

KIL/SS/SE/2020-2021

Dated: 14th May, 2020

The Secretary
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
(Stock Code – 502937)

The Vice-President
National Stock Exchange of India Ltd.
“Exchange Plaza”,
Plot no. C/1, G. Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051
(Symbol – KESORAMIND)

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700001
(Scrip code – 10000020)

Sub: Compliance Report on Corporate Governance under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2020.

Dear Sirs,

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 March, 2020.

Thanking you,

Yours faithfully,
For Kesoram Industries Limited

Sd/-
Kaushik Biswas
Company Secretary

Encl: as above.

Corporate Governance - KESORAM INDUSTRIES LIMITED - For Quarter ending March 2020

Annexure I

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)
1	Mrs	Manjushree Khaitan	AGFPK0198L	00055898	Non-Executive - Non Independent Director	Chairperson	24-12-1955	NA	NA	30-10-1998	19-07-2019			2	0	0	0
2	Mr	Amitabha Jugalkishore Ghosh	AAFPG7411C	00055962	Non-Executive - Independent Director	Not Applicable	30-08-1930	Yes	29-03-2019	08-07-2014	26-07-2019		68	2	2	1	1
3	Mr	Kashi Prasad Khandelwal	AETPK9443E	00748523	Non-Executive - Independent Director	Not Applicable	04-03-1951	NA	NA	08-07-2014	26-07-2019		68	5	5	4	4
4	Mr	Sudip Banerjee	AANPB2951Q	05245757	Non-Executive - Independent Director	Not Applicable	01-02-1960	NA	NA	08-07-2014	26-07-2019		68	4	3	3	0
5	Mr	Lee Seow Chuan	ZZZZZ9999Z	02696217	Non-Executive - Independent Director	Not Applicable	05-10-1948	NA	NA	08-08-2014	12-12-2015		51	1	1	1	0
6	Ms	Jikyeong Kang	ZZZZZ9999Z	08045661	Non-Executive - Independent Director	Not Applicable	22-10-1961	NA	NA	10-01-2018	13-07-2018		20	1	1	1	0
7	Mr	Siddhartha Mohanty	ACOPM1297R	08058830	Non-Executive - Nominee Director	Not Applicable	08-06-1963	NA	NA	10-02-2018	26-07-2019			2	0	2	0
8	Mr	Bhaskar Niyogi	ABJPN0641C	03494944	Non-Executive - Nominee Director	Not Applicable	20-08-1952	NA	NA	07-11-2019				1	0	1	0
9	Mr	Radhakrishnan Padmalochanan	AAOPR4248M	08284551	Executive Director	Not Applicable	04-02-1968	NA	NA	08-08-2019				2	0	2	0

Whether the listed entity has a Regular Chairperson : Yes

Whether Chairperson is related to MD or CEO : No

II. Composition of Committees

A) Audit Committee :-

Whether the Audit Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00055962	Amitabha Jugalkishore Ghosh	Non-Executive - Independent Director	Chairperson	24-03-2000	
2	00748523	Kashi Prasad Khandelwal	Non-Executive - Independent Director	Member	10-04-2012	
3	05245757	Sudip Banerjee	Non-Executive - Independent Director	Member	29-04-2014	
4	02696217	Lee Seow Chuan	Non-Executive - Independent Director	Member	08-08-2014	
5	08045661	Jikyeong Kang	Non-Executive - Independent Director	Member	10-01-2018	
6	08058830	Siddhartha Mohanty	Non-Executive - Nominee Director	Member	10-02-2018	
7	03494944	Bhaskar Niyogi	Non-Executive - Nominee Director	Member	07-11-2019	

B) Nomination and Remuneration Committee :-

Whether the Nomination and Remuneration Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00055962	Amitabha Jugalkishore Ghosh	Non-Executive - Independent Director	Chairperson	22-01-2016	
2	00748523	Kashi Prasad Khandelwal	Non-Executive - Independent Director	Member	10-04-2012	
3	02696217	Lee Seow Chuan	Non-Executive - Independent Director	Member	10-02-2018	

C) Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00748523	Kashi Prasad Khandelwal	Non-Executive - Independent Director	Chairperson	10-04-2012	
2	05245757	Sudip Banerjee	Non-Executive - Independent Director	Member	01-04-2019	
3	08284551	Radhakrishnan Padmalochanan	Executive Director	Member	08-08-2019	

III. Meeting of Board of Directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1		07-11-2019			Yes	8	4
2		11-02-2020	95		Yes	7	3
3		18-02-2020	6		Yes	4	2

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	07-11-2019				Yes	6	4
2	Audit Committee	11-02-2020	95			Yes	6	4

* to be filled in only for the current quarter meetings

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions: Details of RPT entered into pursuant to omnibus approval will be reviewed by the Audit Committee in the ensuing Audit Committee Meeting. Preceding Qtr transaction of 31.12.2019 was reviewed on 11.02.2020.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	The report submitted in the previous quarter has been placed before Board of Directors.	Yes

Name& Designation: Kaushik Biswas

Sd/-

Company Secretary and Compliance Officer

To be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		w w w . k e s o c o r p . c o m
2	Terms and conditions of appointment of independent directors	Yes		
3	Composition of various committees of board of directors	Yes		
4	Code of conduct of board of directors and senior management personnel	Yes		
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		
6	Criteria of making payments to non-executive directors	Yes		
7	Policy on dealing with related party transactions	Yes		
8	Policy for determining 'material' subsidiaries	Yes		
9	Details of familiarization programmes imparted to independent directors	Yes		
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		
11	email address for grievance redressal and other relevant details	Yes		
12	Financial results	Yes		
13	Shareholding pattern	Yes		
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		
18	Credit rating or revision in credit rating obtained	Yes		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		
21	Materiality Policy as per Regulation 30	Yes		
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		
23	It is certified that these contents on the website of the listed entity are correct	Yes		
24	Disclosure of notes on website in terms of Listing Regulations explanatory	All the disclosures are uploaded on the Website as an when applicable.		

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Signatory DetailsName of signatory : **Kaushik Biswas**Designation of person: **Company Secretary and Compliance Officer**Place: **Kolkata**Date: **14-05-2020**Signature : **Sd/-**