



REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Your Company has been practising the principles of good Corporate Governance, which comprise all activities that result in the control of the Company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance compliance by the company as per the Clause 49 of the Listing Agreement with Stock Exchanges are as under:

I. COMPLIANCE OF MANDATORY REQUIREMENTS:

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself to increasing long-term shareholders' value, keeping in view the needs and interests of all its Stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

B. BOARD OF DIRECTORS:

i) COMPOSITION OF BOARD, DIRECTORSHIPS & COMMITTEE POSITIONS HELD IN OTHER COMPANIES AND SHARES OF THE COMPANY HELD AS AT 31ST MARCH, 2010:

The Board of the Company comprises of adequate blend of professional, executive & independent directors.

Directors	Category	No. of outside Directorships held (excluding **)	Outside Committees # (excluding **)		Shares held
			As a Member (including Chairperson)	As a Chairman / Chairmanship	
Shri B.K. Birla	Non-Executive	4	None	None	167707
Shri K.G. Maheshwari	Non-Executive	1	None	None	485
Shri B.P. Bajoria	Non-Executive*	4	2	1	436
Shri P.K. Choksey	Non-Executive*	1	2	None	500
Shri A. Ghosh	Non-Executive*	13	9	5	Nil
Shri P.K. Mallik	Non-Executive*	4	4	1	200
Shri G. B. Pande (Represents Life Insurance Corpn. of India – <i>Investor</i>)	Non-Executive*	1	1	1	Nil
Smt. Manjushree Khaitan	Non-Executive	1	None	None	234114
Shri S. K. Parik (up to 31.03.2010)	Company Secretary (up to 31.12.2009)	4	2	1	39
Shri Deepak Tandon (w.e.f. 01.01.2010)	Executive ***	3	None	None	Nil

* also independent in terms of provisions of clause 49(I)(A)(iii)

** private companies, companies under Sec. 25 of the Companies Act, 1956 and foreign companies.

*** Senior President of Birla Tyres(both Balasore & Haridwar Sections), has been appointed as an Additional Director of the Company w.e.f. 01.01.2010.

only two Committees viz., the Audit Committee and the Shareholders' Grievance Committee have been considered for this purpose.

Notwithstanding Shri Tandon being the Director, he discharges the functions of Senior President (Accounts, Finance & Taxation) of the company and continues to discharge his duties and obligations previously performed by him as Senior President of Birla Tyres(both Balasore & Haridwar Sections).

ii) ATTENDANCE OF DIRECTORS PRESENT IN THE MEETINGS HELD DURING THE YEAR 2009-10:

Five board meetings were held during the financial year ended 31st March, 2010 i.e. on 2nd May, 2009, 26th June, 2009, 25th July, 2009, 30th October, 2009 and 28th January, 2010. The attendance of each director at these meetings was as follows:

<i>Sl. No.</i>	<i>Members</i>	<i>No. of Board Meetings Attended</i>	<i>AGM held on 26.06.2009 Attended</i>
i.	Shri B. K. Birla	5	Yes
ii.	Shri K. G. Maheshwari	3	Yes
iii.	Shri B. P. Bajoria	3	Yes
iv.	Shri G. B. Pande	3	No
v.	Shri P. K. Choksey	4	Yes
vi.	Shri Amitabha Ghosh	5	Yes
vii.	Shri P. K. Mallik	5	Yes
viii.	Smt. Manjushree Khaitan	4	Yes
ix.	Shri S. K. Parik	4	Yes
x.	Shri Deepak Tandon	1	N.A.

N.A. : Not applicable as he was appointed as director w.e.f. 01.01.2010.

iii) CODE OF CONDUCT:

The Company has a Code of Conduct for all its Board Members and Senior Management personnel for avoidance of conflicts of interest. It has received the necessary declarations affirming compliance with it from all of them during the period from 01.04.2009 to 31.03.2010. There were no material personal interests adverse to the interest of the Company and improper personal benefits received, as a result of his/her position by the Board Members / Senior Management personnel, which could lead to potential conflict of interest with the Company. The Code of Conduct is available on the website of the Company.

C. AUDIT COMMITTEE:**i) TERMS OF REFERENCE:**

The Audit Committee has been mandated with the same terms of reference as specified in the revised Clause 49 of the Listing Agreements with Stock Exchanges and covers all the aspects stipulated by the SEBI Guidelines. The terms of reference also fully conform to the requirements of section 292A of the Companies Act, 1956.

ii) COMPOSITION, NAME OF MEMBERS AND CHAIRMAN:

As on 31.03.2010 the Audit Committee consists of three non-executive independent Directors. Four meetings were held during the financial year ended 31st March, 2010 i.e. on 1st May, 2009, 25th July, 2009, 30th October, 2009 and 28th January, 2010. The composition of the Audit Committee and the attendance of each member at these meetings were as follows:

<i>Sl. No.</i>	<i>Members</i>	<i>No. of Meetings attended</i>
i.	Shri P.K. Mallik - <i>Chairman</i>	4
ii.	Shri P.K. Choksey	3
iii.	Shri Amitabha Ghosh	4

iii) SECRETARY:

Shri S. K. Parik, Director was the Secretary of the Company as well as Audit Committee up to 31st December, 2009. With effect from 1st January, 2010, Shri S. K. Patodia, Secretary of the Company is Secretary of the Audit Committee.


iv) INVITEES: (as & when considered necessary)

- a) Shri G. B. Pande, a nominee Director of LIC attended the meeting held on 1st May, 2009.
 - b) The Statutory Auditors.
 - c) The Internal Auditors and Cost Auditors.
 - d) Shri U. S. Asopa, Sr. Joint President (Finance) and Shri Suresh Kumar Sharma, Sr. Joint President (Commercial) at the Corporate Office of the Company.
- v) The Audit Committee comprises of all non-executive and independent directors and they are the persons of vast knowledge and experience. Shri P. K. Mallik, Chairman of the Audit Committee is a Senior Chartered Accountant with the requisite Financial and Accounting expertise. Shri P.K. Choksey and Shri A. Ghosh, the other two members are also Senior Chartered Accountants. All the present members are financially literate.
- vi) The Chairman of the Audit Committee attended the Annual General Meeting of the company held on 26th June, 2009 and he ensured that necessary clarifications and explanations were provided to the members of the Company on issues regarding accounts and finance.
- vii) The Quarterly Unaudited Financial Results as well as the Annual Financial Statements during the year ended 31st March, 2010 were reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors for their perusal and approval on the following dates:-

<i>Financial Reporting</i>	<i>Date of approval by Audit Committee</i>
Annual Financial Statements & Results for the year ended 31 st March, 2009	1 st May, 2009
Quarter ended 30 th June, 2009	25 th July, 2009
Quarter ended 30 th September, 2009	30 th October, 2009
Quarter ended 31 st December, 2009	28 th January, 2010

D. REMUNERATION COMMITTEE:

The Remuneration Committee consists of three Non-Executive Independent Directors i.e. Shri B. P. Bajoria as Chairman and other two members are Shri P. K. Mallik and Shri P. K. Choksey. The Committee met twice i.e. on 24.07.2009 and 25.01.2010 to bring more transparency and proper consideration in the system of revision of remuneration of the senior executives.

THE DETAILS OF REMUNERATION PAID DURING THE YEAR TO THE DIRECTORS ARE AS UNDER

<i>Sl. No.</i>	<i>Name of the Directors</i>	<i>Sitting fees paid for</i>		<i>Commission for the financial year 2008-09 paid in financial year 2009-2010</i>
		<i>Board Meetings (in Rs.)</i>	<i>Committee Meetings (in Rs.)</i>	
1	Shri B.K. Birla	1,00,000	-	2,50,000
2	Shri K.G. Maheshwari	60,000	-	2,50,000
3	Shri B.P. Bajoria	60,000	1,70,000	2,50,000
4	Shri P.K.Choksey	80,000	40,000	2,50,000
5	Shri A.Ghosh	1,00,000	40,000	2,50,000
6	Shri P.K. Mallik	1,00,000	2,20,000	2,50,000
7	Smt.Manjushree Khaitan	80,000	-	2,50,000
8	Shri G. B. Pande*	60,000	10,000	2,50,000
9	Shri S. K. Parik**	-	-	-
10	Shri Deepak Tandon***	-	-	-
Total:		6,40,000	4,80,000	20,00,000

- * Commission & fees paid to the nominating Institution, Life Insurance Corporation of India.
- ** Notwithstanding Shri Parik, being the Director, drew the remuneration of Rs.78,10,019/- as Sr. President, Finance & Taxation and Secretary up to 31st December, 2009 during the financial year ended 31st March, 2010.
- *** Shri Deepak Tandon received the remuneration of Rs.27,59,365/- for the period 1st January, 2010 to 31st March, 2010 which is subject to approval of shareholders in the ensuing Annual General Meeting.

Besides the sitting fees & travelling expenses to attend any meeting of the Board or any Committee thereof, the approval of the Shareholders in its meetings held on 30th June, 2005 & 26th June, 2008 enables the Company to pay commission in every financial year to its Directors (to be divided amongst them equally) except Shri S.K. Parik at the rate of 1 per cent of the net profit (restricted to maximum Rs.25 Lacs* per annum) of the Company computed in the manner referred to in Section 198/349 of the Companies Act, 1956, for a period of 5 years w.e.f. 1st April, 2005. Shri Deepak Tandon, who was appointed as Additional Director w.e.f. 01.01.2010 is also not entitled to the aforesaid commission.

Commission payable to the Directors for the financial year 2009-2010 is Rs. 24,00,000/-.

Besides the above, no other pecuniary relationship or transactions *vis-a-vis* the Company exist with the Non-Executive Directors.

* enhanced from Rs 15 lacs per annum, effective financial year 2007-08, in Shareholders' meeting held on 26th June, 2008.

E. SHAREHOLDERS' COMMITTEES:

- i) The "Share Transfer and Finance Committee" is comprised of two non-executives independent Directors namely Shri B. P. Bajoria & Shri P. K. Mallik and Shri Deepak Tandon is the other member of the Committee. The Committee is headed by Shri B. P. Bajoria. Shri S K Parik resigned from the Committee during the year and in his place Shri Deepak Tandon was inducted as the member w.e.f. 1st January, 2010. It deals with the approval of transfer and transmission of securities, issue of duplicate certificate(s) / advices and other Shareholder related issues in addition to matters pertaining to certain finance related decisions.

The Committee met 15 times during the year under review.

- ii) The Company also has a "Shareholders'/Investors' Grievance Committee" consisting of two non-executive independent Directors namely, Shri P.K. Mallik, Chairman & Shri B.P. Bajoria and Shri Deepak Tandon, being the other member. Shri S K Parik resigned from the Committee during the year and in his place Shri Deepak Tandon was inducted as the member w.e.f. 1st January, 2010. This Committee specifically looks into redressal of Shareholders' and Investors' complaints with a primary objective to improve investor relations and had met thrice i.e. on 13th July, 2009, 25th January, 2010 and 22nd March, 2010 during the financial year 2009-2010.

a) POSITION AS ON 31st March, 2010 OF THE SHAREHOLDERS' COMPLAINTS RECEIVED & REDRESSED DURING THE FINANCIAL YEAR:

Nature of Grievances	Complaints received from				Total complaints received during 2009-10	Total redressed	No. of grievances outstanding as on 31.03.2010
	Investors directly	Stock Exchanges	SEBI	ROC			
Non-receipt of Dividend/Interest/ Redemption Warrant(s)	33	2	16	Nil	51	51	Nil
Non-receipt of Share / Debenture Certificate(s)	4	Nil	5	Nil	9	9	Nil
Non-Receipt of Duplicate Share/ Debenture Certificate(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Demat related grievance(s)	5	Nil	Nil	Nil	5	5	Nil
Non-receipt of Annual Report(s)	69	4	Nil	Nil	73	73	Nil
TOTAL:	111	6	21	Nil	138	138	Nil

b) NUMBER OF PENDING COMPLAINTS AS AT 31.03.2010: NIL

With effect from 01.01.2010 Shri S. K. Patodia, Secretary is the "Compliance Officer" of the Company for compliance of the requirements under the Listing Agreements with the Stock Exchanges. Shri S.K. Parik discharged this function till 31.12.2009.


F. GENERAL BODY MEETINGS:
i) Details of Annual General Meetings (AGMs) :

<i>AGMs</i>	<i>Date of AGMs</i>	<i>Location</i>	<i>Time</i>
AGM(88 th)	29 th June, 2007	Kolkata	11.00 A.M.
AGM(89 th)	26 th June, 2008	Kolkata	11.00 A.M.
AGM(90 th)	26 th June, 2009	Kolkata	11.00 A.M.

ii) SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE AGMS :
a) In the AGM on 26th June, 2009:

No Special Resolution was transacted.

b) In the AGM on 26th June, 2008:

For increasing the commission to the Directors of the Company at the rate of 1% of the net profit of the company to be divided amongst them equally except Shri S. K. Parik subject to an amount to be decided by the Board every year not exceeding Rs.25 Lacs in every financial year computed as per Section 198(1) of the Companies Act, 1956 for the period of 3 years w.e.f. 1st April, 2007.

c) In the AGM on 29th June, 2007: No Special Resolution was transacted.

iii) No Special Resolution was passed during the financial year ended 31st March, 2010 through Postal Ballot.
iv) Further, no Special Resolution is proposed to be conducted through Postal Ballot in the ensuing AGM.
v) Disclosure for reappointment / appointment of Directors.

Resume and other information of the Directors retiring by rotation & getting reappointed as required to be disclosed under Clause 49(IV)(G)(i) of the Listing Agreement is as under:-

a) Shri K. G. Maheshwari is an Industrialist having rich experience in the field of business and management, he is Director of the company since 1963 and is also the Director in Hyderabad Industries Ltd. and Jayshree Traders Pvt. Ltd.

He is not holding Membership / Chairmanship of any Committee of Directors of any other body corporate.

b) Shri G. B. Pande is a Zonal Manager at Central Zonal Office of Life Insurance Corporation of India nominated by it on the Board of the Company. He is representing LIC on the Board of J K Tyre & Industries Ltd. and is Chairman of Shareholders'/ Investors' Grievance Committee of Directors of the said company.

c) Shri Deepak Tandon is a Chartered Accountant. He is having vast experience and knowledge in the field of accounts and finance besides the hands on experience of more than 26 years of the Tyre and Paper Industry.

He is Director of Precious Services & Consultancy Ltd., Kesoram Insurance Broking Services Ltd. and Zenith Distributors & Agents Ltd. and does not hold any committee membership. He is associated with many organisations and is a member on the Board of Automotive Tyre Manufacturers' Association & Indian Paper Manufacturers' Association and Director of TPM Club India. He is an ex-Chairman of CII Orissa State Council (2003-2004) and TQM-HRD Sub Committee, CII, Eastern Region (2005-2008).

The shares held by the above Directors have already been disclosed under the caption Composition of Board of Directors under serial no.I. B(i) above.

G. DISCLOSURES:
i) Disclosure on materially significant related party transactions:

Details of related party transactions during the year have been set out under Note No. 25 of Schedule 17 of the Annual Accounts. These are not having any potential conflict with the interests of the Company at large.

ii) Details of Non-Compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges, SEBI or any Statutory authorities on any matter related to Capital Markets:

All the requirements of the listing agreement with the Stock Exchanges as well as regulations and guidelines of SEBI have been complied with by the Company. No penalty has been imposed or stricture has been made by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to Capital Markets during the last three years.

iii) Whistle Blower Policy:

The Company does not have any Whistle Blower Policy as of now but no personnel is being denied any access to the Audit Committee.

iv) Details of compliance with mandatory requirement and adoption of non-mandatory requirements:

All the mandatory requirements have been appropriately complied with and the non-mandatory requirements are dealt with at the end of this Report.

H. MEANS OF COMMUNICATION:

i) Financial Results & ANNUAL REPORTS ETC.:

The Quarterly Unaudited Financial Results and the Annual Audited Financial Results as taken on record and approved respectively by the Board of Directors of the Company are published in leading national newspaper, i.e. The Business Standard (English – all India edition), Dainik Statesman (Bengali – local edition) and are also sent immediately to all the Stock Exchanges with which the Shares of the Company are listed. These results are also posted on Company's web site www.kesocorp.com. The official news release and other related information, if any, are displayed on the aforesaid website of the Company. Whenever any presentation relating to the Company's working to analysts/bankers etc. is made, the same is also displayed on the Company's website as and when such presentation(s) take(s) place.

The Quarterly Unaudited Results and Annual Financial Results along with the Report on Segment Revenue, Results and Capital Employed, Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report, Cash Flow Statement, Corporate Governance Report, Report on Management Discussion and Analysis and Shareholding Pattern etc. can also be retrieved by investors from the *Electronic Data Information Filing and Retrieval System* set up by the National Informatics Center in association with SEBI. The site can be accessed at <http://sebidifir.nic.in> for information required.

ii) MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MD&AR):

The Management Discussion and Analysis Report as reviewed by Audit Committee set out in Annexure "B" forms part of the Annual Report.

I. GENERAL SHAREHOLDER INFORMATION:

i) NEXT ANNUAL GENERAL MEETING:

Date	Time	Venue
1st July, 2010	11.00 a.m.	"Kala-Kunj", 48, Shakespeare Sarani, Kolkata-700 017

ii) FINANCIAL YEAR : The financial year of the Company covers 1st April to 31st March.

iii) DATE OF BOOK CLOSURE: 16th June, 2010 to 1st July, 2010
(both days inclusive)

iv) DIVIDEND PAYMENT DATE : On or after 9th July, 2010.

v) INFORMATION PERTAINING TO THE STOCK EXCHANGES:

a) Listing on Stock Exchanges

The Calcutta Stock Exchange Association Ltd., 7 Lyons Range, Kolkata-700001

Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051

Societe de la Bourse de Luxembourg, Societe Anonyme/R.C.B. 6222,B.P.165, L-2011 Luxembourg



b) Stock Code for:

Bombay Stock Exchange	502937
National Stock Exchange	KESORAMIND
Calcutta Stock Exchange	10000020
Luxembourg Stock Exchange	492532205

The annual listing fees of these Exchanges have been paid by the Company for the year 2009-2010.

c. ISIN No. for the Company's Ordinary Shares in Demat Form: INE087A01019

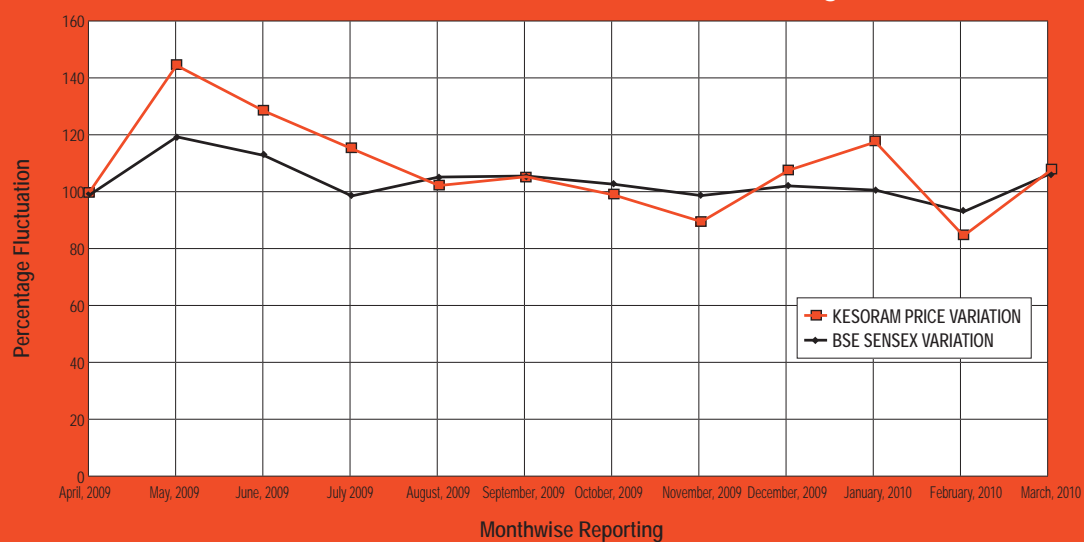
d. Depository Connectivity: NSDL and CDSL

vi) STOCK MARKET PRICE DATA:

Month	Calcutta Stock Exchange *		Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low	High	Low
April, 2009	N.T.	N.T.	180.00	136.00	178.90	135.05
May, 2009	N.T.	N.T.	315.00	165.00	300.20	160.00
June, 2009	N.T.	N.T.	328.00	247.05	333.00	246.05
July, 2009	N.T.	N.T.	384.95	258.00	384.25	256.25
August, 2009	N.T.	N.T.	382.10	300.00	382.90	300.10
September, 2009	N.T.	N.T.	393.50	328.00	393.80	325.00
October, 2009	N.T.	N.T.	391.00	321.00	391.00	321.00
November, 2009	N.T.	N.T.	345.00	303.00	353.50	306.90
December, 2009	N.T.	N.T.	374.40	333.50	375.00	332.25
January, 2010	N.T.	N.T.	409.00	325.00	409.90	325.00
February, 2010	N.T.	N.T.	377.00	312.30	377.80	317.00
March, 2010	N.T.	N.T.	404.60	361.90	404.70	364.00

* Note: There was no trading during the year.

Comparison between Kesoram Median Price Variation and BSE Sensex Variation in Percentage



vii) PERFORMANCE IN COMPARISON TO BROAD BASED INDICES SUCH AS BSE SENSEX, CRISIL INDEX ETC.

viii) REGISTRAR AND SHARE TRANSFER AGENT:

M/s. MCS Limited, (Unit: Kesoram Industries Ltd.)

77/2A, Hazra Road, Kolkata-700 029

Phone Nos.: (033)2476-7350 to 54, 2454-1892/3, Fax Nos.: (033)2454-1961, 2474-7674;

e-mail. mcsca1@cal2.vsnl.net.in, mcskol@rediffmail.com

ix) SHARE TRANSFER SYSTEM :

Share transfers of physical Shares are generally registered within a maximum period of 3 weeks from the date of receipt provided the documents are complete in all respects. With a view to expedite the share transfer process, certain executives have been delegated with the authority to approve any single transfer not exceeding 10,000 shares. Single transfers above 10,000 shares are approved by the 'Share Transfer and Finance Committee'. The Company's Registrar & Share Transfer Agent dispatches the transferred shares to the transferees immediately after the transfers take place.

x) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2010:

a) According To Category Of Holding:

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Promoters	24	0.03	1,21,09,293	26.47
Mutual Funds / UTI	36	0.05	67,36,094	14.73
Financial Institutions & Banks	47	0.06	2,24,036	0.49
Foreign Institutional Investors	24	0.03	8,32,050	1.82
Insurance Companies	8	0.01	63,94,293	13.98
NRI/OCB	479	0.60	21,83,002	4.77
Private Body Corporates	1,200	1.52	26,94,833	5.89
Individuals	77,226	97.70	75,27,842	16.46
GDRs	1	-	70,41,875	15.39
Total	79045	100.00	4,57,43,318	100.00

b) According to number of Ordinary Shares Held:

No. of ordinary Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
1-100	68419	86.56	2102611	4.60
101-200	5041	6.38	776242	1.70
201-500	3376	4.27	1152898	2.52
501-1000	1167	1.48	912668	1.99
1001-5000	770	0.97	1660277	3.63
5001-10000	113	0.14	841674	1.84
10001 – above	159	0.20	38296948	83.72
Total:	79045	100.00	45743318	100.00

xi) DEMATERIALIZATION OF SHAREHOLDING AND LIQUIDITY:

As per SEBI's Guidelines, your Company's Ordinary Shares are compulsorily traded in Dematerialized form for all the investors with effect from 31st May, 1999. 3,68,54,762 Shares were in Dematerialized form representing 80.57% of the total Ordinary Shares as on 31st March, 2010.

As per agreements of the Company with NSDL and CDSL, the investors have an option to dematerialize their Ordinary Shares with either of the Depositories.

xii) OUTSTANDING GDRS / ADRS / WARRANT OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The allotment of Ordinary Shares for GDRs issued during the year 1996, was completed in the same year. As such, there are no GDRs/ ADRs or any Convertible Instrument pending conversion to impact the Ordinary Share Capital of the Company.

However, as on 31st March, 2010 the Company awaits 70,41,875 GDRs from its holders for cancellation and delivery of shares against thereof.


xiii) INSIDER TRADING:

The Code of Internal Procedure & Conduct under The SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, is in force since 28.04.2002.

xiv) PLANT LOCATIONS :

Section	Factory Location	City Office	Run under name & style of
Cement	Sedam, Dist.Gulbarga Karnataka-585222 Phone: 08441-276005/277403 Fax: 08441-276139 E-mail: communication@vasavadattacement.com Basantnagar, Dist.Karimnagar Andhra Pradesh-505187 Phone.: 08728 -228122/228125/228156 Fax: 08728-228160 E-mail: communication@kesoramcement.com	10-3-316/2, Crystal Towers, 2nd Floor, Above Andhra Bank, Masab Tank, Hyderabad 500028, A.P. Phone: 040-23342296/8056 Fax: 040-23344109/7821 E-mail: hyderabad@vasavadattacement.com. 10-3-316/2, Crystal Towers, 2nd & 3rd Floors, Above Andhra Bank, Masab Tank, Hyderabad 500028, A.P. Phone: 040-23348896/7843/ 7613 Fax: 040-23344109/23347821 E-mail: hyderabad@kesoramcement.com	Vasavadatta Cement Kesoram Cement
Automobile Tyres and Tubes	P.O. Chhanpur, Via.Kuruda, Dist. Balasore, Orissa, PIN.756056 Phone: 06782-254259/780/620 Fax: 06782-254225 E-mail: btbls@cal2.vsnl.net.in Gram Khedimubarakpur, Tehsil Laksar, Dist. Haridwar, Uttarakhand - 247 663. Phone: 01332- 256000/256001. Fax : 01332- 255177. E-mail: bthdr@birlatyres.org	Shivam Chambers 53, Syed Amir Ali Avenue, Kolkata-700019 Phone : 033-2281-4813/4717-20 Fax: 033-2281-4874 E-mail: ho@birlatyre. com	Birla Tyres
Rayon & Transparent Paper	P.O. Nayasarai, Rly. Station: Kuntighat, Near Tribeni, Dist.Hooghly West Bengal-712513 Phone: 033-26846431-34/ 26846457 Fax : 033-26846461 E-mail: kesoram@rayonworks.com	"Industry House" 10, Camac Street, Kolkata-700017 Phone.033-2282-4721-24 Fax: 033-2282-8879 E-mail: rayon@cal.kesoramrayon.co.in	Kesoram Rayon
Spun Pipes & Foundries	P.O Adconagar, Bansberia, Dist.Hooghly West Bengal-712121 Phone: 033-26346462/6465/6620 Fax : 033-26346621 E-mail: spunpipe@cal.vsnl.net.in	"Industry House" 10, Camac Street, Kolkata-700017 Phone: 033-2282-2476-78 Fax: 033-2282-9370 E-mail: kesospun@cal.vsnl.net.in	Kesoram Spun Pipes & Foundries
Heavy Chemicals	19, B. T. Road, Khardah, P.O.Balaram Dharma Sopan, Kolkata-700116 Phone: 033-2553-2879/5183 Fax: 033-2553-3860/2583-9218 E-mail:hhcl_fac@vsnl.net	8th floor, Birla Bldg. 9/1, R.N. Mukherjee Road, Kolkata-700001 Phone: 033-2213-1680-89 (10 Lines) Extn.: 1863/1854 Fax: 033-2242-1931 E-mail: hhc_ho@vsnl.net	Hindusthan Heavy Chemicals

xv) Address for Correspondence:**a) For routine matters:**

Any assistance regarding Share transfers and transmissions, change of Address, non-receipt of dividends, duplicate / missing Share Certificates, demat and other matters, please write to or contact the Share Department of the Company at the address given below: -

Shri G. K. Ojha, Kesoram Industries Ltd., 9/1, R. N. Mukherjee Road, Kolkata-700001. Phone No.: (033)2243-7121
Fax No. (033)2210-9455 E-mail: gkojha@kesoram.net

Or,

Registrar & Share Transfer Agent: M/s. MCS Limited (Unit: Kesoram Industries Ltd.) 77/2A, Hazra Road, Kolkata-700 029
Phone Nos.: (033)2476-7350 to 54, 2454-1892/3 Fax Nos.: (033)2454-1961, 2474-7674; E-mail : mcscal@cal2.vsnl.net.in, mcskol@rediffmail.com

b) For Redressal of Complaints and Grievances:

The Secretary	Telephone Nos. :	(033) 2243-5453, 2242-9454/2248-6607.
Kesoram Industries Ltd.,	Fax No. :	(033)2210-9455
9/1, R.N. Mukherjee Road,	E-mail :	kesocorp@cal3.vsnl.net.in
Kolkata-700001		

II. COMPLIANCE OF NON-MANDATORY REQUIREMENTS :**i) The Board:**

The Corporate Office of the Company bears the expenses of the office of the Chairman. Some of the independent Directors have the tenure in aggregate on the Board of more than 9 years.

ii) Remuneration Committee:

The Company has re-constituted Remuneration Committee comprising of Shri B. P. Bajoria as a Chairman, Shri P.K. Choksey and Shri P. K. Mallik being members as stated in item no.D of I above.

iii) Shareholder Rights :

Half yearly results including summary of the significant events was sent during the year to the Shareholders of the Company.

iv) Audit qualifications:

The Company at present does not have any qualification pertaining to the Financial Statements other than technical qualification on remuneration of Shri Deepak Tandon, a Director, which is self-explanatory.

v) Training of Board members:

There was no Directors' training programme during the year ended 31.03.2010.

vi) Mechanism for evaluating non-executive Board members:

Non-Executive Directors were being always evaluated by their own peer in the Board meetings during the year 2009-10, although there was no formal peer group review by the entire Board except the Directors concerned.

Vii) Whistle Blower Policy:

The Company does not have any Whistle Blower Policy as of now but no personnel is being denied any access to the Audit Committee.

B. K. BIRLA

Chairman

K. G. MAHESHWARI

B. P. BAJORIA

P. K. CHOKSEY

G. B. PANDE

AMITABHA GHOSH

P. K. MALLIK

MANJUSHREE KHAITAN

Directors

Kolkata,
28th April, 2010.

S.K.PATODIA
Secretary

DEEPAK TANDON
Whole-time Director



Declaration

All the Board members and the Senior Management personnel have affirmed their compliance of the '*Code of Conduct for Members of the Board and Senior Management*' for the period from 1st April, 2009 to 31st March, 2010 in terms of clause 49(l)(D)(ii) of the Listing Agreement with the Stock Exchanges.

Place: Sedam, Dist. Gulbarga

Dated: 10.04.2010

(K. C. Jain)

Chief Executive Officer

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of

Kesoram Industries Limited

We have examined the compliance of conditions of Corporate Governance by Kesoram Industries Limited, for the year ended 31st March 2010, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements. The Company has established risk assessment / minimisation and internal control procedures which are being updated / formalised.

We 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.

Place: Kolkata

Date: 28th April, 2010

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

(S. K. Deb)

Partner

Membership No. 13390