

CORPORATE GOVERNANCE REPORT

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In accordance with the Listing Agreement under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with BSE Limited, the Report containing the details of Corporate Governance systems and process at Hindoostan Mills Limited are as under:

1. Company's Philosophy on Code of Governance:

Your Company is committed towards compliance with the requirements of high standards of Corporate Governance Code. Your Company believes in conducting its business in fair and equitable manner in all respects with its Stakeholder's viz., Shareholders, Government Departments, Banks, Consumers and Employees and in its accounting practices and procedures.

Your Company has laid down a Code of Conduct, which binds all the Board Members and Senior Management of the Company. A declaration by the Executive Directors of the Company to this effect is appended to this Report.

2. Board of Directors:

The composition of Board of Directors during the year, their names and the category of position held, number of Directorships and Committee positions held by them and the details of attendance of each Director at the Board Meetings and Annual General Meeting (AGM) are as under:

Name of Directors	Category	No. of Board Meetings attended	Attendance of last AGM	No. of Directorship in other Companies		No. of Board Committees of other public Companies in which a member
				Public Company	Private Company	
Mr. Chandrahas Thackersey	C,NE,S,P	4	Yes	1	1	Nil
Mr. Khushaal Thackersey	ED,S,P	4	Yes	1	1	Nil
Mr. Abhimanyu Thackersey	ED,S,P	4	Yes	Nil	5	Nil
Mr. Sujal A. Shah	NE, I	4	Yes	9	Nil	2C/6M
Mr. Bhavesh V. Panjuani	NE, I	4	Yes	2	Nil	2M
Dr. Ashok N. Desai	NE, I	4	Yes	2	Nil	1M
Mr. Amol P. Vora	NE, I	4	Yes	Nil	Nil	Nil
Ms. Geeta J Palan	W,NE,I	4	Yes	Nil	Nil	Nil

Notes:

- Excludes directorship in companies under Section 8 of the Companies Act, 2013.
- For the purpose of counting membership in Board Committee of other Companies, Chairmanship / Membership of the Audit Committee and the Stakeholders Relationship Committee alone are considered.
- The Company's Board of Directors comprises of 8 Directors including 5 Independent Directors, one of whom is woman director as on March 31, 2022. All the Independent Directors on the Board are eminent professionals, having wide range of skills and experience in business, industry, finance and law.
- Abbreviations:

P = Promoter, E = Executive Director, NE = Non - Executive Director, I = Independent Director, W= Woman Director, S = Shareholders, C = Chairman, M = Member.

List of other listed companies in which directors of the company are director:

Name of director	Name of Listed company	Category
Mr. Sujal A. Shah	Amrit Corp Limited	Independent director
	Mafatlal Industries Limited	Independent director
	Amal Limited	Independent director
	Ironwood Education Limited (earlier known as Greycell Education Limited)	Independent director
	Deepak Fertilisers & Petrochemicals Corporation Limited	Independent director
	Navin Fluorine International Limited	Independent director
Mr. Bhavesh V. Panjuani	Jaysynth Dyestuff (India) Limited	Independent director
Dr. Ashok N. Desai	Pranavadiya Spinning Mills Limited	Independent director
	Siyaram Silk Mills Limited	Independent director

(i) Board Meetings and Annual General Meeting:

During the year under review, four Board Meetings were held, the dates being May 06, 2021, August 05, 2021, November 07, 2021 and February 08, 2022. The gap between two consecutive Meetings does not exceeded one hundred and twenty days.

The last Annual General Meeting was held on September 08, 2021.

(ii) Shareholding of Non-Executive Directors in the Company:

The Shareholding of the Non-Executive Directors in the Company as on 31.3.2022:

Name of Directors	Category	No. of Shares held
Mr. Chandrahas Thackersey	Promoter	1,22,847
Mr. Sujal A. Shah	Independent	Nil
Mr. Bhavesh V. Panjuani	Independent	Nil
Dr. Ashok N. Desai	Independent	Nil
Mr. Amol P. Vora	Independent	Nil
Ms. Geeta J. Palan	Independent	Nil

(iii) **Disclosure of skill/expertise/competence as identified in diversity policy and relationships between Director inter-se:**

Table given below shows the relationship between the Directors and skill/expertise/competence:

Name of the Directors	Designation	*Relationship between Directors Inter-se	skill/expertise/competence
Mr. Chandrahas Thackersey	Chairman	Father of Mr. Khushaal Thackersey	Experience of more than 51 years in Textile industry
Mr. Khushaal Thackersey	Executive Director	Son of Mr. Chandrahas Thackersey	Five years in Textile Industry
Mr. Abhimanyu Thackersey	Executive Director	Not related to any other Director	Experience of more than 11 years in textile industry. Earlier, he was executive director from 09.05.2011 to 06.09.2017.
Mr. Sujal A. Shah	Director	Not related to any other Director	Chartered Accountant having experience of 30 years in Valuation / Corporate Restructuring / audit and other related fields
Mr. Bhavesh V. Panjuani	Director	Not related to any other Director	Advocate and Solicitor, practicing since about 32 years. Areas of legal practice include commercial and corporate law, litigation, arbitrations, commercial dispute resolution, contract documentation, negotiation and claims, besides other general civil practice.
Dr. Ashok N. Desai	Director	Not related to any other Director	Experience of more than 41 years in technological aspects of textile industry and research / development.
Mr. Amol P. Vora	Director	Not related to any other Director	Textile business for more than 21 years
Ms. Geeta J Palan	Director	Not related to any other Director	Legal and administration

* As per definition of Relative under Section 2(77) read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

(iv) **Familiarization programmes for Independent Directors:**

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board Meetings on the business and performance updates of the Company, business strategy and risks involved.

The details of the Policy for the familiarization programmes for Independent Directors hosted on the Website of the Company can be accessed at the link: <http://www.hindoostan.com>.

(v) It is hereby confirmed that as per opinion of the board, the independent directors on the Board fulfill the conditions specified in regulations of SEBI (LODR) Regulations, 2015 and are independent of the management.

3. Board Committees:

The Board has constituted the following Committees of Directors:

A) Audit Committee:

The Audit Committee consists of the following 3 Independent Non-Executive Directors (financially literate/accounting or related financial expertise) and Mr. Chandrahas Thackersey, non-executive director as on March 31, 2022.

- a. Mr. Sujal A. Shah - Chairman
- b. Mr. Bhavesh V. Panjuani - Member
- c. Dr. Ashok N. Desai - Member
- d. Mr. Chandrahas Thackersey - Member

Mr. Kaushik Kapasi, Secretary of the Company also acts as a Secretary to the Committee.

(i) Terms of Reference of the Audit Committee:

The terms of reference of Audit Committee are in accordance with the requirements as per Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

- (ii) The Independent Directors are eminent professionals having experience in Industry, Corporate Finance, Accounts and Corporate Law. Composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Rules made there under along with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Four Meetings of the Audit Committee were held during the year ended March 31, 2022 on the dates: May 06, 2021, August 05, 2021, November 07, 2021 and February 08, 2022. The attendance of each Member at the Meetings was as under:

Name of Members	Designation / Category	Number of Meetings attended
Mr. Sujal A. Shah	Chairman	4
Mr. Bhavesh Panjuani	Member	4
Dr. Ashok N. Desai	Member	4
Mr. Chandrahas Thackersey	Member	4

B) Nomination and Remuneration Committee:

- (i) Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of Nomination and Remuneration Committee are in accordance with the requirements of Section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

- (ii) The Nomination and Remuneration Committee comprised of 3 Independent Directors. Composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Rules made there under along with the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Two Meetings of the Nomination and Remuneration Committee were held on May 06, 2021 and August 05, 2021. The attendance of each Member at the Meetings was as under:

Name of Members	Designation / Category	Number of Meetings attended
Mr. Bhavesh V. Panjuani	Chairman	2
Mr. Sujal A. Shah	Member	2
Dr. Ashok N. Desai	Member	2

(iii) Performance Evaluation Criteria:

The evaluation of individual directors would have two parts, viz. (a) quantitative data in the form of the number of meetings of the board and committees attended as against the total number of such meetings held and (b) qualitative data coming out of the process of filling in a questionnaire by the directors, which would be subjective, by its very nature.

- (1) In order to induce the respondents to give their frank views, the instruments would be so designed that only ticks would be required, with no provision for description and the directors would not be required to identify themselves below the filled in questionnaire.
- (2) The result of the evaluation would be discussed threadbare by the Board and remedial actions taken.

- (3) In case of individual directors' performance falling below a threshold, there would be a provision for individual counseling by the Chairman of the Company.

Meeting of Independent Directors was held on March 17, 2022, to evaluate members of the Audit Committee, members of the Board of Directors, members of the Stakeholders committee, Independent directors, Executive directors, Non-independent directors, and Chairman.

(iv) Remuneration to directors:

The Non-executive Directors draw remuneration from the Company i.e., sitting fees. Presently, the Company does not have any Stock Option Scheme.

Details of the payments made to Non-Executive Directors as sitting fees during the year under Review are as under:

Name of Directors	Rupees
Mr. Chandrahas Thackersey	1,40,000/-
Mr. Sujal A. Shah	1,70,000/-
Mr. Bhavesh V. Panjuani	1,70,000/-
Dr. Ashok N. Desai	1,70,000/-
Mr. Amol P. Vora	1,20,000/-
Ms. Geeta J Palan	1,10,000/-

C) Stakeholders Relationship Committee:

- a) Name of Non-Executive Director heading the Committee – **Mr. Amol P. Vora**
- b) Name and designation of Compliance Officer - **Mr. Kaushik Kapasi – Company Secretary**

Status of Investor Complaints:

- a. Number of complaints received during the financial year : Nil
- b. number of complaints not solved to the satisfaction of shareholders : Nil
- c. Number of complaints pending as of March 31, 2022 : Nil

D) Remuneration of directors:

- (a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity : Nil

- (b) Criteria of making payments to non-executive directors: **No remuneration paid to non-executive directors except sitting fees for attending meetings.**

- (c) **The following disclosures of remuneration paid to Executive Directors during the year ended March 31, 2022:**

(Rs.in lakhs)

Name	Salary	Benefits*	Contribution to P.F. & S.A. #	Total	Contract period
Mr. Khushaal Thackersey	39.60	2.40	5.75	47.75	Three years with effect from 9.11.2021 to 8.11.2024
Mr. Abhimanyu Thackersey	39.60	2.40	5.75	47.75	Three years with effect from 8.02.2021 to 7.02.2024

* Benefits include House Rent Allowance, Electricity, Furnishings, Reimbursement of Medical Expenses and Leave Travel Expenses, Subscription to Club Fees, Personal Accident Insurance Premium, if any.

P.F - Provident Fund, S.A - Superannuation.

Notice period for the above directors is three months' Notice. No stock is issued to directors.

D) Corporate Social Responsibility (CSR) Committee:

In compliance with the provisions of Section 135 of the Companies Act, 2013, the Company constituted a Corporate Social Responsibility Committee comprising of three Directors.

- a) Composition:

The Committee comprises of:

- i) Mr. Chandrahas Thackersey - Chairman
- ii) Mr. Sujal A. Shah - Member
- iii) Mr. Bhavesh V. Panjuani - Member

The Company Secretary acts as the Secretary to the Committee.

(b) The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To frame CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

In view of the average loss for the three immediately preceding financial years, the Company was not required to spend any amount on CSR activities and no CSR Committee Meeting was held in FY 2021-22.

E) Independent Directors Meeting:

The terms of reference of the Independent Directors Meeting broadly comprises:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors comprises of the following 5 Independent Non-Executive Directors (financially literate) as on March 31, 2022.

- | | |
|----------------------------|------------|
| a. Mr. Sujal A. Shah | - Director |
| b. Mr. Bhavesh V. Panjuani | - Director |
| c. Dr. Ashok N. Desai | - Director |
| d. Mr. Amol P. Vora | - Director |
| e. Ms Geeta J Palan | - Director |

The Company Secretary acts as the Secretary to the Meeting.

Details of Meeting held during the year:

Name of Members	Designation	Meeting held on 17-03-2022
Mr. Sujal A. Shah	Director	Attended
Mr. Bhavesh V. Panjuani	Director	Attended
Dr. Ashok N. Desai	Director	Attended
Mr. Amol P. Vora	Director	Attended
Ms. Geeta J Palan	Director	Attended

F) (i) General Body Meetings held in last three years:

Year	Date	Time	Venue
2018-19	September 27, 2019	11.00 A.M.	Sir Vithaldas Chambers, 16, Mumbai Samachar Marg, Fort, Mumbai - 400001
2019-20	September 29, 2020	12.00 Noon	Virtual meeting through video conference (VC) / Other Audio Visual Means (OAVM) on CDSL platform
2020-21	September 08, 2021	11.30 A.M.	Virtual meeting through video conference (VC) / Other Audio Visual Means (OAVM) on CDSL platform

(ii) Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
September 27, 2019	<ul style="list-style-type: none"> - Reappointment of Mr. Sujal A. Shah and Mr. Bhavesh V. Panjuani, Independent Directors for a second term of 5 consecutive years. - To sell / transfer / dispose-off Composite Unit/Division at Ambernath.
September 29, 2020	- NIL
September 08, 2021	<ul style="list-style-type: none"> - Re-appointment of Mr. Khushaal C. Thackersey as an Executive Director for three years. - To revise the terms of appointment of Mr. Abhimanyu J. Thackersey as an Executive Director for three years in place of five years.

(iii) Whether Special Resolution were put through postal ballot last year : No

- (iv) Any special resolution proposed to be conducted through Postal ballot this year : No

4. Means of Communication:

- The quarterly Un-audited Financial Results and Yearly Audited Financial Results of the Company are uploaded on the web site of BSE Limited immediately after they are approved by the Board of Directors in their Board meetings.
- The quarterly Un-audited Financial Results and Yearly Audited Financial Results of the Company have been advertised in Free Press Journal (English) and Navshakti (Marathi).
- Website: <https://www.hindoostan.com>.
- Whether it also displays official news releases: No official news has been released during the year.
- Presentation made to institutional investors or to the analysts : None

5. General Shareholder information:

(i) Annual General Meeting for the financial year 2021-22 through video conference

Date : Tuesday, September 06, 2022
Time : 11:30 am
Venue : Virtual meeting

In accordance with the general circular issued by the MCA on May 5, 2020 read with further circular dated May 05, 2022, the AGM shall be held through video conference (VC)/Other Audio Visual Means (OAVM) only.

(ii) Financial Year : 1st April 2021 to 31st March 2022

(iii) Date of Book Closure : Saturday, September 03, 2022 to Tuesday, September 06, 2022 (both days inclusive)

(iv) Dividend payment date : Not Applicable

(v) Listing on Stock Exchange : BSE Limited
P J Towers, Dalal Street, Mumbai – 400 001

Listing Fee for the financial year 2021-22 has been paid

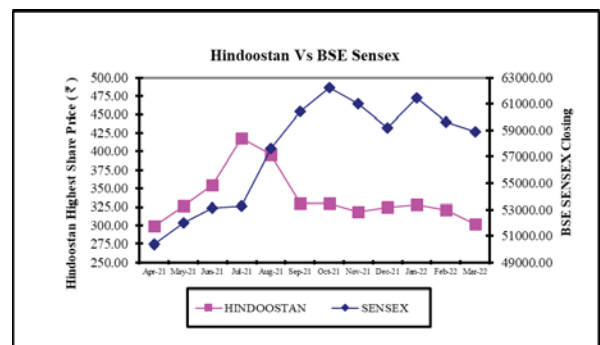
(vi) Stock Code : 509895

(vii) Stock Market Price Data:

Month	Quotation at BSE Ltd.			
	High (₹)	Low (₹)	Sensex High	Sensex Low
April, 2021	299.00	210.00	50375.77	47,204.50
May, 2021	325.95	230.00	52013.22	48,028.07
June, 2021	354.70	233.25	53126.73	51,450.58
July, 2021	418.00	285.00	53290.81	51,802.73
August, 2021	396.00	280.20	57625.26	52,804.08
September, 2021	330.00	286.20	60412.32	57,263.90
October, 2021	330.00	270.05	62245.43	58,551.14
November, 2021	318.00	266.10	61036.56	56,382.93
December, 2021	325.00	277.00	59203.37	55,132.68
January, 2022	328.50	278.10	61475.15	56,409.63
February, 2022	321.35	262.00	59618.51	54,383.20
March, 2022	302.00	270.10	58,890.92	52,260.82

(viii) Performance in comparison to broad-based indices i.e. BSE - Sensex is as under:

Month	BSE Index (Sensex) (closing)	Hindoostan Mills Ltd. month end stock closing price (Rs.)
April, 2021	48,782.36	246.00
May, 2021	51,937.44	300.15
June, 2021	52,482.71	292.20
July, 2021	52,586.84	353.00
August, 2021	57,552.39	298.20
September, 2021	59,126.36	308.50
October, 2021	59,306.93	293.90
November, 2021	57,064.87	285.80
December, 2021	58,253.82	307.50
January, 2022	58,014.17	304.90
February, 2022	56,247.28	270.50
March, 2022	58,568.51	289.95



(ix) Securities are not suspended from trading.

(x) Registrar and Transfer Agent:

Name and Address : Computech Sharecap Limited,
147, Mahatma Gandhi Road,
Opp. Jehangir Art Gallery,
Mumbai - 400 023.
Telephone : 022 - 22635000/1/2/3/4
Fax : 022 - 22635005
E-mail : helpdesk@computechsharecap.in
Website : www.computechsharecap.com

(xi) Share Transfer Process:

SEBI has amended regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form with effect from April 1, 2019 except in case of requests for effecting transmission or transposition of securities.

The Company has designated an exclusive e-mail ID viz., complaint@hindoostan.com for redressal of shareholders' complaints / grievances.

(xii) Distribution of Shareholding as on March 31, 2022:

Group of Shares	No. of Shareholders	No. of shares held	% to Total Shares
1 to 50	5,075	70,877	4.26
51 to 100	516	39,728	2.39
101 to 250	335	53,659	3.22
251 to 500	107	38,578	2.32
501 to 1000	54	40,202	2.42
1001 to 5000	37	68,518	4.11
5001 and above	28	13,52,986	81.28
TOTAL	6,152	16,64,548	100.00

(xiii) Dematerialization of Equity Shares and liquidity:

Trading in Equity Shares of the Company is permitted only in dematerialized form as per Notification No. CIR/ MRD/DP/14/2011 dated December 20, 2011, issued by the Securities & Exchange Board of India (SEBI). Nearly 97.52% shares are held under dematerialized mode as on March 31, 2022.

The equity shares of the Company are traded at BSE Limited.

(xiv) Outstanding GDRs/Warrants, Convertible Bonds, Conversion date & likely impact on equity: None

(xv) Commodity price risk or foreign exchange risk and hedging activities:

Please refer Para Risk Management policy under the Directors' Report

(xvi) Shareholding Pattern as on March 31, 2022:

	No. of Shares held	%
Promoters and Persons Acting in Concert	10,09,511	60.65
Banks, Financial institutions, Mutual Funds, Insurance companies	1,970	0.12
Private Corporate Bodies	37,151	2.23
Indian Public	6,03,121	36.23
NRIs / OCBs	12,795	0.77
TOTAL	16,64,548	100.00

(xvii) Plant Location:

- Textile Unit**
Plot No.D-1, MIDC Industrial Area,
Village - Taswade, Tal - Karad,
Dist. - Satara - 415 109, Maharashtra
- Engineering Unit**
Plot No.D-1, MIDC Industrial Area,
Village - Taswade, Tal - Karad,
Dist. - Satara - 415 109, Maharashtra

(xviii) Address for correspondence:

Registered Office:
Hindoostan Mills Limited,
Shivsagar Estate "D" Block, 8th floor,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018

(xix) List of all credit ratings obtained by the entity: The Company has not obtained credit rating.

6. Other Disclosures:

- There is no materially significant related party transaction that may have potential conflict with the interest of the Company at large;
- Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years: Nil
- The Company has established vigil mechanism/whistle blower policy and also affirms that no personnel have been denied access to the Audit Committee;
- The Company has also adopted policies on Preservation of Documents and Archival of Documents and Determination of Materiality of Events.

(v) The Company has complied with all mandatory requirements of disclosures specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) 2015 as mentioned in this report.

(vi) Details of compliance with the non-mandatory requirements:-

(a) The Chairman is a Non-executive Director. The Company has not reimbursed any expenses incurred for maintenance of his office or in the performance of his duties.

(b) The Company has an open-door policy where employees have access to their Head of Departments who participate in monthly forum Meetings with the Management and any concern or instances of unethical behaviour or non-adherence to the Code of Conduct or any issue concerning the business of the Company, is brought up to the notice of Management and resolved from time to time while adequately safeguarding the employee who has availed this mechanism.

(vii) Web link where policy for determining material subsidiaries is disclosed

- The Company does not have subsidiary company.

(viii) Web link where policy on dealing with related party transactions:

<http://www.hindoostan.com>.

(ix) Disclosure of commodity price risks and commodity hedging activities - N.A.

(x) Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

(xi) Fees for all services paid by the listed entity to the statutory auditor : Rs.17.45 lakhs

(xii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. Number of complaints as of 1st April 2021 : Nil

b. Number of complaints filed during the financial year : Nil

c. Number of complaints disposed of during the financial year : Nil

d. Number of complaints pending as of 31st March 2022 : Nil

(xiii) Disclosure of 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount : Nil

(xiv) Transfer of Unclaimed / Unpaid Dividend to the Investor Education and Protection Fund (IEPF):

Members who have not yet encashed their dividend warrants pertaining to the dividend for the financial year 2014-15 and onwards are requested to make their claims without any delay to the Company.

The following table gives the information relating to outstanding dividend accounts and the dates by which they can be claimed by the Members:

Sr. No.	Financial Year	Dividend Per Share (₹)	Date of Declaration	Due Date for Transfer to IEPF
1	2014-15	4.00	August 11, 2015	October 12, 2022
2	2015-16	4.50	August 09, 2016	October 14, 2023

* The Company has not declared any dividend for Financial Year 2016-17 and thereafter till date.

7. Non-compliance of any requirement of corporate governance report of sub-para (1) to (6) above, with reasons thereof shall be disclosed : **None**

8. Disclosure of discretionary requirements as specified in Part E of Schedule II :

The Chairman and the Executive directors of the Company are different persons, the Chairman is non executive director; however, he is related to Executive director

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

We hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company.

KHUSHAAL THACKERSEY

Executive Director

Mumbai, May 24, 2022

ABHIMANYU THACKERSEY

Executive Director

CERTIFICATE ON CORPORATE GOVERNANCE

To the Member of

Hindoostan Mills Limited

We have examined the compliance of the conditions of Corporate Governance by Hindoostan Mills Limited ('the Company') for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as 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 the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For K.C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES**

**Place : Mumbai
Date : 24-05-2022**

**K.C.NEVATIA
Proprietor
FCS No.: 3963
C.P. No. 2348
UDIN: F003963D000373475**