

KIL/SH/SE/Reg. 27(2)/2020-2021

Dated: 13<sup>th</sup> October, 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)

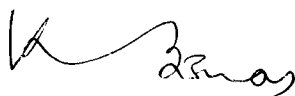
**Sub: Compliance Report on Corporate Governance under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half year ended 30<sup>th</sup> September, 2020.**

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 and half year ended 30<sup>th</sup> September, 2020.

Thanking you,

Yours faithfully,  
**For Kesoram Industries Limited**



**Kaushik Biswas**  
Company Secretary

Encl: as above.

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	29-09-2020			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	15-09-2020	74	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		74	5	5	3	5
4	Mr	Sudip Banerjee	AANPB2951Q	05245757	Non-Executive - Independent Director	Not Applicable	01-02-1960	NA	NA	08-07-2014	26-07-2019		74	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	29-09-2020		57	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		26	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				1	0	1	0

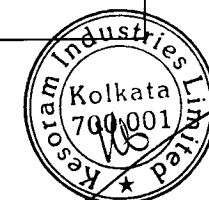
Whether the listed entity has a Regular Chairperson : Yes

Whether Chairperson is related to MD or CEO : No

^ PAN of any director would not be displayed on the website of Stock Exchange.

\* 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.



## 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	15-09-2020
2	00748523	Kashi Prasad Khandelwal **	Non-Executive - Independent Director	Chairperson	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	

\* Amitabha Jugalkishore Ghosh passed away on 15th September, 2020.

\*\* Kashi Prasad Khandelwal was appointed as the Chairman of the Audit Committee w.e.f. 17th September, 2020.

**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	15-09-2020
2	00748523	Kashi Prasad Khandelwal	Non-Executive - Independent Director	Chairperson	10-04-2012	
3	02696217	Lee Seow Chuan	Non-Executive - Independent Director	Member	10-02-2018	
4	08058830	Siddhartha Mohanty	Non-Executive - Nominee Director	Member	17-09-2020	

\* Amitabha Jugalkishore Ghosh passed away on 15th September, 2020.

\*\* Kashi Prasad Khandelwal was appointed as the Chairman of the Audit Committee w.e.f. 17th September, 2020.

**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	



## Annexure 1

## 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		28-04-2020			Yes	9	5
2		30-07-2020	92		Yes	9	5
3		04-08-2020	4		Yes	9	5

\* 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	11-02-2020				Yes	6	4
2	Audit Committee	30-07-2020	169			Yes	6	4
3	Audit Committee	30-07-2020				Yes	6	4

\* to be filled in only for the current quarter meetings

\*\* SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/38 read with SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 19th March, 2020 and 26th June, 2020 respectively, have granted relaxation to all the listed companies from observing maximum stipulated time gap between two Audit Committee Meetings held between the period 1st December, 2019 and 31st July, 2020.

\*\*\* 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

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	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes*	

\* Details of RPT entered into from 01.07.2020 to 30.09.2020 pursuant to omnibus approval will be reviewed by the Audit Committee in the ensuing Audit Committee Meeting. Preceding Quarter transactions i.e. from 01.04.2020 to 30.06.2020 were reviewed by the Committee at their Meeting held on 30th July, 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. <b>a. Audit Committee</b>	Yes
3	The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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	This report and / or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



## III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

## Signatory Details:-

Name of signatory : **Kaushik Biswas**Designation of person: **Company Secretary and Compliance Officer**Place: **Kolkata**Date: **13-10-2020**Signature: 