

Ref: KIL/SS/SE/2017/

11th April 2017

The Listing Department
BSE LIMITED
Deptt. Of Corporate Service
Rotunda Building
P J Towers
Dalal Street, Fort
Mumbai 400 023

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 Requirement) Regulation, 2015, enclosed please find herewith a copy of the Compliance Report on Corporate Governance for the quarter and year ended 31st March 2017.

Thanking you,

Yours faithfully,
For KESORAM INDUSTRIES LTD

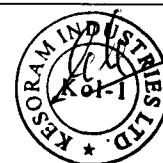

Company Secretary

Encl: A/a

1. Name of Listed Entity **KESORAM INDUSTRIES LIMITED**
2. Quarter & Year ending **MARCH, 2017**

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-AEKPB3110L	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-AAFPG7411C	Independent/ Non-Executive	08.07.2014	32 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	32 months and 23 days	3	5	None
Mr.	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Independent/ Non-Executive	08.07.2014	32 months and 23 days	2	1	None
Mr.	Lee Seow Chuan	DIN-02696217 PAN- N.A.	Independent/ Non-Executive	12.12.2015	15 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			
<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/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			
<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 any two consecutive meetings (in number of days)</i>	
09.11.2016 06.12.2016	08.02.2017 27.03.2017	63 days (excluding both the days)	
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			
08.02.2017	Yes	09.11.2016	90 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			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)_{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 31.12.2016 reviewed on 08.02.2017.

Note

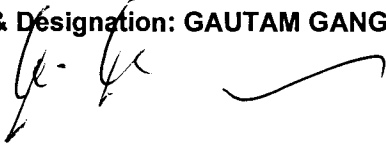
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the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

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

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) – **Not Applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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.

Name & Designation: GAUTAM GANGULI




Company Secretary / Compliance Officer

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year 2016-17)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)refer note below</i>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
<i>Meeting of Board of directors</i>	<i>17(2)</i>	<i>YES</i>
<i>Review of Compliance Reports</i>	<i>17(3)</i>	<i>YES</i>
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	<i>YES</i>
<i>Code of Conduct</i>	<i>17(5)</i>	<i>YES</i>
<i>Fees/compensation</i>	<i>17(6)</i>	<i>YES</i>
<i>Minimum Information</i>	<i>17(7)</i>	<i>YES</i>
<i>Compliance Certificate</i>	<i>17(8)</i>	<i>YES</i>
<i>Risk Assessment & Management</i>	<i>17(9)</i>	<i>YES</i>
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	<i>YES</i>
<i>Composition of Audit Committee</i>	<i>18(1)</i>	<i>YES</i>
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	<i>YES</i>
<i>Composition of nomination & remuneration committee</i>	<i>19(1) & (2)</i>	<i>YES</i>
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1) & (2)</i>	<i>YES</i>
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	<i>N.A.</i>
<i>Vigil Mechanism</i>	<i>22</i>	<i>YES</i>
<i>Policy for related party Transaction</i>	<i>23(1),(5),(6),(7) & (8)</i>	<i>YES</i>
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	<i>YES</i>



<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
<i>Approval for material related party transactions</i>	23(4)	YES
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N. A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	YES
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	YES
<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>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – N.A.</p>		
<p>Name & Designation: GAUTAM GANGULI</p> <p><i>(Signature)</i></p> <p>Company Secretary / Compliance Officer</p> <p><i>(Signature)</i></p>		
		