

October 15, 2019

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 September 30, 2019

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended September 30, 2019.

We request you to take the same on your records.

Thanking you,

Yours faithfully,

For **Khadim India Limited**



Abhijit Dan
Company Secretary & Head - Legal
Membership No.: A21358

KHADIM INDIA LIMITED

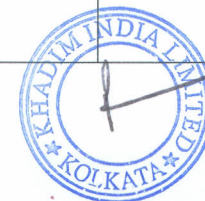
REGD. OFFICE : 'KANKARIA ESTATE', 5TH FLOOR, 6, LITTLE RUSSELL STREET
KOLKATA-700 071, INDIA, Tel No. + 91-33-4009 0501, Fax No. + 91-33-4009 0500
E-mail : frontoffice@khadims.com; Website : www.khadims.com
CIN : L19129WB1981PLC034337

Report on Corporate Governance for the quarter ended September 30, 2019

- 1) Name of the Entity: **Khadim India Limited**
 2) Quarter Ending: **September 30, 2019**

I. Composition of Board of Directors

Title (Mr. / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non - Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No of Directorship in listed entities including Khadim India Limited [in reference to Regulation 17A(1) of Listing Regulations]	No of Independent Directorship in listed entities including Khadim India Limited [in reference to proviso to regulation 17A(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, Promoter	April 01, 2005	April 1, 2019	N.A.	N.A.	November 19, 1961	1	-	1	-
Dr.	Indra Nath Chatterjee [£]	ABWPC5159K 00122677	Non Executive - Independent	September 29, 2014	September 29, 2019	N.A.	60 Months	June 16, 1944	1	1	1	1
Prof. (Dr.)	Surabhi Banerjee	ADZPB9380Q 07829304	Non Executive - Independent	May 25, 2017	N.A.	N.A.	29 Months	October 29, 1951	1	1	2	1
Ms.	Namrata Ashok Chotrani [#]	AFEPC4409A 00390845	Non Executive - Non Independent	December 14, 2017	N.A.	September 11, 2019	N.A.	September 26, 1985	-	-	-	-

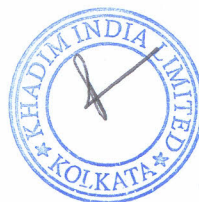


Mr.	Ritoban Roy Burman	AYEPB3056D 08020765	Non Executive – Non Independent	December 14, 2017	N.A.	N.A.	N.A.	June 04, 1992	1	-	1	-
Mr.	Alok Chauthmal Churiwala	AAAPC7107J 02043221	Non Executive - Independent	May 11, 2018	N.A.	N.A.	17 Months	July 18, 1969	1	1	1	-
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to Managing Director or CEO - Yes												

* Re-appointment of Mr. Siddhartha Roy Burman as “Chairman & Managing Director” (also as “Whole-time Key Managerial Personnel”) of the Company for a period of 5 years with effect from April 01, 2019 had been confirmed by the members of the Company at its Annual General Meeting held on August 08, 2019.

£ 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.

Ms. Namrata Ashok Chotrani resigned from the Board w.e.f. September 11, 2019 due to personal reason and consequently ceased to be the member of various committees of the Company. The Company is in search / process of appointing a new director in order to fulfil the criteria of minimum number of directors to be appointed as per Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive/Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
Audit Committee	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.
		Ms. Namrata Ashok Chotrani	Non Executive - Non Independent	December 14, 2017	September 11, 2019
		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.					
Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Date of Appointment as member of the Committee	Date of Cessation
Nomination & Remuneration Committee	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.
		Ms. Namrata Ashok Chotrani	Non Executive - Non Independent	December 14, 2017	September 11, 2019
		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.					



Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment as member of the Committee	Date of Cessation
Stakeholders' Relationship Committee	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.

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	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
17.05.2019	06.08.2019	Yes	5	3	80 (17.05.2019 to 06.08.2019)
-	11.09.2019	Yes	4	3	-

IV. Meetings of Committees

Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
06.08.2019	17.05.2019	Yes	4	3	80 (17.05.2019 to 06.08.2019)



V. Related Party Transactions

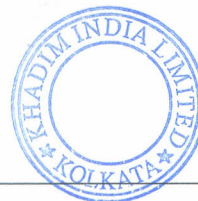
<i>Subject</i>	<i>Compliance Status(Yes/No/NA)</i>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except minimum number of directors criteria as per Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to resignation of Ms. Namrata Ashok Chotrani, Non-Executive Non- Independent Director of the Company effective September 11, 2019. Consequently, the Company is in search / process of appointing a new Director in order to fulfil the aforesaid criteria.
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 Capitalisation as on March 31, 2019.
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**

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



Compliance Report on Corporate Governance
(Relating to the half year ended September 30, 2019)

[As per Annexure III to SEBI Circular No. **SEBI/HO/CFD/CMD1/CIR/P/2019/78** dated July 16, 2019]

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
For Khadim India Limited  Abhijit Dan Company Secretary and Compliance Officer Membership No. A21358		
