th August 2019, 14th November, 2019 and 14th February 2020.

The composition of the Audit Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2019-20	Meetings attended
Mr. Chirag Salaria	Independent Director	4	4
*Mr. Shyam Sunder	Independent Director	4	2
Mr. Aniruddh Singh	Independent Director	4	4
Mr. Pradeep Kumar Malik	Executive Director	4	4

* Mr. Shyam Sunder Mitra gave resign from the post of Director w.e.f 14th August, 2019

The Committee meetings are attended by invitation by the Managing Director, CFO, the representatives of Statutory Auditors and representatives of the Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

Nomination and Remuneration Committee

(A) Constitution

Mr. Aniruddh Singh elect as Chairman. He with Mr. Chirag Salaria, Mr. Shyam Sunder Mitra and Mrs. Kavita Chadha as members of the Committee.

(B) Terms of reference

- ♦ Terms of reference of the Nomination and Remuneration Committee include:
- ♦ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial



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personnel and other employees;

- ♦ Formulation of criteria for evaluation of Independent Directors and the Board;
- ♦ Devising a policy on Board diversity;
- ♦ Formulate a Remuneration Policy as specified under Section 178 of the Companies Act, 2013, from time to time.
- ♦ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

(C) Meetings and attendance during the year:

During the year, two meeting of Nomination and Remuneration Committee were held on 30th July, 2019 & 14th August, 2019. The composition of the Nomination and Remuneration Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2019 20	Meetings attended
Mr. Aniruddh Singh	Independent Director	2	2
Mr. Chirag Salaria	Independent Director	2	2
*Mr. Shyam Sunder	Independent Director	2	1
Mrs. Kavita Chadha	Executive Director	2	2

* Mr. Shyam Sunder Mitra gave resign from the post of Director w.e.f 14th August, 2019

(D) Remuneration policy

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company endeavors to attract, retain, develop and motivate a high performance workforce. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

(E) Remuneration to Managing Director

Mr. Gorve Chadha is the Managing Director ("MD") of the Company. The salary, benefits and perquisites paid to Mr. Gorve Chadha, MD during the year 2019-20 was Rs. 12, 00,000/- p.a.

(F) Remuneration to Non-Executive Directors

Mr. Chirag Salaria, Mr. Shyam Sunder and Mr. Aniruddh Singh the Non-Executive Directors, are not paid any sitting fee for attending the Board/Committee Meetings. Nothing was paid to the Non-Executive Directors during the year under review.

The Non-Executive Directors have disclosed that they do not hold any shares in the Company.

There has been no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company during the year under review.

* Mr. Shyam Sunder Mitra gave resign from the post of Director w.e.f 14th August, 2019

Stakeholders Relationship Committee

(A) Composition, Members, its meetings and attendance

Stakeholders Relationship Committee comprises of Mr. Aniruddh Singh elect as Chairman, Mr. Chirag Salaria, Mr. Shyam Sunder Mitra and Mr. Pradeep Kumar Malik as members of the Committee.

The Committee is set up to to consider & resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend.

During the year, one meeting of the Stakeholders Relationship Committee was held on 10th March, 2020.



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The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2019-20	Meetings attended
Mr. Chirag Salaria	Independent Director	1	1
Mr. Aniruddh Singh	Independent Director	1	1
Mr. Shyam Sunder Mittra	Independent Director	1	0
Mr. Pradeep Kumar Malik	Executive Director	1	1

(B) Name and Designation of the Compliance Officer

Ms. Priyanka Behl, Company Secretary has been designated as Compliance Officer of the Company in line with the requirement of Listing Agreement with the Stock Exchanges and can be contacted at:

Tel : 011-45636075

E-mail: Priyanka@kmfbuilders.com

(C) Complaints received and redressed during the year 2019-2020

There was no complaint received during the year 2019-2020. Pursuant to regulation 40(9) of SEBI (Listing and Obligations Requirement) Regulation 2015, a certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchange within stipulated time.

I. Independent Directors Meeting

Independent Directors are regularly updated on performance of each line of business of the Company, strategy going forward and new initiatives being taken/proposed to be taken by the Company. The Independent Directors *Mr. Shyam Sunder Mittra, Mr. Chirag Salaria and Mr. Aniruddh Singh met on 31.03.2020 without any Senior Management Personnel to evaluate the performance of Non-Independent Directors including Chairman of the Board.

* Mr. Shyam Sunder Mittra gave resign from the post of Director W.e.f 14th August, 2019.

IV. Subsidiary Company

The Company does not have any Indian and/or foreign Subsidiary Company.

VII. Disclosures

(A) Basis of related party transactions

▶ The statements containing the transactions with related parties were submitted periodically to the Audit Committee.

▶ There are no related party transactions that may have potential conflict with the interest of the Company at large.

▶ There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

There is no non-compliance by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.

As required under regulation 23 of Listing Regulations, the Company has adopted a policy on Related Party Transactions. The abridged policy on Related Party Transactions is available on the Company's website.

(B) Disclosure of Accounting Treatment

The financial statements of the Company for the year ended March 31, 2019, are the first financials prepared in compliance with Ind AS recognition and measurement principles. The date of transition to Ind AS is April 1, 2017. The financial statements upto the year ended March 31, 2018, were prepared in accordance with the accounting standards notified under the Companies(Accounting Standards) Rules , 2006, and other relevant provisions of the Act, considered as the "Previous GAAP" .The financial statements for the year ended March 31, 2019,have



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been restated in accordance with the Ind AS recognition and measurement principles.

(C) Board Disclosures - Risk Management

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and Board of Directors review these procedures periodically.

(D) Proceeds from public issues, right issues, preferential issues etc.

The Company did not have any of the above issues during the year under review.

(E) Secretarial Audit Report

The Company has obtained Secretarial Audit Report from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, SEBI (LODR) Regulation 2015, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. A text of the Annual Secretarial Audit Report is annexed elsewhere.

(F) Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

(G) Shareholders

(i) The quarterly results and presentations made by the Company to analysts are put on the Company's website www.kmfbuilders.com under the Disclosure Requirements Section.

(ii) The Company has also sent Annual Report through email to those Shareholders who have registered their email ids with Depository Participant.

(iii) Mrs. Kavita Chadha is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment as Executive Director.

(H) CEO and CFO Certification

The Managing Director and CFO of the Company give quarterly/annual certification on financial reporting and internal controls to the Board in terms of regulation 17(8) and 33(2) of the SEBI (Listing Obligation and Requirement) Regulation 2015.

(i) Certificate on Corporate Governance

The quarterly compliance report has been submitted to the Stock Exchange where the Company's equity shares are listed in the requisite format. Pursuant to Listing Regulations, the Auditor's Certificate in compliance on conditions of Corporate Governance is published elsewhere in the Annual Report.

V. General Body Meetings

Location and time of General Meetings held in the last 3 years:

Year	Date	Venue of Meeting	Time	Whether any Special Resolution passed in previous AGM
2016-17	20.09.2017	508, Golf Manor, NAL Wind, Tunnel Road, Murgeshpalya, Bangalore-560017	11.00am	Yes Reclassification of category from promoter to non promoters
2017-18	24.09.2018	Hotel SAI Renaissance Opp. SBI SAI Colony kadugudi Bangalore 560067	09.00am	Yes Revision in the remuneration of Mr. Gorve Chadha as Managing Director
2018-19	23.09.2019	Hotel SAI Renaissance Opp. SBI SAI Colony kadugudi Bangalore 560067	09.00am	Yes Related Party Transaction

Means of Communication

The Company's website is a comprehensive reference on KMF's management, policies, and corporate governance and investor relations. The section on Investors serves to inform the shareholders, by giving complete financial details, Shareholding Patterns, information relating to Stock Exchanges and Registrars & Share Transfer Agents. The Company interacts with the shareholders through the multiple channels of communication such as Annual Report and the Company's website. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.



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Quarterly report sent to each household of Shareholders	The results of the Company are published in the newspapers
Quarterly results and in which newspaper normally published in.	Results are published in The Financial express (all editions) and in Vishwani (Bangalore edition)
Any website where displayed	Yes, the results are displayed on the Company's website www.kmfbuilders.com under Investor Centre - Disclosure Requirements Section
Whether it also displays official news releases	Yes

VI. General Shareholder Information

Annual General Meeting:

- (i) Date, time and Venue : 23rd December, 2020 at 09:00AM.
(ii) Financial Year : 1st April to 31st March
(iii) Date of Book Closure : 15th December, 2020 to 19th December, 2020 (both days inclusive)
(iv) Dividend : Nil
(v) Listing

The Stock Exchanges on which the Company's shares are listed:

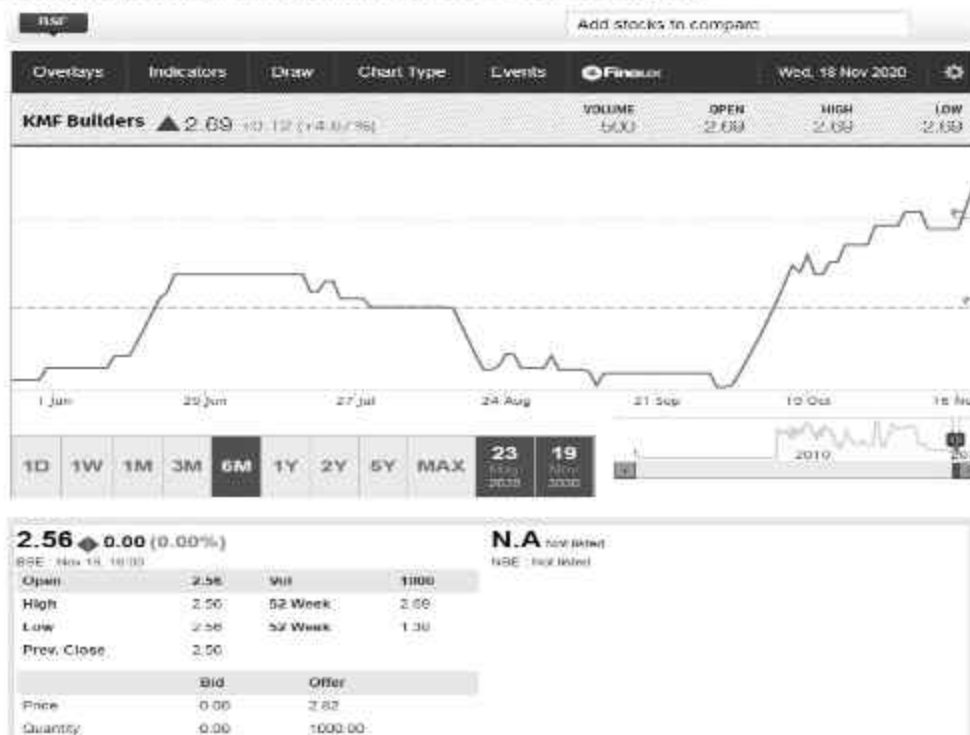
BSE Limited

(vi) Stock Code

BSE Limited-53178

The ISIN of the Company for its shares: INE580H01026

Listing Fees for Bombay Stock Exchange Limited for 2020-21 has been paid.



b. Performance in comparison to BSE Sensex

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

(vii) Market Price Information

	1 st April 2019	31 st March 2020	% Change
Company Share Price (closing)	1.72	1.45	(29.16)
SENSEX (closing)	36636.81	38623.81	(6.11%)



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(viii) Registrars and Share Transfer Agents

The Members are requested to correspond to the Company's Registrars & Share Transfer Agents – M/s Alankit Assignments Limited quoting their Folio Number, Client ID and DP ID at the following address:

M/s Alankit Assignments Limited
205-208, Anarkali Complex Jhandewalan
Extension, New Delhi 110055
Tel: 91-11-42541234 Fax: 91-11-235552001
Email: info@alankit.Com

(ix) Shareholding as on 31 March, 2020

(a) Distribution of shareholding as on 31 March, 2020

No. of Equity shares	No. of Shareholders	% of Shareholders	Total No. of Shares	% of holding
1-500	407	47.71	70877	0.58
501- 1000	154	18.05	129588	1.06
1001-2000	104	12.19	178454	1.46
2001-3000	36	4.22	94950	0.78
3001-4000	32	3.75	119970	0.98
4001-5000	27	3.17	124673	1.02
5001-10000	32	3.75	236788	1.94
10001-9999999	61	7.15	11226700	92.16
TOTAL	853	100	12182000	100

(x) Shareholding pattern as on 31st March, 2020

Category	No. of Shares held	% of issued share capital
Promoter	58,75,800	48.23
Mutual Funds & UTI	0	0
Financial institutions/Insurance Companies	0	0
FIs	0	0
NRIs/Foreign Nationals	0	0
Corporate Bodies	23,02,557	18.90
Indian Public & Others	40,03,643	32.87
Total	1,21,82,000	100

(xi) Capital of the Company

The authorized and paid-up capital of your Company is Rs. 20,00,00,000/- and Rs. 60,910,000/- respectively.

(xii) Top ten Shareholders as on 31st March, 2020

Category	Name	No. of Shares held	% of issued share capital
CORPORATE / BODY CORPORATE	KMT Properties Private Limited	9,31,259	7.64
HUF	Surender Kumar HUF	8,38,118	6.88
CORPORATE / BODY CORPORATE	Anagram Securities Limited	3,39,000	2.78
INDIVIDUAL	Mr. Hitesh Ramji Javeri	3,80,000	3.12
INDIVIDUAL	Mr. Mohit Sansanwal	4,60,000	1.48
INDIVIDUAL	Mrs. Harsha Hitesh Javeri	2,24,000	1.84
INDIVIDUAL	Mrs. Kamlesh Balchand Shah	1,39,400	1.14
INDIVIDUAL	Mr. Rasiklal Kasichand Shah	1,38,800	1.13
INDIVIDUAL	Mr. Dinesh Chhabildas Shah	1,17,000	0.95
HUF	M/S Shah Dineshchandra Chhabildas	1,18,000	0.96



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(xiii) Dematerialisation of shares and liquidity

As on 31st March, 2020, a total of 1,06,41,200 equity shares have been dematerialized by approx. 87.35% of the total share Capital. The Company's shares can be traded only in dematerialized form as per SEBI notification. The Company has entered into an Agreement with NSDL and CDSL whereby shareholders have the option to dematerialize their shares with either of the depositories. Equity shares are actively traded in BSE.

(ix) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity.

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

(xv) Plant locations

The Company is not a manufacturing unit and thus not having any Plant.

(xvi) Address for correspondence

Ms. Priyanka Behl

The Company Secretary

KMF Builders & Developers Limited

907 Vikram Tower Rajendra Place

Tel.:011-45636075

Fax:41537810

Email:kmfbuilders95@gmail.com

Reconciliation of Share Capital

As stipulated by SEBI, a qualified Practising Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

X. Details of mandatory requirement of Listing Regulations

Particulars	Regulation No	Complied Status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Complied with
Board composition	17(1)	Complied with
Meeting of Board of directors	17(2)	Complied with
Review of Compliance Report	17(3)	Complied with
Plans for orderly succession for appointments	17(4)	Complied with
Code of Conduct	17(5)	Complied with
Fees/compensation	17(6)	Complied with
Minimum Information	17(7)	Complied with
Compliance Certificate	17(8)	Complied with
Risk Assessment & Management	17(9)	Complied with
Performance Evaluation of Independent Director	17(10)	Complied with
Composition of Audit Committee	18(1)	Complied with
Meeting of Audit Committee	18(2)	Complied with
Composition of Nomination & Remuneration Committee	19(1) & (2)	Complied with
Composition of Stakeholder Relationship Committee	20(1) & (2)	Complied with
Vigil Mechanism	22	Complied with
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Complied with
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Complied (if any)
Approval for material related party transactions	23(4)	Complied (if any)



KMF BUILDERS & DEVELOPERS LIMITED

Auditor's Certificate on Corporate Governance

To the Members of
KMF Builders & Developers Ltd
508, Golf Manor, NAL Wind
Tunnel Road, Murgeshpalya,
Bangalore-560017

We have examined the compliance of conditions of Corporate Governance by KMF Builders and Developers Limited (hereinafter referred as "Company") for the Financial year ended March 31, 2020 as prescribed under Regulations 15 under chapter IV (Obligations of Listed Entity which has listed its specified securities) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 . Non Applicability of regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing regulations").

We state that compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company. This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

**For CS Nagendra & Co.
Chartered Accountants**

Place : Bangalore
Dated : 29.11.2020

CACS Nagendra
Proprietor
ICAI Reg. No. 027390

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ANNUAL DECLARATION

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company – www.kmfbuilders.com. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31 March, 2020.

For KMF Builders & Developers Ltd.

Sd/-
Gorve Chadha
Managing Director