

KIL/SS/SE/2019-2020

14th January, 2020

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 ended 31st December, 2019.

Thanking you,

Yours faithfully,
For KESORAM INDUSTRIES LIMITED



A handwritten signature in black ink, appearing to read "Kaushik Biswas".

KAUSHIK BISWAS
COMPANY SECRETARY

1. Name of Listed Entity : KESORAM INDUSTRIES LIMITED
2. Quarter ending : DECEMBER, 2019

I- Composition of Board of Directors												
Title (Mr/ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) &	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of Cessation	Tenure of Director (in months) *	Date of Birth	No. of directorship in listed entities including this listed entity [[In reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [[In reference to proviso to regulation 17A(1)]]	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)
Mrs-	Manjushree Khaitan	DIN-00055898 PAN-AGFPK0198L	Chairman / Non-Executive / Non Independent	30-10-1998	19-07-2019	-	-	24-12-1955	1	0	0	0
Mr-	Amitabha Jugalkishore Ghosh	DIN-00055962 PAN-AAFPG7411C	Non-Executive/ Independent	08-07-2014	26-07-2019	-	65 months	30-08-1930	2	2	1	1
Mr-	Kashi Prasad Khandelwal	DIN-00748523 PAN-AETPK9443E	Non-Executive/ Independent	08-07-2014	26-07-2019	-	65 months	04-03-1951	4	4	4	2
Mr-	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Non-Executive/ Independent	08-07-2014	26-07-2019	-	65 months	01-02-1960	4	3	3	0
Mr-	Lee Seow Chuan	DIN-02696217 PAN- N-A-	Non-Executive/ Independent	08-08-2014	12-12-2015	-	48 months	05-10-1948	1	1	1	0
Ms-	Jikyeong Kang	DIN-08045661 PAN- N-A-	Non-Executive/ Independent	10-01-2018	13-07-2018	-	17 months	22-10-1961	1	1	1	0



Mr-	Siddhartha Mohanty	DIN-08058830 PAN- ACOPM1297R	Non Executive/ Nominee	10-02-2018	26-07-2019	-	-	08-06-1963	2	0	2	0
Mr-	Bhaskar Niyogi ***	DIN-03494944 PAN- ABJPN0641C	Non Executive/ Nominee	07-11-2019	-	-	-	20-08-1952	1	0	1	0
Mr-	Radhakrishnan Padmalochanan	DIN-08284551 PAN-AAOPR4248M	Executive /Whole- time Director	08-08-2019	-	-	-	04-02-1968	1	0	1	0

Whether Regular chairperson appointed : Yes

Whether Chairperson is related to managing director or CEO : N.A.

\$PAN 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.

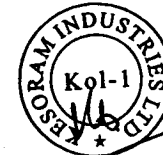
*** Appointed w. e. f. 07-11-2019





II- Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of Appointment	Date of Cessation
1- Audit Committee	Yes	Amitabha Jugalkishore Ghosh	Chairperson of Committee / Non-Executive / Independent	24-03-2000	
		Kashi Prasad Khandelwal	Non-Executive / Independent	10-04-2012	
		Lee Seow Chuan	Non-Executive / Independent	08-08-2014	
		Sudip Banerjee	Non-Executive / Independent	29-04-2014	
		Jikyeong Kang	Non-Executive / Independent	10-01-2018	
		Siddhartha Mohanty	Non-Executive / Nominee	10-02-2018	
		Bhaskar Nivooi	Non-Executive / Nominee	07-11-2019	
2- Nomination & Remuneration Committee	Yes	Amitabha Jugalkishore Ghosh	Chairperson of Committee / Non-Executive / Independent	10-04-2012	
		Kashi Prasad Khandelwal	Non-Executive / Independent	10-04-2012	
		Lee Seow Chuan	Non-Executive / Independent	08-08-2019	
3- Risk Management		N.A.	N.A		
4- Stakeholders Relationship Committee'	Yes	Kashi Prasad Khandelwal	Chairperson of Committee / Non-Executive / Independent	08-07-2014	
		Sudip Banerjee	Non-Executive / Independent	01-04-2019	
		Radhakrishnan Padmalochnan	Executive / Whole-time Director	04-05-2018	
&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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
19-07-2019 26-07-2019 08-08-2019	07-11-2019	Yes	8	4	90 days (excluding both the days)
* to be filled in only for the current quarter meetings					



IV- Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
07-11-2019	Yes	6	4	08-08-2019	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					
**to be filled in only for the current quarter meetings					
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 the Audit Committee	Yes, it is review on Quarterly basis by the Audit Committee. Preceding Qtr transaction of 30.09.2019 reviewed on 07.11.2019.
<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>	
VI- Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015- Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Yes Regulations, 2015</p> <p>a. Audit Committee Yes</p> <p>b. Nomination & Remuneration Committee Yes</p> <p>c. Stakeholders Relationship Committee Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) Not Applicable</p> <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- Yes</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- Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors- Any comments/observations/advice of the board of directors may be mentioned here- Yes</p>	
<p>Name & Designation: KAUSHIK BISWAS</p> <p></p> <p></p> <p>Company Secretary / Compliance Officer</p>	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year- However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given-