

## Compliance Report on Corporate Governance for the quarter ended March 31, 2019

1) Name of the Entity: **Khadim India Limited**

2) Quarter Ending: **March 31, 2019**

### I. Composition of Board of Directors

Title (Mr. / Mrs.)	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	54 Months	1	1	1
Prof. (Dr.)	Surabhi Banerjee	ADZPB9380Q 07829304	Non Executive - Independent	May 25, 2017	23 Months	1	2	1
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	-
Mr.	Alok Chauthmal Churiwala	AAAPC7107J 02043221	Non Executive - Independent	May 11, 2018	11 Months	1	1	-

\* Mr. Siddhartha Roy Burman has been re-appointed as "Chairman & Managing Director" (also as "Whole-time Key Managerial Personnel") of the Company by the Board of Directors vide its meeting dated February 07, 2019 for a period of 5 years with effect from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2024 (both days inclusive) subject to the approval of members of the Company at the ensuing AGM.



II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson / Executive/Non-Executive / independent / Nominee)	Date of Appointment as member of the Committee
Audit Committee	Dr. Indra Nath Chatterjee <sup>^</sup>	Non Executive - Independent - Chairman	September 29, 2014
	Prof. (Dr.) Surabhi Banerjee	Non Executive - Independent	May 25, 2017
	Ms. Namrata Ashok Chotrani	Non Executive - Non Independent	December 14, 2017
	Mr. Alok Chauthmal Churiwala	Non Executive - Independent	August 14, 2018
<sup>^</sup> Dr. Indra Nath Chatterjee was appointed as Chairman of the Audit Committee effective March 06, 2017			
Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Date of Appointment as member of the Committee
Nomination and Remuneration Committee	Dr. Indra Nath Chatterjee <sup>@</sup>	Non Executive - Independent - Chairman	September 29, 2014
	Prof. (Dr.) Surabhi Banerjee	Non Executive - Independent	November 21, 2017
	Ms. Namrata Ashok Chotrani	Non Executive - Non Independent	December 14, 2017
<sup>@</sup> Dr. Indra Nath Chatterjee was appointed as Chairman of the Nomination and Remuneration Committee effective April 24, 2018			
Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment as member of the Committee
Stakeholders' Relationship Committee	Prof. (Dr.) Surabhi Banerjee <sup>#</sup>	Non Executive – Independent - Chairperson	June 01, 2017
	Mr. Siddhartha Roy Burman	Executive	June 01, 2017
	Mr. Ritoban Roy Burman	Non Executive - Non Independent	December 14, 2017
<sup>#</sup> Prof. (Dr.) Surabhi Banerjee was appointed as Chairperson of the Stakeholders' Relationship Committee effective April 24, 2018			
III. Meetings 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 any two consecutive meetings (in number of days)	
02.11.2018	07.02.2019 and 26.03.2019	96 (02.11.2018 to 07.02.2019)	



**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>
07.02.2019 and 26.03.2019	Yes	02.11.2018	96 (02.11.2018 to 07.02.2019)

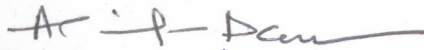
**V. Related Party Transactions**

<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**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination and remuneration committee
  - Stakeholders relationship committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- 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
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors

For Khadim India Limited




**Abhijit Dan**  
**Company Secretary and Compliance Officer**  
 ICSI Membership No.- A21358

**KHADIM INDIA LIMITED**

**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>	
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.	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</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)	Yes
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)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
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)	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
<b>III. Affirmations</b>		
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.		
For Khadim India Limited		
 <b>Abhijit Dan</b> <b>Company Secretary and Compliance Officer</b> ICSI Membership No.- A21358		

