

May 15, 2020

The Manager  
The Department of Corporate Services  
BSE Limited  
P. J. Towers,  
Dalal Street, Mumbai - 400 001  
**Scrip Code - 540775**

The Manager  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**Symbol - KHADIM**

Dear Sir / Madam,

**Sub.: Submission of Compliance Report on Corporate Governance for the quarter ended March 31, 2020**

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Report on Corporate Governance for the quarter ended March 31, 2020.

We request you to take the same on your records.

Thanking you,

Yours faithfully,

**For Khadim India Limited**

ABHIJIT  
DAN

**Abhijit Dan**

**Company Secretary & Head - Legal**

Membership No.: A21358

Digitally signed by  
ABHIJIT DAN  
Date: 2020.05.15  
23:29:31 +05'30'

**KHADIM INDIA LIMITED**

REGD. OFFICE: 'KANKARIA ESTATE' 5<sup>TH</sup> FLOOR, 6, LITTLE RUSSELL STREET

KOLKATA-700 071, INDIA, Tel No. +91-33-4009 0501, Fax No. + 91-33-4009 0500

E-mail: [compliance@khadims.com](mailto:compliance@khadims.com); Website: [www.khadims.com](http://www.khadims.com)

CIN: L19129WB1981PLC034337

**Report on Corporate Governance for the quarter ended March 31, 2020**

- 1) Name of the Entity: **Khadim India Limited**  
 2) Quarter Ending: **March 31, 2020**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr. / Mrs.)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson / Executive / Non - Executive / Independent / Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure</b>	<b>Date of Birth</b>	<b>No of Directorship in listed entities including Khadim India Limited [in reference to Regulation 17A(1)of Listing Regulations]</b>	<b>No of Independent Directorship in listed entities including Khadim India Limited [in reference to proviso to regulation 17A(1) of Listing Regulations]</b>	<b>Number of memberships in Audit / Stakeholder Committee(s) including Khadim India Limited (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including Khadim India Limited (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Siddhartha Roy Burman	ACWPR9614D 00043715	Executive – Chairman & Managing Director, Promoter	April 01, 2005	April 1, 2019	N.A.	N.A.	November 19, 1961	1	-	1	-
Mr.	Rittick Roy <sup>§</sup> Burman	AYEPB3055A 08537366	Executive-Whole-time Director	November 08, 2019	N.A.	N.A.	N.A.	June 04, 1992	1	-	-	-
Mr.	Ritoban Roy Burman	AYEPB3056D 08020765	Non Executive – Non Independent	December 14, 2017	N.A.	N.A.	N.A.	June 04, 1992	1	-	1	-

Dr.	Indra Nath Chatterjee <sup>£</sup>	ABWPC5159K	Non Executive - Independent	September 29, 2014	September 29, 2019	N.A.	66 Months	June 16, 1944	1	1	1	1
		00122677										
Prof. (Dr.)	Surabhi Banerjee	ADZPB9380Q	Non Executive - Independent	May 25, 2017	N.A.	N.A.	35 Months	October 29, 1951	1	1	2	1
		07829304										
Mr.	Alok Chauthmal Churiwala	AAAPC7107J	Non Executive - Independent	May 11, 2018	N.A.	N.A.	23 Months	July 18, 1969	1	1	1	-
		02043221										
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to Managing Director or CEO - Yes												

<sup>§</sup> Mr. Rittick Roy Burman (DIN: 08537366) has been appointed as an Additional Director by the Board of Directors and subject to the approval of the shareholders, he has also been appointed as a Whole - time Director (Key Managerial Personnel) of the Company for a period of 3 (Three) years with effect from November 08, 2019.

<sup>£</sup> Approval of the members had been obtained on June 03, 2019 (vide Postal Ballot Notice dated March 26, 2019) for continuation of office of Dr. Indra Nath Chatterjee (DIN: 00122677) as an Independent Director of the Company on attaining 75 years of age on June 15, 2019 and his re - appointment as an Independent Director for a second term of 5 consecutive years commencing from September 29, 2019 till September 28, 2024.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category</b> (Chairperson / Executive/Non-Executive / Independent / Nominee)	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>Audit Committee</b>	Yes	Dr. Indra Nath Chatterjee^	Non Executive - Independent – Chairman	September 29, 2014	N.A.
		Prof. (Dr.) Surabhi Banerjee	Non Executive - Independent	May 25, 2017	N.A.
		Mr. Alok Chauthmal Churiwala	Non Executive - Independent	August 14, 2018	N.A.
^Dr. Indra Nath Chatterjee was appointed as Chairman of the Audit Committee effective March 06, 2017.					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category</b> (Chairperson / Executive / Non-Executive / Independent / Nominee)	<b>Date of Appointment as member of the Committee</b>	<b>Date of Cessation</b>
<b>Nomination &amp; Remuneration Committee</b>	Yes	Dr. Indra Nath Chatterjee@	Non Executive - Independent - Chairman	September 29, 2014	N.A.
		Prof. (Dr.) Surabhi Banerjee	Non Executive - Independent	November 21, 2017	N.A.
		Mr. Alok Chauthmal Churiwala	Non Executive - Independent	September 11, 2019	N.A.
@Dr. Indra Nath Chatterjee was appointed as Chairman of the Nomination and Remuneration Committee effective April 24, 2018.					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category</b> (Chairperson / Executive / Non-Executive / Independent / Nominee)	<b>Date of Appointment as member of the Committee</b>	<b>Date of Cessation</b>
<b>Stakeholders' Relationship Committee</b>	Yes	Prof. (Dr.) Surabhi Banerjee#	Non Executive - Independent - Chairperson	June 01, 2017	N.A.
		Mr. Siddhartha Roy Burman	Executive	June 01, 2017	N.A.
		Mr. Ritoban Roy Burman	Non Executive - Non Independent	December 14, 2017	N.A.
#Prof. (Dr.) Surabhi Banerjee was appointed as Chairperson of the Stakeholders' Relationship Committee effective April 24, 2018.					

<b>III. Meetings of Board of Directors</b>					
<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>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present</i>	<i>Number of independent directors present</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
08.11.2019	06.02.2020	Yes	6	3	89 (08.11.2019 to 06.02.2020)
<b>IV. Meetings of Committees</b>					
<b>Audit Committee</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present</i>	<i>Number of independent directors present</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
06.02.2020	08.11.2019	Yes	3	3	89 (08.11.2019 to 06.02.2020)
<b>V. Related Party Transactions</b>					
<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
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
  - d. Risk management Committee – Not applicable as the Company does not fall under top 500 Companies based on Market Capitalization as on March 31, 2020
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.

For **Khadim India Limited**

Sd/-

**Abhijit Dan**

**Company Secretary and Compliance Officer**

ICSI Membership No. A21358

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.khadims.com/about-us">https://www.khadims.com/about-us</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.khadims.com/media/pdf/Appointment-Terms-of-Independent-Directors.pdf">https://www.khadims.com/media/pdf/Appointment-Terms-of-Independent-Directors.pdf</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.khadims.com/investor-relations">https://www.khadims.com/investor-relations</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.khadims.com/code-of-conduct/">https://www.khadims.com/code-of-conduct/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.khadims.com/policy-on-vigil-mechanism/">https://www.khadims.com/policy-on-vigil-mechanism/</a>
f) Criteria of making payments to non- executive directors	Yes	<a href="https://www.khadims.com/policy-on-nomination-remuneration-committee/">https://www.khadims.com/policy-on-nomination-remuneration-committee/</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.khadims.com/policy-on-related-party-transaction/">https://www.khadims.com/policy-on-related-party-transaction/</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.khadims.com/investor-relations">https://www.khadims.com/investor-relations</a>
i) Details of familiarization programmes imparted to	Yes	<a href="https://www.khadims.com/media/pdf/familiarization-">https://www.khadims.com/media/pdf/familiarization-</a>

independent directors		<a href="#">programme-for-independent-director.pdf</a>
j) email address for grievance redressal and other relevant details	Yes	<a href="https://www.khadims.com/investor-relations">https://www.khadims.com/investor-relations</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.khadims.com/investor-relations">https://www.khadims.com/investor-relations</a>
l) Financial results	Yes	<a href="https://www.khadims.com/financial-results/">https://www.khadims.com/financial-results/</a>
m) Shareholding pattern	Yes	<a href="https://www.khadims.com/shareholding-pattern/">https://www.khadims.com/shareholding-pattern/</a>
n) Details of agreements entered into with the media companies and/or their associates	N.A.	No such agreement
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.khadims.com/institutional-investors-or-analyst-meet/">https://www.khadims.com/institutional-investors-or-analyst-meet/</a>
p) New name and the old name of the listed entity	N.A.	No change of name since Listing
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.khadims.com/newspaper-publications/">https://www.khadims.com/newspaper-publications/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.khadims.com/credit-rating/">https://www.khadims.com/credit-rating/</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	The Company incorporated Khadim Shoe Bangladesh Limited, a wholly owned subsidiary company In Bangladesh on 5th September, 2019. The first financial results for the said subsidiary is yet to be finalised.



<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.khadims.com/investor-relations">https://www.khadims.com/investor-relations</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.khadims.com/policy-on-disclosure-of-material-event-information/">https://www.khadims.com/policy-on-disclosure-of-material-event-information/</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.khadims.com/dividend-distribution-policy/">https://www.khadims.com/dividend-distribution-policy/</a>
It is certified that these contents on the website of the listed entity are correct.		

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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)	Yes
Risk Assessment & Management	17(9)	Yes

Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes

Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
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

For **Khadim India Limited**

Sd/-

**Abhijit Dan**

**Company Secretary and Compliance Officer**

ICSI Membership No. - A21358