

Compliance Report on Corporate Governance for the quarter and year ended March 31, 20181) Name of the Entity: **Khadim India Limited**2) Quarter Ending: **March 31, 2018****I. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non - Executive / Independent / Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including Khadim India Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including Khadim India Limited (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including Khadim India Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	Siddhartha Roy Burman	ACWPR9614D 00043715	Executive - Chairman	April 1, 2016	N.A.	1	1	-
Dr.	Indra Nath Chatterjee	ABWPC5159K 00122677	Non Executive - Independent	September 29, 2014	42 Months	1	1	1
Prof.	Ashoke Kumar Dutta [£]	ADIPD8270C 00045170	Non Executive - Independent	September 29, 2014 Cessation- March 26, 2018	42 Months	-	-	-
Prof. (Dr.)	Surabhi Banerjee	ADZPB9380Q 07829304	Non Executive - Independent	May 25, 2017	11 Months	1	2	-
Ms.	Namrata Ashok Chotrani	AFEPC4409A 00390845	Non Executive - Non-Independent	December 14, 2017	N.A.	1	1	-
Mr.	Ritoban Roy Burman	AYEPB3056D 08020765	Non-Executive - Non-Independent	December 14, 2017	N.A.	1	1	-

KHADIM INDIA LIMITED

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CIN : L19129WB1981PLC034337



£ Prof. Ashoke Kumar Dutta resigned from the Board w.e.f. March 26, 2018 and consequently vacates his chairmanship / membership from various committees of the Company. The Company is in search of a new Independent Director as a replacement of Prof. Dutta, as per the provision of regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Composition of Committees		
Name of Committee	Name of Committee Members §	Category (Chairperson / Executive/Non-Executive / independent / Nominee)
1. Audit Committee	Dr. Indra Nath Chatterjee	Non Executive - Independent - Chairman
	Prof. (Dr.) Surabhi Banerjee	Non Executive - Independent
	Ms. Namrata Ashok Chotrani	Non Executive - Non Independent
§ Prof. Ashoke Kumar Dutta ceased to become member of the Audit Committee with effect from March 26, 2018 consequent to his resignation from the Board of Directors.		
Name of Committee	Name of Committee Members^	Category (Chairperson / Executive/Non-Executive / independent / Nominee)
2. Nomination and Remuneration Committee	Dr. Indra Nath Chatterjee	Non Executive - Independent
	Prof. (Dr.) Surabhi Banerjee	Non Executive - Independent
	Ms. Namrata Ashok Chotrani	Non Executive - Non Independent
^ Prof. Ashoke Kumar Dutta ceased to become Member / Chairman of the Nomination and Remuneration Committee with effect from March 26, 2018 consequent to his resignation from the Board of Directors.		
Name of Committee	Name of Committee# Members^	Category (Chairperson / Executive / Non-Executive / independent / Nominee)
3. Stakeholders' Relationship Committee	Mr. Siddhartha Roy Burman	Executive
	Prof. (Dr.) Surabhi Banerjee	Non Executive - Independent
	Mr. Ritoban Roy Burman	Non Executive - Non Independent
# Prof. Ashoke Kumar Dutta ceased to become Member / Chairman of the Stakeholders Relationship Committee with effect from March 26, 2018 consequent to his resignation from the Board of Directors.		



III. Meetings of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
07.10.2017, 23.10.2017, 25.10.2017, 01.11.2017, 07.11.2017, 10.11.2017, 21.11.2017 and 14.12.2017	01.02.2018 and 26.03.2018	52 (01/02/2018 to 26/03/2018)	
IV. Meetings of Committees			
Audit Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
01.02.2018 and 26.03.2018	Yes	14.12.2017	52 (01/02/2018 to 26/03/2018)
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
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		N.A.	



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: No
[Prof. Ashoke Kumar Dutta, Non-Executive Independent Director of the Company, resigned from the Board w.e.f. 26th March, 2018 and the Board of Directors is in the process of appointing the new Independent Director in order to fill the casual vacancy caused in the immediate next meeting of the Board of Directors or within three months from the date of such resignation whichever is later as per Regulation 25(6) of SEBI (LODR) 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 and remuneration committee
 - c. Stakeholders relationship committee
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Name & Designation

Abhijit Dan
Company Secretary and Compliance Officer

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



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
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)	N.A.
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

*Prof. Ashoke Kumar Dutta, Non - Executive Independent Director of the Company, resigned from the Board w.e.f. 26th March, 2018 and the Board of Directors is in the process of appointing the new Independent Director in order to fill the casual vacancy caused in the immediate next meeting of the Board of Directors or within three months from the date of such resignation whichever is later as per Regulation 25(6) of SEBI (LODR) Regulations, 2015.

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. N.A.

Name & Designation



Abhijit Dan
Company Secretary and Compliance Officer