

CS K RADHAKRISHNAN B.COM FCS

PRACTISING COMPANY SECRETARY

**69-1, LML COLONY 3RD STREET, AMMANKULAM ROAD, PAPPANAICKENPALAYAM,
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SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To

The Members,
KPR Sugar and Apparels Limited
No.5 A.K.S. Nagar,
Thadagam Road,
Coimbatore - 641001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to Good Corporate Practices by M/s. KPR Sugar and Apparels Limited (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. - Not Applicable.



(iii) and other laws applicable to the Company viz., :-

1. Essential Commodities Act, 1955
2. Sugarcane (Control) Order, 1966
3. Sugar Cess Act, 1982
4. Sugar Development Fund Act, 1982
5. Sugar (Packing And Marking) Order 1970
6. Food Safety and Standards Act, 2006
7. Insecticides Act, 1968
8. Factories Act, 1948
9. The Boiler Act, 1923
10. The Electricity Act, 2003
11. Environment Protection Act, 1986
12. The Water (Prevention and Control of Pollution) Act 1974
13. The Air (Prevention and Control of Pollution) Act 1981,
14. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
15. Employee State Insurance Act, 1948
16. The Payment of Wages Act, 1956
17. The Minimum Wages Act, 1948
18. The Industrial Employment (Standing Order) Act, 1946
19. The Employees' Compensation Act, 1923
20. Equal Remuneration Act, 1976
21. The Payment of Bonus Act, 1965
22. The Payment of Gratuity Act, 1972
23. The Industrial Employment (Standing Order) Act, 1946



24. The Legal Metrology Act, 2011

25. Land Revenue and all other local laws applicable to its plants and offices.

26. and other applicable laws to a Textile Industry Viz., Textile Control Orders, Textile Committee Produce Cess Act, Textile (Development and Regulation) Order, etc.,

As per the information and explanation provided by the management and officers of the Company and also on verification of reports and certificates of professionals, I report that the audit systems are in place to monitor and ensure compliance of Laws relating to Direct and Indirect Taxes, Labour and other Legislations.

I have also examined the compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with all the applicable Acts, Rules, Regulations, Guidelines, Standards, etc. including the laws mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice are given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the Meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

As informed, the Company has responded appropriately to the notices received from various statutory / regulatory authorities wherever found necessary.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



I further report that during the audit period there were no instances of

- a) Redemption
- b) Foreign Technical Collaboration.
- c) Merger / Amalgamation / reconstruction, etc.

During the year under review the Company has increased its Authorised Share Capital from Rs.51,00,00,000/- to 61,00,00,000/- on 21.05.2022 and from Rs.61,00,00,000/- to 71,00,00,000/- on 11.11.2022.

During the year under review the Company has allotted 20,00,000 - 7% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs.100/- each on various dates.

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place : Coimbatore

Date : 25.04.2023

UDIN : F012236E000208553



Radhakrishnan

K Radhakrishnan B.Com FCS

Practising Company Secretary

FCS No: 12236 CP No: 16911

Peer review Certificate No.1181/2021

To

The Members,
KPR Sugar and Apparels Limited
No.5 A.K.S. Nagar,
Thadagam Road,
Coimbatore – 641001

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. I have obtained, wherever required, the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Coimbatore

Date : 25.04.2023

UDIN : F012236E000208553



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