

KIL/SS/SE/2018-2019

8th October, 2018

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, 2018.

Thanking you,

Yours faithfully,
For KESORAM INDUSTRIES LIMITED

GAUTAM GANGULI
COMPANY SECRETARY

1. Name of Listed Entity KESORAM INDUSTRIES LIMITED
2. Quarter ended SEPTEMBER, 2018

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 28(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	13.07.2018		5	None	None
Mrs.	Marjushree 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	50 months and 25 days	3	2	2
Mr.	Kashi Prasad Khandelwai	DIN-00748523 PAN-AETPK9443E	Independent/ Non-Executive	08.07.2014	50 months and 25 days	3	3	None
Mr.	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Independent/ Non-Executive	08.07.2014	50 months and 25 days	4	2	None
Mr.	Lee Seow Chuan	DIN-02696217 PAN- N.A.	Independent/ Non-Executive	12.12.2015	33 months 21 days	1	1	None
Ms.	Jikyeong Kang	DIN-06045661 PAN- N.A.	Independent/ Non-Executive	10.01.2016	8 months 21 days	1	1	None
Mr.	Siddhartha Mohanty	DIN-08056630 PAN-ACDPM1296R	Non Executive/ Nominee	10.02.2018		1	1	None
Mr.	Tridib Kumar Das ***	DIN-01063824 PAN-AGFPD1387E	Executive /Whole time Director/ CFD	01.04.2017		1	1	None
Mr.	CHANDER KUMAR JAIN	DIN-08125968 PAN-ABVPJ5759K	Executive /Whole time Director	04.05.2018		1	None	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.

*** resigned w.e.f. 30.08.2016.



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 Khandelwai Lee Seow Chuan Sudip Banerjee Jikyeong Kang Siddhartha Mohanty	Chairperson of Committee / Independent/ Non-Executive independent/ Non-Executive Independent/ Non-Executive independent/ Non-Executive independent/ Non-Executive Non-Executive/ Nominee
2. Nomination & Remuneration Committee	Amitabha Jugalkishore Ghosh Kashi Prasad Khandelwai Lee Seow Chuan	Chairperson of Committee / Independent/ Non-Executive independent/ Non-Executive Independent/ Non-Executive
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Amitabha Jugalkishore Ghosh Kashi Prasad Khandelwai Tridib Kumar Das ***	Chairperson of Committee /Independent/ Non-Executive 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 .

*** resigned w.e.f. 30.08.2018

III. Meeting of Board of Directors

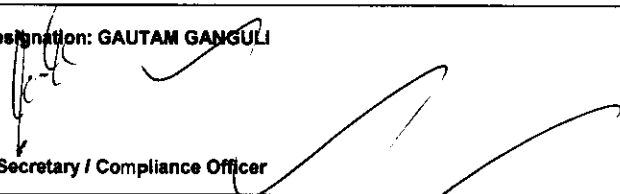

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
11.05.2018	13.08.2018	61 days (excluding both the days)
12.06.2018		

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)*
Audit Committee			
13.08.2018	Yes	11.05.2018	93 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 30.08.2018 reviewed on 13.08.2018.
Note	
<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>	
VI. Affirmations	
<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"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee 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>	

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) <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	YES
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	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><i>(Signature)</i></p> <p>Company Secretary / Compliance Officer</p> <p><i>(Signature)</i></p>		
		