

KIL/SS/SE/2017

9th October, 2017

The Secretary
BSE Ltd., Floor 25, P. J. Tower
Dalal Street,
Mumbai – 400001

The Vice-President
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700001

Dear Sir,

In Compliance of the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith a copy of the Compliance Report on Corporate Governance for the quarter and half year ended 30th September, 2017.

Thanking you,

Yours faithfully,
For KESORAM INDUSTRIES LIMITED

GAUTAM GANGULI
COMPANY SECRETARY



www.kesocorp.com

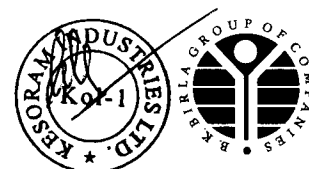
1. Name of Listed Entity **KESORAM INDUSTRIES LIMITED**
2. Quarter and half year ended **SEPTEMBER, 2017**

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-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-AAFPG7411C	Independent/ Non-Executive	08.07.2014	38 months and 25 days	4	2	3
Mr.	Vinay Sah	DIN-02425847 PAN-AFBPS4740M	Non Executive/ Nominee	29.06.2017		2	3	None
Mr.	Kashi Prasad Khandelwal	DIN-00748523 PAN-AETPK9443E	Independent/ Non-Executive	08.07.2014	38 months and 25 days	3	3	None
Mr.	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Independent/ Non-Executive	08.07.2014	38 months and 25 days	3	2	None
Mr.	Lee Seow Chuan	DIN-02696217 PAN-N.A.	Independent/ Non-Executive	12.12.2015	21 months 21 days	1	1	None
Mr.	Tridib Kumar Das	DIN-01063824 PAN-AGFPD1367E	Executive /Whole time Director/ CFO	01.04.2017		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.

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 Registered & Corporate Office
 9/1 R.N. Mukherjee Road, Kolkata - 700 001
 CIN - L17119WB1919PLC003429



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>	
14.06.2017	14.09.2017	91 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			
14.09.2017	Yes	28.04.2017	138 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 30.06.2017 reviewed on 14.09.2017.

Note

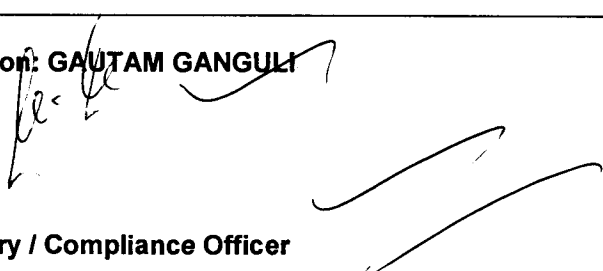
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the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

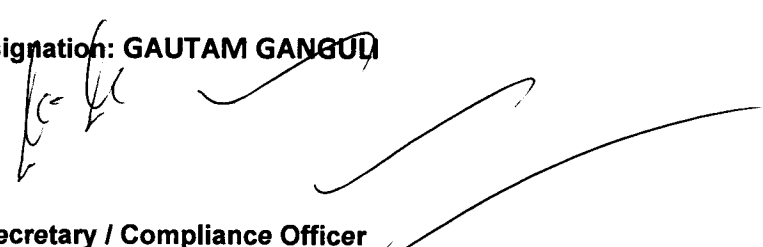



Company Secretary / Compliance Officer



ANNEXURE III

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
<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>Name & Designation: GAUTAM GANGULI</p>   <p>Company Secretary / Compliance Officer</p>		