

KIL/SE/Reg. 27(2)/2024-2025

July 05, 2024

|                                                                                                                                         |                                                                                                                                             |                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| BSE Ltd.<br>First Floor, New Trading Ring,<br>Rotunda Building,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Fort,<br>Mumbai – 400001 | National Stock Exchange of India Ltd.<br>“Exchange Plaza”,<br>Plot no. C/1, G. Block<br>Bandra-Kurla Complex, Bandra (E)<br>Mumbai – 400051 | The Calcutta Stock Exchange Ltd.<br>7, Lyons Range,<br>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 June 30, 2024.**

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 June 30, 2024.

Thanking you,

Yours faithfully,  
**Kesoram Industries Limited**



**Raghuram Nath**  
Company Secretary & Compliance Officer



Encl: As above

## I. Composition of Board of Directors

| Sr | Title<br>(Mr /<br>Ms) | Name of the Director        | PAN        | DIN      | Category 1 of<br>directors                     | Category 2 of<br>directors            | Date of Birth | Whether<br>special<br>resolution<br>passed?<br>[Refer Reg.<br>17(1A) of<br>Listing<br>Regulations] | Date of<br>passing<br>special<br>resolution | Initial Date of<br>appointment | Date of Re-<br>appointment | Date of<br>cessation | Tenure of<br>director<br>(in<br>months) | No of<br>Directorship in<br>listed entities<br>including this<br>listed entity<br>(Refer<br>Regulation<br>17A of Listing<br>Regulations) | No of<br>Independent<br>Directorship in<br>listed entities<br>including this<br>listed entity<br>(Refer Regulation<br>17A(1) of Listing<br>Regulations) | Number of<br>memberships in<br>Audit/ Stakeholder<br>Committee(s)<br>including this listed<br>entity (Refer<br>Regulation 26(1) of<br>Listing<br>Regulations) | No of post of<br>Chairperson in Audit/<br>Stakeholder<br>Committee held in<br>listed entities<br>including this listed<br>entity (Refer<br>Regulation 26(1) of<br>Listing Regulations) |
|----|-----------------------|-----------------------------|------------|----------|------------------------------------------------|---------------------------------------|---------------|----------------------------------------------------------------------------------------------------|---------------------------------------------|--------------------------------|----------------------------|----------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1  | Mrs                   | Manjushree Khaitan          | AGFPK0198L | 00055898 | Non-Executive -<br>Non Independent<br>Director | Chairperson<br>related to<br>Promoter | 24-12-1955    | NA                                                                                                 | NA                                          | 30-10-1998                     | 14-06-2023                 | 16-05-2024           |                                         | 1                                                                                                                                        | 0                                                                                                                                                       | 0                                                                                                                                                             | 0                                                                                                                                                                                      |
| 2  | Mr                    | Kashi Prasad Khandelwal     | AETPK9443E | 00748523 | Non-Executive -<br>Independent<br>Director     | Not<br>Applicable                     | 04-03-1951    | NA                                                                                                 | NA                                          | 10-04-2012                     | 26-07-2019                 |                      | 147.00                                  | 4                                                                                                                                        | 4                                                                                                                                                       | 6                                                                                                                                                             | 3                                                                                                                                                                                      |
| 3  | Mr                    | Sudip Banerjee              | AANPB2951Q | 05245757 | Non-Executive -<br>Independent<br>Director     | Not<br>Applicable                     | 01-02-1960    | NA                                                                                                 | NA                                          | 29-04-2014                     | 26-07-2019                 |                      | 122.00                                  | 3                                                                                                                                        | 2                                                                                                                                                       | 2                                                                                                                                                             | 1                                                                                                                                                                                      |
| 4  | Mr                    | Lee Seow Chuan*             | ZZZZZ9999Z | 02696217 | Non-Executive -<br>Independent<br>Director     | Not<br>Applicable                     | 05-10-1948    | YES                                                                                                | 03-09-<br>2023                              | 08-08-2014                     | 03-09-2023                 |                      | 119.00                                  | 1                                                                                                                                        | 1                                                                                                                                                       | 1                                                                                                                                                             | 0                                                                                                                                                                                      |
| 5  | Ms                    | Jikyeong Kang**             | ZZZZZ9999Z | 08045661 | Non-Executive -<br>Non Independent<br>Director | Not<br>Applicable                     | 22-10-1961    | NA                                                                                                 | NA                                          | 10-01-2018                     | 17-06-2022                 |                      |                                         | 1                                                                                                                                        | 0                                                                                                                                                       | 1                                                                                                                                                             | 0                                                                                                                                                                                      |
| 6  | Mr                    | Padmalochanan Radhakrishnan | AAOPR4248M | 08284551 | Executive Director -<br>CEO                    | Not<br>Applicable                     | 04-02-1968    | NA                                                                                                 | NA                                          | 08-08-2019                     | 17-06-2022                 |                      |                                         | 1                                                                                                                                        | 0                                                                                                                                                       | 1                                                                                                                                                             | 0                                                                                                                                                                                      |
| 7  | Mrs                   | Mangala Radhakrishna Prabhu | AAGPP5122Q | 06450659 | Non-Executive -<br>Independent<br>Director     | Not<br>Applicable                     | 15-04-1955    | NA                                                                                                 | NA                                          | 14-05-2021                     | 23-07-2021                 |                      | 38.00                                   | 5                                                                                                                                        | 5                                                                                                                                                       | 4                                                                                                                                                             | 2                                                                                                                                                                                      |
| 8  | Mr                    | Satish Narain Jajoo         | AETPJ5546B | 07524333 | Non-Executive -<br>Independent<br>Director     | Not<br>Applicable                     | 30-06-1959    | NA                                                                                                 | NA                                          | 12-08-2021                     | 17-06-2022                 |                      | 24.00                                   | 1                                                                                                                                        | 1                                                                                                                                                       | 0                                                                                                                                                             | 0                                                                                                                                                                                      |
| 9  | Mrs                   | Rashmi Bihani               | AQLPK9763D | 07062288 | Non-Executive -<br>Additional Director         | Not<br>Applicable                     | 15-04-1980    | NA                                                                                                 | NA                                          | 22-04-2024                     | -                          |                      | 2.00                                    | 2                                                                                                                                        | 1                                                                                                                                                       | 1                                                                                                                                                             | 0                                                                                                                                                                                      |

Whether the listed entity has a Regular Chairperson: Yes

Whether Chairperson is related to MD or CEO: No

\* Lee Seow Chuan is a Foreign Director

\*\* Jikyeong Kang is a Foreign Director

|                                      |
|--------------------------------------|
| <b>Annexure I</b>                    |
| <b>II. Composition of Committees</b> |

#### **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 - Non Independent Director | Member                  | 10-01-2018          |                   |
| 5  | 06450659   | Mangala Radhakrishna Prabhu | Non-Executive - Independent Director     | Member                  | 22-04-2024          |                   |
| 6  | 07524333   | Satish Narain Jajoo         | Non-Executive - Independent Director     | Member                  | 22-04-2024          |                   |

#### **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  | 06450659   | Mangala Radhakrishna Prabhu | Non-Executive - Independent Director     | Chairperson             | 15-07-2022          |                   |
| 2  | 02696217   | Lee Seow Chuan              | Non-Executive - Independent Director     | Member                  | 10-02-2018          |                   |
| 3  | 08045661   | Jikyeong Kang               | Non-Executive - Non 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  | 05245757   | Sudip Banerjee              | Non-Executive - Independent Director | Chairperson             | 01-04-2019          |                   |
| 2  | 08284551   | Padmalochanan Radhakrishnan | Executive Director                   | Member                  | 08-08-2019          |                   |
| 3  | 06450659   | Mangala Radhakrishna Prabhu | Non-Executive - Independent Director | Member                  | 15-07-2022          |                   |
| 4  | 07062288   | Rashmi Bihani               | Non-Executive - Additional Director  | Member                  | 22-04-2024          |                   |

#### **D) Risk Management Committee**

Whether the Risk Management 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  | 07524333   | Satish Narain Jajoo         | Non-Executive - Independent Director | Chairperson             | 15-07-2022          |                   |
| 2  | 08284551   | Padmalochanan Radhakrishnan | Executive Director                   | Member                  | 05-07-2021          |                   |
| 3  | 00000000   | Rajiv Agarwal               | Deputy CFO                           | Member                  | 15-07-2022          |                   |

Remarks: Mr Rajiv Agarwal is the Deputy Chief Financial Officer of the Company.



| Annexure I                         |                                                                                                                   |                                                                         |                                       |                                                     |                                                                 |                                       |                                                                 |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------|---------------------------------------|-----------------------------------------------------------------|
| III. Meeting of Board of Directors |                                                                                                                   |                                                                         |                                       |                                                     |                                                                 |                                       |                                                                 |
| Sr                                 | Date(s) of Meeting<br>(enter dates of<br>previous quarter<br>and current<br>quarter in<br>chronological<br>order) | Maximum gap<br>between any<br>two consecutive<br>(in number of<br>days) | Notes for<br>not<br>providing<br>Date | Whether<br>requirement of<br>Quorum met<br>(Yes/No) | Total<br>Number of<br>Directors as<br>on date of<br>the Meeting | Number<br>of<br>Directors<br>present* | No. of<br>Independent<br>Directors<br>attending the<br>meeting* |
| 1                                  | 15-01-2024                                                                                                        |                                                                         | NA                                    | Yes                                                 | 8                                                               | 8                                     | 5                                                               |
| 2                                  | 18-03-2024                                                                                                        | 62                                                                      | NA                                    | Yes                                                 | 8                                                               | 8                                     | 5                                                               |
| 3                                  | 22-04-2024                                                                                                        | 34                                                                      | NA                                    | Yes                                                 | 8                                                               | 8                                     | 5                                                               |
| 4                                  | 12-06-2024                                                                                                        | 50                                                                      | NA                                    | Yes                                                 | 8                                                               | 8                                     | 5                                                               |

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

| IV. Meeting of Committees |                                           |                                                                                                                   |                                                                                |                            |                                     |                                                            |                                                              |                                                                                    |                                                                 |
|---------------------------|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|----------------------------|-------------------------------------|------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| Sr                        | Name of<br>Committee                      | Date(s) of<br>meeting (Enter<br>dates of Previous<br>quarter and<br>Current quarter<br>in chronological<br>order) | Maximum<br>gap<br>between<br>any two consecutiv<br>e (in<br>number of<br>days) | Name of other<br>committee | Reason for not<br>providing<br>date | Whether<br>requireme<br>nt of<br>Quorum<br>met<br>(Yes/No) | Total Number<br>of Directors as<br>on date of the<br>Meeting | Number of<br>Directors (All<br>Directors<br>including<br>Independent<br>Directors) | No. of<br>Independent<br>Directors<br>attending the<br>meeting* |
| 1                         | Audit Committee                           | 15-01-2024                                                                                                        |                                                                                |                            | NA                                  | Yes                                                        | 4                                                            | 4                                                                                  | 3                                                               |
| 2                         | Audit Committee                           | 22-04-2024                                                                                                        | 97                                                                             |                            | NA                                  | Yes                                                        | 4                                                            | 4                                                                                  | 3                                                               |
| 3                         | Risk Management<br>Committee              | 01-01-2024                                                                                                        |                                                                                |                            | NA                                  | Yes                                                        | 2                                                            | 2                                                                                  | 1                                                               |
| 4                         | Nomination &<br>Remuneration<br>Committee | 22-04-2024                                                                                                        | 283                                                                            |                            | NA                                  | Yes                                                        | 3                                                            | 3                                                                                  | 2                                                               |

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

| V. Related Party Transactions |                                                                                                           |                                     |                                                                    |
|-------------------------------|-----------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------------------------------|
| Sr                            | Subject                                                                                                   | Compliance<br>status<br>(Yes/No/NA) | If status is "No" details of non-<br>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<br>Audit Committee | Yes                                 |                                                                    |

**Disclosure of notes on related party transactions:** Details of RPT entered into from 01.04.2024 to 30.06.2024 pursuant to omnibus approval will be reviewed by the Audit Committee at its ensuing Committee Meeting. Preceeding Quarter transactions i.e. from 01.01.2024 to 31.03.2024 were reviewed by the Committee at its Meeting held on 22.04.2024

| Details of Cyber security incidence                                                                                                                                  |  |                            |    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------|----|
| Whether as Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been Cyber Security incidents or breaches or loss of data or documents during the quarter |  |                            | NO |
| Date of the event                                                                                                                                                    |  | Brief details of the event |    |

|                  |                                                                                                                                                                                                                         | Annexure I                    |
|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| VI. Affirmations |                                                                                                                                                                                                                         |                               |
| Sr               | Subject                                                                                                                                                                                                                 | Compliance status<br>(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<br><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.<br><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.<br><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.<br><b>d. Risk management committee (applicable to the top 1000 listed entities)</b> | Yes                           |
| 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 of Signatory: Raghuram Nath

Company Secretary and Compliance Officer

Place: Kolkata

Date: 05-07-2024

