

**KDDL LIMITED**  
**CORPORATE GOVERNANCE REPORT**

1. **NAME OF LISTED ENTITY** : KDDL LIMITED  
2. **QUARTER ENDING** : 30<sup>th</sup> SEPTEMBER 2016

**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 this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajendra Kumar Saboo	ADYPS5460R 00012194	Chairman	1-12-2013		1	1	-
Mr.	Yashovardhan Saboo	ADYPS5461Q 00012158	Executive	1-4-2014		2	2	-
Mr.	Sanjeev Kumar Masown	ACEPM4152E 03542390	Executive	30-05-2016		1	1	-
Mr.	Chandra Mohan	ABOPM0675J 00017621	Non- Executive/ Independent	6-8-2014	4 years	3	2	-
Mr.	Jagesh Khaitan	AGCPK0119N 00026264	Non- Executive/ Independent	6-8-2014	5 years	2	1	1
Mr.	Anil Khanna	ABAPK1432F 00012232	Non- Executive/ Independent	6-8-2014	5 years	1	1	1
Ms.	Ranjana Agarwal	AAFPA1896D 03340032	Non- Executive/ Independent	6-8-2014	5 years	2	2	1
Mr	Praveen Gupta	ADWPG9118L 01885287	Non- Executive/ Independent	24-8-2015	5 years	1	-	-
Mr.	Vishal Satinder Sood	AMSPS9805K 01780814	Nominee	2-9-2015		-	-	-

§PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. COMPOSITION OF COMMITTEES

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
1. Audit Committee	1. Mr. Jagesh Khaitan 2. Mr. Anil Khanna 3. Mrs. Ranjana Agarwal 4. Mr. R.K.Saboo	Chairman/ Non-Executive/ Independent Independent / Non- Executive Independent/ Non- Executive Promoter/ Executive
2. Nomination & Remuneration Committee	1. Mr. Jagesh Khaitan 2. Mr. Anil Khanna 3. Mr. Chandra Mohan	Chairman/ Independent / Non Executive Independent/ Non Executive Independent / Non Executive
3. Risk Management Committee(if applicable)	-	-
4. Stakeholders Relationship Committee'	1. Mr. Anil Khanna 2. Mr. Yashovardhan Saboo 3. Mr. Sanjeev Masown	Chairman/ Independent/ Non- Executive Executive/ Managing Director Executive/ Whole Time Director-CUM- Chief Financial Officer

§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category, write all categories separating them with hyphen.

## 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 meetings in number of days*</i>
02-05-2016 30-05-2016	12-08-2016	<b>73</b>

**IV. MEETING OF COMMITTEES**

<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>
12-08-2016	<b>Yes</b>	02-05-2016 30-05-2016	<b>73</b>

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. RELATED PARTY TRANSACTIONS**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</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	Yes

**Note**

- 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.
- If status is "No" details of non-compliance may be given here.

**VI. AFFIRMATIONS**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee **YES**
  - Nomination & remuneration committee **YES**
  - Stakeholders relationship committee **YES**

- d. Risk management committee (applicable to the top 100 listed entities) **N.A.**
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments /observations /advice of Board of Directors may be mentioned here. **Yes, No comments from Board of Directors.**

**Name & Designation**

**(R.K.Sood)**  
**Company Secretary**