

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

January 15, 2025

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 – 1000020)

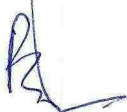
**Sub: Compliance Report on Corporate Governance under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2024.**

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 December 31, 2024.

Thanking you,

Yours faithfully,  
**Kesoram Industries Limited**



**Raghuram Nath**  
Company Secretary & Compliance Officer



Encl: As above

## I. Composition of Board of Directors

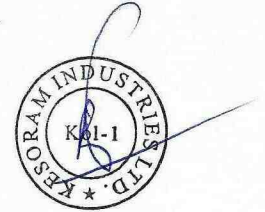
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of 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	Mr	SATISH NARAIN JAJOO	AETPJ5546B	07524333	Non-Executive - Independent Director	Chairperson	30-06-1959	NA	NA	12-08-2021	17-06-2022		40.00	1	1	1	0
2	Mr	LEE SEOW CHUAN*	ZZZZZ9999Z	02696217	Non-Executive - Independent Director	Not Applicable	05-10-1948	Yes	03-09-2023	08-08-2014	03-09-2023		125.00	1	1	1	1
3	Ms	JI KYEONG KANG**	ZZZZZ9999Z	08045661	Non-Executive - Non Independent Director	Not Applicable	22-10-1961	NA	NA	10-01-2018	17-06-2022			1	0	1	0
4	Mrs	MANGALA RADHAKRISHNA PRABHU	AAGPP5122Q	06450659	Non-Executive - Independent Director	Not Applicable	15-04-1955	NA	NA	14-05-2021	23-07-2021		44.00	5	5	8	3
5	Mrs	RASHMI BIHANI	AQLPK9763D	07062288	Non-Executive - Independent Director	Not Applicable	15-04-1980	NA	NA	22-04-2024	09-07-2024		8.00	4	4	5	0
6	Mr	PADMALOCHANAN RADHAKRISHNAN	AAOPR4248M	08284551	Executive Director	Not Applicable	04-02-1968	NA	NA	08-08-2019	17-06-2024			1	0	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



## 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	02696217	LEE SEOW CHUAN	Non-Executive - Independent Director	Chairperson	08-08-2014	
2	08045661	JIKYEONG KANG	Non-Executive - Non Independent Director	Member	10-01-2018	
3	06450659	MANGALA RADHAKRISHNA PRABHU	Non-Executive - Independent Director	Member	22-04-2024	
4	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	10-02-2018	

**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	06450659	MANGALA RADHAKRISHNA PRABHU	Non-Executive - Independent Director	Chairperson	15-07-2022	
2	07062288	RASHMI BIHANI	Non-Executive - Independent Director	Member	22-04-2024	
3	08284551	PADMALOCHANAN RADHAKRISHNA	Executive Director	Member	08-08-2019	

**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 RADHAKRISHNA	Executive Director	Member	05-07-2021	
3	00000000	RAJIV AGARWAL	DEPUTY CHIEF FINANCIAL OFFICER	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 (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)	Total Number of Directors as on date of the Meeting	Number of Directors present*	No. of Independent Directors attending the meeting*
1	10-07-2024		NA	Yes	6	6	4
2	25-09-2024	76	NA	Yes	6	6	4
3	18-10-2024	22	NA	Yes	6	6	4

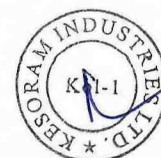
\* to be filled in only for the current quarter meetings

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)	Total Number of Directors as on date of the Meeting	Number of Directors (All Directors including Independent Directors)	No. of Independent Directors attending the meeting*
1	Audit Committee	10-07-2024			NA	Yes	4	4	3
2	Audit Committee	18-10-2024	99		NA	Yes	4	4	4
3	Stakeholder Relationship Committee	18-10-2024			NA	Yes	3	3	2

\* 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	

**Disclosure of notes on related party transactions:** Details of RPT entered into from 01.10.2024 to 31.12.2024 pursuant to omnibus approval will be reviewed by the Audit Committee at its ensuing Committee Meeting. Preceding Quarter transactions i.e. from 01.07.2024 to 30.09.2024 were reviewed by the Committee at its Meeting held on 18.10.2024



**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



<b>Annexure I</b>		
<b>VI. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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 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: 15-01-2025