

Ref.No.KIL/SS/SE/2016-17

Dated 07.01.2017

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 **31<sup>st</sup> December, 2016.**

Thanking you,

Yours faithfully,  
For, Kesoram Industries Ltd.

Company Secretary

Encl.:as above.

## I. Composition of Board of Directors

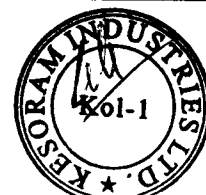
Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of 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 / Non Independent	28.07.2016		5	None	None
Mrs.	Manjushree Khaitan	DIN-00055898 PAN-AGFPK0198L	Vice-Chairperson /Executive	05.02.2013		2	None	None
Mr.	Amitabha Jugalkishore Ghosh	DIN-00055962 PAN-AAFFG7411C	Independent/ Non-Executive	08.07.2014	29 months and 23 days	4	2	3
Mr.	Vinay Sah	DIN-02425847 PAN-AFBPS4740M	Non Executive/ Nominee	03.11.2011		1	2	None
Mr.	Kashi Prasad Khandelwal	DIN-00748523 PAN-AETPK9443E	Independent/ Non-Executive	08.07.2014	29 months and 23 days	3	5	None
Mr.	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Independent/ Non-Executive	08.07.2014	29 months and 23 days	2	1	None
Mr.	Lee Seow Chuan	DIN-02696217 PAN- N.A.	Independent/ Non-Executive	12.12.2015	12 months 19 days	1	1	None
Mr.	Tridib Kumar Das	DIN-01063824 PAN-AGFPD1367E	Executive /Whole time Director/ CFO	01.04.2016		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.

\*\* For the purpose of clarity, a Director counted as Chairman/Chairperson of a Committee has not been again counted as a Member of the Committee in which he/she is a counted Chairman/Chairperson.



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
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/Executive/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

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
11.08.2016	09.11.2016 06.12.2016	89 days (excluding both the days)

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
<b>Audit Committee</b>			
09.11.2016	Yes	11.08.2016	89 days (excluding both the days)

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
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 30.09.2016 reviewed on 09.11.2016.
<p><b>Note</b></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>	
<b>VI. Affirmations</b>	
<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> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities) – <b>Not Applicable</b></li> </ol> <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 &amp; Designation: GAUTAM GANGULI</p> <p>Company Secretary / Compliance Officer</p>	