

Ref.No.KIL/SS/SE/2016

The Listing Department  
BSE Ltd.  
Dept. of Corporate Services  
Rotunda Building  
P. J. Towers  
Dalal Street, Fort  
Mumbai-400023

Kind attn.: Mr. Jeevan

The Listing Department  
National Stock Exchange of India Ltd.  
"Exchange Plaza"  
Plot No.C-1, 'G' Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai-400 051

Kind attn.: Mr. Nilesh

The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata-700 001

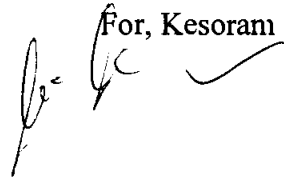
Dated : 15. 04 . 2016

Dear Sirs,

In compliance of the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, find enclosed herewith a copy of the Compliance Report on Corporate Governance for the quarter ended **31st March, 2016**.

Thanking you,

Yours faithfully,  
For, Kesoram Industries Ltd.



Company Secretary

Encl.:as above.

1. Name of Listed Entity **KESORAM INDUSTRIES LIMITED**
2. Quarter ending **MARCH, 2016**

## I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Basant Kumar Birla	DIN-00055856 PAN-AEKP3110L	Chairman / Non-Executive			5	None	None
Mrs.	Manjushree Khaitan	DIN-00055898 PAN-AGFPK0198L	Vice-Chairperson /Executive			2	1	None
Mr.	Amitabha Jugalkishore Ghosh	DIN-00055962 PAN-AAFPG7411C	Independent/ Non-Executive		1 year 8 months and 22 days	4	6	4
Mr.	Vinay Sah	DIN-02425847 PAN-AFBPS4740M	Non Executive/ Nominee			1	2	None
Mr.	Kashi Prasad Khandelwal	DIN-00748523 PAN-AETPK9443E	Independent/ Non-Executive		1 year 8 months and 22 days	3	5	None
Mr.	Sudip Banerjee	DIN-05245757 PAN-AANPB2951Q	Independent/ Non-Executive		1 year 8 months and 22 days	2	1	None
Mr.	Lee Seow Chuan	DIN-02696217 PAN- N.A.	Independent/ Non-Executive	12.12.2015 ( appointed as ID on this date )	3months 19 days	1	1	None
Mr.	Kamal Chand Jain	DIN-00029985 PAN-AAMPJ3198A	Whole time Director/ Executive			2	3	None

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means Executive/Non-executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen

\* 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.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	Amitabha Jugalkishore Ghosh Kashi Prasad Khandelwal Lee Seow Chuan Sudip Banerjee Vinay Sah	Chairperson of Committee / Independent/ Non-Executive Independent/ Non-Executive Independent/ Non-Executive Independent/ Non-Executive Non-Executive/ Nominee
2. Nomination & Remuneration Committee	Amitabha Jugalkishore Ghosh Kashi Prasad Khandelwal Vinay Sah	Chairperson of Committee / Independent/ Non-Executive Independent/ Non-Executive Non-Executive/Nominee
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Amitabha Jugalkishore Ghosh Vinay Sah Kashi Prasad Khandelwal Kamal Chand Jain	Chairperson of Committee /Independent/ Non-Executive Non-Executive/Nominee Independent/ Non-Executive Whole time Director/Executive

§ Category of directors means Executive/Non-executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between in any two consecutive (in number of days)
19.10.2015	22.01.2016	39 days (16.02.2016 and 26.03.2016)
06.11.2015	16.02.2016	
12.12.2015	26.03.2016	
19.12.2015		

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
22.01.2016	Yes	19.10.2015	41 days (12.12.2015 and 22.01.2016)
16.02.2016	Yes	6.11.2015	
26.03.2016	Yes	12.12.2015	

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes, it will be taken up in the ensuing A/C meeting. Preceding Quarter reviewed on 22.01.16

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. The report submitted in the previous quarter had been placed before Board of Directors. There was no comment/ observation/advice of Board of Directors in this regard.

**Name & Designation:** GAUTAM GANGULI Company Secretary

**Company Secretary / Compliance Officer**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year 2015-16)

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.



<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES



Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

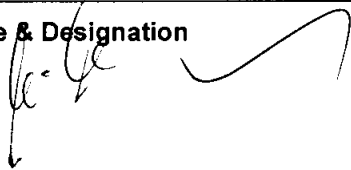
2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - YES

**Name & Designation**



**GAUTAM GANGULI**

**Company Secretary / Compliance Officer**

