

KIL/SE/Reg. 27(2)/2021-2022

Dated: 21st July, 2021

BSE Ltd. First Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001	National Stock Exchange of India Ltd. “Exchange Plaza”, Plot no. C/1, G. Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata – 700001
(BSE Equity Scrip Code – 502937)	(NSE Symbol – KESORAMIND)	(CSE Scrip code – 10000020)

Sub: Compliance Report on Corporate Governance under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30th June, 2021.

Dear Sir / Madam,

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 30th June, 2021.

Thanking you,

Yours faithfully,
For Kesoram Industries Limited



Raghuram Nath
Company Secretary & Compliance Officer

Encl: As above

Corporate Governance - KESORAM INDUSTRIES LIMITED - For Quarter ending June 2021

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	29-09-2020			2	0	0	0
2	Mr	Kashi Prasad Khandelwal	AETPK9443E	00748523	Non-Executive - Independent Director	Not Applicable	04-03-1951	NA	NA	10-04-2012	26-07-2019		111	4	4	2	5
3	Mr	Sudip Banerjee	AANPB2951Q	05245757	Non-Executive - Independent Director	Not Applicable	01-02-1960	NA	NA	29-04-2014	26-07-2019		86	4	3	3	0
4	Mr	Lee Seow Chuan	ZZZZZ9999Z	02696217	Non-Executive - Independent Director	Not Applicable	05-10-1948	NA	NA	08-08-2014	29-09-2020		83	1	1	1	0
5	Ms	Jikyeong Kang	ZZZZZ9999Z	08045661	Non-Executive - Independent Director	Not Applicable	22-10-1961	NA	NA	10-01-2018	13-07-2018		42	1	1	1	0
6	Mr	Bhaskar Niyogi	ABJPN0641C	03494944	Non-Executive - Nominee Director	Not Applicable	20-08-1952	NA	NA	07-11-2019	29-09-2020	17-06-2021		1	0	1	0
7	Mr	Padmalochanan Radhakrishnan	AAOPR4248M	08284551	Executive Director	Not Applicable	04-02-1968	NA	NA	08-08-2019	29-09-2020			1	0	1	0
8	Mrs	Mangala Radhakrishna Prabhu	AAGPP5122Q	06450659	Non-Executive - Independent Director	Not Applicable	15-04-1955	NA	NA	14-05-2021			2	4	4	1	2

Whether the listed entity has a Regular Chairperson : Yes

Whether Chairperson is related to MD or CEO : No

We have considered the initial date of appointment of Mr. Kashi Prasad Khandelwal, Mr. Sudip Banerjee, Mr. Lee Seow Chuan from the respective date of Board Meeting on which they were appointed. Whereas in earlier quarter reports, their initial date of appointments were considered from the date of Annual General Meeting on which their appointments were confirmed. Accordingly, their tenures are also revised in this report. Kindly take a note of this.

^ 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	00748523	Kashi Prasad Khandelwal	Non-Executive - Independent Director	Chairperson	10-04-2012	
2	05245757	Sudip Banerjee	Non-Executive - Independent Director	Member	29-04-2014	
3	02696217	Lee Seow Chuan	Non-Executive - Independent Director	Member	08-08-2014	
4	08045661	Jikyeong Kang	Non-Executive - Independent Director	Member	10-01-2018	
5	03494944	Bhaskar Niyogi	Non-Executive - Nominee Director	Member	07-11-2019	17-06-2021

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	00748523	Kashi Prasad Khandelwal	Non-Executive - Independent Director	Chairperson	10-04-2012	
2	02696217	Lee Seow Chuan	Non-Executive - Independent Director	Member	10-02-2018	
3	08045661	Jikyeong Kang	Non-Executive - Independent Director	Member	10-02-2021	

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	Padmalochanan Radhakrishnan	Executive Director	Member	08-08-2019	

D) Corporate Social Responsibility 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	00055898	Manjushree Khaitan	Non-Executive - Non Independent Director	Chairperson	10-04-2012	
2	08284551	Padmalochanan Radhakrishnan	Executive Director	Member	08-08-2019	
3	00748523	Kashi Prasad Khandelwal	Non-Executive - Independent Director	Member	17-09-2020	

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		14-01-2021			Yes	7	4
2		19-01-2021	4		Yes	7	4
3		10-02-2021	21		Yes	7	4
4		16-03-2021	33		Yes	7	4
5		14-05-2021	58		Yes	7	4

* 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	10-02-2021				Yes	5	4
2	Audit Committee	13-05-2021	91			Yes	5	4
3	Audit Committee	14-05-2021				Yes	5	4
4	Nomination and remuneration committee	19-01-2021				Yes	2	2
5	Nomination and remuneration committee	13-05-2021	113			Yes	3	3

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

* Details of RPT entered into from 01.04.2021 to 30.06.2021 pursuant to omnibus approval will be reviewed by the Audit Committee in the ensuing Audit Committee Meeting. Preceding Quarter transactions i.e. from 01.01.2021 to 31.03.2021 were reviewed by the Committee at their Meeting held on 14.05.2021.

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	This report and / or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

* SEBI vide a gazette notification No. SEBI/LAD-NRO/GN/2021/22 dated 05.05.2021 amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and required the top 1000 listed entities, based on their market capitalization as on March 31 of the previous financial year, to constitute a Risk Management Committee pursuant to Regulation 21(5).

The Board of Directors vide Circular Resolution dated 05.07.2021 had constituted the Risk Management Committee and appointed Mr. Kashi Prasad Khandelwal, Independent Director – as Chairman and Mr. P. Radhakrishnan, Whole-time Director & CEO and Mr. Suresh Kumar Sharma, Chief Financial Officer as Member of the said Committee.

Signatory Details:-

Name of signatory : **Raghuram Nath**

Designation of person: **Company Secretary and Compliance Officer**

Place: **Kolkata**

Date: **21-07-2021**

Signature :