

Dated 07.10.2016

The Listing Department
BSE Ltd.
Dept. of Corporate Services
Rotunda Building
P. J. Towers
Dalal Street, Fort
Mumbai-400023

The Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza"
Plot No.C-1, 'G' Block
Bandra-Kurla Complex
Bandra (E)
Mumbai-400 051

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata-700 001

Dear Sirs,

In compliance of the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, find enclosed herewith a copy of the Compliance Report on Corporate Governance for the quarter ended **30th September, 2016.**

Thanking you,

Yours faithfully,
For, Kesoram Industries Ltd.

Company Secretary

Encl.:as above.



1. Name of Listed Entity **KESORAM INDUSTRIES LIMITED**
2. Quarter & Half Year ending **SEPTEMBER, 2016**

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Basant Kumar Birla	DIN-00055856 PAN-AEKP3110L	Chairman / Non-Executive			5	None	None
Mrs.	Manjushree Khaitan	DIN-00055898 PAN-AGFPK0198L	Vice-Chairperson /Executive			2	None	None
Mr.	Amitabha Jugalkishore Ghosh	DIN-00055962 PAN-AAFP7411C	Independent/ Non-Executive		2 year 2 months and 22 days	4	3	3
Mr.	Vinay Sah	DIN-02425847 PAN-AFBPS4740M	Non Executive/ Nominee			1	2	None
Mr.	Kashi Prasad Khandelwal	DIN-00748523 PAN-AETPK9443E	Independent/ Non-Executive		2 year 2 months and 22 days	3	5	None
Mr.	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Independent/ Non-Executive		2 year 2 months and 22 days	2	1	None
Mr.	Lee Seow Chuan	DIN-02696217 PAN-N.A.	Independent/ Non-Executive		9months 18 days	1	1	None
Mr.	Tridib Kumar Das	DIN-01063824 PAN-AGFPD1367E	Executive /Whole time Director/ CFO			1	1	None

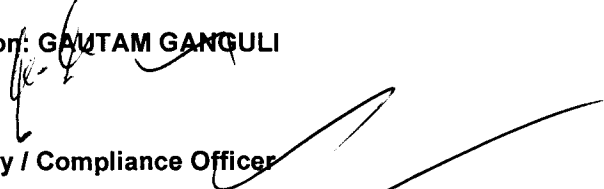

§ PAN number of any director would not be displayed on the website of Stock Exchange
& Category of directors means Executive/Non-executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>	
1. Audit Committee	Amitabha Jugalkishore Ghosh Kashi Prasad Khandelwal Lee Seow Chuan Sudip Banerjee Vinay Sah	Chairperson of Committee / Independent/ Non-Executive Independent/ Non-Executive Independent/ Non-Executive Independent/ Non-Executive Non-Executive/ Nominee	
2. Nomination & Remuneration Committee	Amitabha Jugalkishore Ghosh Kashi Prasad Khandelwal Vinay Sah	Chairperson of Committee / Independent/ Non-Executive Independent/ Non-Executive Non-Executive/Nominee	
3. Risk Management Committee (if applicable)	N.A.	N.A.	
4. Stakeholders Relationship Committee	Amitabha Jugalkishore Ghosh Vinay Sah Kashi Prasad Khandelwal Tridib Kumar Das	Chairperson of Committee /Independent/ Non-Executive Non-Executive/Nominee Independent/ Non-Executive Whole time Director/CFO	
§ Category of directors means Executive/Non-executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between in any two consecutive (in number of days)</i>	
25.05.2016	11.08.2016	78 days (26.05.2016 and 11.08.2016)	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee			
11.08.2016	Yes	25.05.2016	78 days (26.05.2016 and 11.08.2016)
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material	N.A.		



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RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes, it will be taken in the ensuing Audit Committee Meeting. Preceding Qtr transaction of 30.06.2016 reviewed on 11.08.2016.
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. The report submitted in the previous quarter had been placed before Board of Directors. There was no comment/ observation/advice of Board of Directors in this regard.</p>	
<p>Name & Designation: GAUTAM GANGULI</p>  <p>Company Secretary / Compliance Officer</p>	



Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes / No / NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

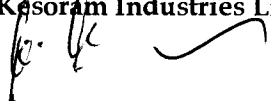
Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Kesoram Industries Limited



Gautam Ganguli
Company Secretary / Compliance Officer

