

KDDL LIMITED

CORPORATE GOVERNANCE REPORT FOR THE QUARTER/ HALF YEAR ENDED 30TH SEPTEMBER 2017

1. Name of Listed Entity **- KDDL Limited**
2. Quarter ending **- 30-Sep-2017**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Yashovardhan Saboo	00012158	ADYPS5461Q	C & ED	01-Apr-2017			2	2	0
Mr.	Sanjeev Kumar Masown	03542390	ACEPM4152F	ED	30-May-2016		3	1	1	0
Mr.	Jagesh Khaitan	00026264	AGCPK0119N	NED,ID	06-Aug-2014		5	2	1	1
Mr.	Anil Khanna	00012232	ABAPK1432F	NED,ID	06-Aug-2014		5	1	1	1
Mrs.	Ranjana Agarwal	03340032	AAFPA1896D	NED,ID	06-Aug-2014		5	3	2	1
Mr.	Praveen Gupta	01885287	ADWPG9118L	NED,ID	24-Aug-2015		5	1	0	0
Mr.	Vishal Satinder Sood	01780814	AMSPS9805K	NED,ND	02-Sep-2015			3	0	0
Mr.	Jai Vardhan Saboo	00025499	EGZPS6224R	NED	11-Aug-2017			1	0	0
Mr.	Sanjiv Sachar	02013812	AAAPS9469B	NED,ID	11-Aug-2017		5	1	0	0

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Yashovardhan Saboo	C & ED	Member
2	Ranjana Agarwal	NED,ID	Member
3	Anil Khanna	NED,ID	Member
4	Jagesh Khaitan	NED,ID	Chairperson

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjeev Kumar Masown	ED	Member
2	Anil Khanna	NED,ID	Chairperson
3	Yashovardhan Saboo	C & ED	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Praveen Gupta	NED,ID	Member
2	Sanjiv Sachar	NED,ID	Member
3	Ranjana Agarwal	NED,ID	Member
4	Jagesh Khaitan	NED,ID	Chairperson

III. Meeting 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>
		72
	11-08-2017	34
	14-09-2017	
30-May-2017		

IV. Meeting of Committees				
<i>Name of the committee</i>	<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 (in number of days)</i>
Audit Committee	11-08-2017 14-09-2017	yes	30-May-2017	72 34

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - 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. - **Yes**
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.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Nil

Name : R K SOOD
Designation : Company Secretary

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

Name : **R.K.SOOD**
Designation : **Company Secretary**