

**KIL/SS/SE/2019-2020**

**11<sup>th</sup> October, 2019**

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 30<sup>th</sup> September, 2019.

Thanking you,

Yours faithfully,  
For KESORAM INDUSTRIES LIMITED



KAUSHIK BISWAS  
COMPANY SECRETARY

1. Name of Listed Entity KESORAM INDUSTRIES LIMITED  
2. Quarter ended SEPTEMBER, 2019

## I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee) <sup>¶</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-00055656 PAN-AEKP83110L	Chairman / Non-Executive / Non Independent	13.07.2018		4	None	None
Mrs.	Manjushree Khaitan	DIN-00055898 PAN-AGFPK0198L	Chairman / Non-Executive / Non Independent	19.07.2019		1	None	None
Mr.	Amitabha Jugalkishore Ghosh	DIN-00055962 PAN-AAFP87411C	Independent/ Non-Executive	26.07.2019	2 months	2	1	1
Mr.	Kashi Prasad Khandelwal	DIN-00748523 PAN-AETPK9443E	Independent/ Non-Executive	26.07.2019	2 months	4	5	1
Mr.	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Independent/ Non-Executive	26.07.2019	2 months	4	3	None
Mr.	Lee Seow Chuan	DIN-02696217 PAN- N.A.	Independent/ Non-Executive	12.12.2015	45 months	1	1	None
Ms.	Jikyeong Kang	DIN-08045661 PAN- N.A.	Independent/ Non-Executive	10.01.2018	20 months	1	1	None
Mr.	Siddhartha Mohanty	DIN-08058830 PAN-ACOPM1296R	Non Executive/ Nominee	26.07.2019		2	1	None
Mr.	CHANDER KUMAR JAIN ****	DIN-08125968 PAN-ABVPJ5759K	Executive /Whole time Director	04.05.2018		1	1	None
Mr.	RADHAKRISHNAN PAOMALOHANAN	DIN-08284551 PAN-AAOPR4248M	Executive /Whole time Director	08.08.2019		1	None	None

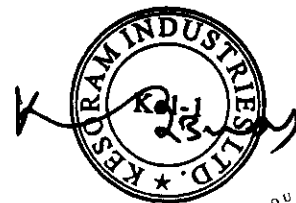
§ PAN number of any director would not be displayed on the website of Stock Exchange

& 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 courted Chairman/Chairperson.

\*\*\* Deceased on 03/07/2019.

\*\*\*\* resigned on 08/08/2019.



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E : corporate@kesoram.net

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



## 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 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 Khandelwal 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	Kashi Prasad Khandelwal Sudip Banerjee Chander Kumar Jain ****	Chairperson of Committee /Independent/ Non-Executive Independent/ Non-Executive Executive/Whole Time Director

§ 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 on 08/08/2019.

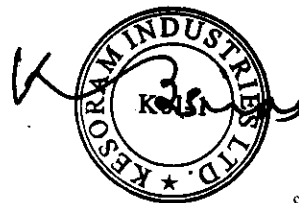
## III. Meeting of Board of Directors



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)
15.05.2019	19.07.2019 26.07.2019 08.08.2019	64 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)*
08.08.2019	Yes	15.05.2019	84 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)refer note below</b>
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 30.06.2019 reviewed on 08.08.2019.
<b>Note</b>	
<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> <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities) – <b>Not Applicable</b></li> </ul> <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>	
Name & Designation: KAUSHIK BISWAS	
	
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**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
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><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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name &amp; Designation: KAUSHIK BISWAS</b></p> <p></p> <p><b>Company Secretary / Compliance Officer</b></p> <p style="text-align: right;"></p>		