

KIL/SE/Reg. 27(2)/2025-2026

April 19, 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 March 31, 2025.

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 March 31, 2025.

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			43.00	1	1	1	0
2	Mr	LEE SEOW CHUAN	ZZZZZ9999Z	02696217	Non-Executive - Independent Director	Not Applicable	05-10-1948	NA	NA	08-08-2014			128.00	1	1	1	1
3	Ms	JKYEONG KANG	ZZZZZ9999Z	08045661	Non-Executive - Non Independent Director	Not Applicable	22-10-1961	NA	NA	10-01-2018				1	0	1	0
4	Mrs	MANGALA RADHAKRISHNA PRABHU	AAGPP5122Q	06450659	Non-Executive - Independent Director	Not Applicable	15-04-1955	YES	03-09-2023	14-05-2021			47.00	5	5	8	3
5	Mrs	RASHMI BIHANI	AQLPK9763D	07062288	Non-Executive - Independent Director	Not Applicable	15-04-1980	NA	NA	22-04-2024			11.00	4	4	5	0
6	Mr	PADMALOCHANAN RADHAKRISHNAN	AAOPR4248M	08284551	Executive Director	Not Applicable	04-02-1968	NA	NA	08-08-2019				1	0	1	0
7	Mr	JITENDRA KUMAR AGARWAL	ACXPA1815G	06830635	Non-Executive - Independent Director	Not Applicable	05-01-1965	NA	NA	26-03-2025			1.00	2	1	2	2

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	10-02-2021	

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	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 RADHAKRISHNAN	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 RADHAKRISHNAN	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	16-01-2025		NA	Yes	6	6	4
2	25-02-2025	39	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	16-01-2025			NA	Yes	4	4	4
2	Audit Committee	25-02-2025	39		NA	Yes	4	4	4
3	Audit Committee	25-03-2025	27		NA	Yes	4	4	4
4	Risk Management Committee	20-02-2025			NA	Yes	2	2	1

Note: There are three (3) members in Risk Management Committee, two (2) of them are Directors and one (1) is the Deputy CFO.

* 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 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

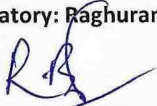
Date of the event

Brief details of the event



Annexure I		
VI. Affirmations		
Sr	Subject	Compliance status (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 1000 listed entities)	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: 19-04-2025

Annexure II 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

Sl	Item	Compliance status (Yes/No/NA)	Web address
1.1	Details of business	Yes	https://www.kesocorp.com/DOCS/ourbusiness.php
1.2	Memorandum of Association and Articles of Association	Yes	https://www.kesocorp.com/DOCS/pdf/moa-aoa/moa-and-aoa-01.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.kesocorp.com/DOCS/about_us.php
2	Terms and conditions of appointment of independent directors	Yes	https://www.kesocorp.com/DOCS/pdf/mgc/2025-terms-and-condition-for-appointment-independent-directors.pdf
3	Composition of various committees of board of directors	Yes	https://www.kesocorp.com/DOCS/composition-of-board-committees.php
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.kesocorp.com/DOCS/pdf/sebi/code-of-conduct-for-directors-and-senior-management.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.kesocorp.com/DOCS/pdf/sebi/whistle-blower.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.kesocorp.com/DOCS/pdf/mgc/criteria-of-making-payment-to-directors.pdf
7	Policy on dealing with related party transactions	Yes	https://www.kesocorp.com/DOCS/pdf/sebi/related-party-transactions-policy.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.kesocorp.com/DOCS/pdf/mgc/Policy%20on%20Material%20Subsidiaries%20KIL%20Final.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.kesocorp.com/DOCS/pdf/mgc/KIL-familiarization-programme.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.kesocorp.com/DOCS/contact_us.php
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.kesocorp.com/DOCS/contact_us.php
12	Financial results	Yes	https://www.kesocorp.com/DOCS/financial-results.php
13	Shareholding pattern	Yes	https://www.kesocorp.com/DOCS/shareholding-patterns.php
14	Details of agreements entered into with the media companies and/or their associates	NA	
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	https://www.kesocorp.com/DOCS/investor-presentations-call.php
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	https://www.kesocorp.com/DOCS/investor-presentations-call.php
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://www.kesocorp.com/DOCS/shareholders-information.php#tab4
18	Credit rating or revision in credit rating obtained	Yes	https://www.kesocorp.com/DOCS/credit-ratings.php
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.kesocorp.com/DOCS/annual-report.php
20	Secretarial Compliance Report	Yes	https://www.kesocorp.com/DOCS/pdf/shareholders-information/2022-annual-secretarial-compliance-report-2021-22.PDF
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.kesocorp.com/DOCS/pdf/sebi/policy-for-determination-of-materiality.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.kesocorp.com/DOCS/board-of-directors-and-KMPs.php
23	Disclosures under regulation 30(8)	Yes	https://www.kesocorp.com/DOCS/corporate-announcements.php
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	https://www.kesocorp.com/DOCS/shareholders-information.php
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.kesocorp.com/DOCS/pdf/mgc/dividend-distribution-policy-final.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.kesocorp.comhttps://www.kesocorp.com/DOCS/agm-egm-related-information.php
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.kesocorp.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.kesocorp.com



II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism		22 Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	Yes
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	Yes
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes



Additional Half Yearly Disclosure

Applicability of disclosure	Applicable	
Reason for Non Applicability	No loan/guarantee/security (as required in point no. 1) has been provided by the Company during the preceeding six months and for the earlier outstandings the Company has already impaired the same in its books of account.	

I. Disclosure of Loans/ guarantees/comfort letters/ Securities etc. refer note below

(A). Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0

© Any security provided by the listed entity directly or indirectly, in connection with any loan or any other form of debt availed By

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0

(D). Additional Information

II. Affirmations

Affirmations	Compliance	Company Remarks
with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter	No	

Name	Rohit Shah	
Designation	CFO	
Place	Kolkata	
Date	19-04-2025	

