

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

October 10, 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 – 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 September 30, 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 September 30, 2025.

Thanking you,

Yours faithfully,

Kesoram Industries Limited


Snehaa Shaw
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		49.00	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	29-09-2020	16-07-2025	134.00	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	11-08-2022			1	0	1	0
4	Mrs	MANGALA RADHAKRISHNA PRA	AAGPP5122Q	06450659	Non-Executive - Independent Director	Not Applicable	15-04-1955	NA	NA	14-05-2021			53.00	5	5	8	3
5	Mrs	RASHMI BIHANI	AQLPK9763D	07062288	Non-Executive - Independent Director	Not Applicable	15-04-1980	NA	NA	22-04-2024			17.00	4	4	5	0
6	Mr	PADMALCHANAN RADHAKRISHN	AAOPR4248M	08284551	Executive Director	Not Applicable	04-02-1968	NA	NA	08-08-2019	08-08-2025			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			7.00	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 has completed two consecutive terms as Independent Director on 16.07.2025.

** 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	06450659	MANGALA RADHAKRISHNA PRABHU	Non-Executive - Independent Director	Chairperson*	22-04-2024	
2	08045661	JIKYEONG KANG	Non-Executive - Non Independent Director	Member	10-01-2018	
3	07524333	SATISH NARAIN JAJOO	Non-Executive - Independent Director	Member	22-04-2024	

* Mrs. Mangala Radhakrishna Prabhu was appointed as Chairperson of Audit Committee w.e.f 16.07.2025

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	08045661	JIKYEONG KANG	Non-Executive - Non Independent Director	Member	10-02-2021	
3	06830635	Jitendra Kumar Agarwal	Non-Executive - Independent Director	Member	16-07-2025	

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	SNEHAA SHAW	COMPANY SECRETARY	Member	14-07-2025	

Remarks: Mr. Raviv Agrawal, Deputy CFO, member of Risk Management Committee had been relinquished. Therefore Mrs. Snehaa Shaw, Company Secretary was appointed on 14.07.2025 as member of RMC in place of Mr. Rajiv Agarwal



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	25-04-2025		NA	Yes	6	6	4
2	14-07-2025	79	NA	Yes	7	7	6
3	18-08-2025	34	NA	Yes	6	6	5

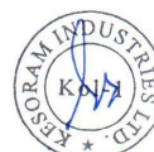
* to be filled in only for the current quarter meetings

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)	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	25-04-2025			NA	Yes	4	4	3
2	Audit Committee	14-07-2025	79		NA	Yes	4	3	3
3	Audit Committee	18-08-2025	34				3	3	2
4	Nomination and Remuneration Committee	14-07-2025			NA	Yes	3	3	2
5	Nomination and Remuneration Committee	18-08-2025	34		NA	Yes	3	3	2
6	Risk Management Committee	20-02-2025			NA	Yes	2	2	1
7	Risk Management Committee	18-08-2025	178		NA	Yes	2	2	1

* 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 01.07.2025 to 30.09.2025 pursuant to omnibus approval will be reviewed by the Audit Committee at its ensuing Committee Meeting. Preceding Quarter transactions i.e. from 01.04.2025 to 30.06.2025 were reviewed by the Committee at its Meeting held on 14.07.2025

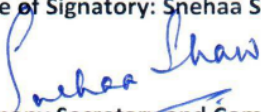


Details of Cyber security incidence			
Whether as Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been Cyber Security incidents or breaches or loss of data or documents during the quarter			NO
Date of the event		Brief details of the event	

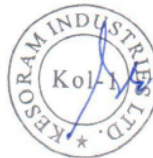


Annexure I		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure 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)	No
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: Snehaa Shaw



Company Secretary and Compliance Officer



Place: Kolkata

Date: 08-10-2024

				Annexure III
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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

				Annexure III
Name of Signatory:		Snehaa Shaw		
Designation		Company Secretary and Compliance Officer		



Additional Half Yearly Disclosure			
Applicability of disclosure		Not Applicable	
Reason for Non Applicability		No loan/guarantee/security provided by the Company during the half year ended 30th September, 2024 to Promoter, Promoter group/Directors/KMP.	
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	
(B). Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter)	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
(C) 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 Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name	Samir Kumar Ray		
Designation	CFO		
Place	Kolkata		
Date	08-10-2025		

