

**KDDL LIMITED**  
**CORPORATE GOVERNANCE REPORT**  
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **KDDL Limited**  
2. Quarter ending - **31-Dec-2016**

<b>I. Composition of Board of Directors</b>										
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-2014			2	2	0
Mr.	Sanjeev Kumar Masown	03542390	ACEPM4152F	ED	30-May-2016			1	1	0
Mr.	Jagesh Khaitan	00026264	AGCPK0119N	ID	06-Aug-2014		5	2	1	1
Mr.	Anil Khanna	00012232	ABAPK1432F	ID	06-Aug-2014		5	1	1	1
Mrs.	Ranjana Agarwal	03340032	AAFPA1896D	ID	06-Aug-2014		5	3	2	1
Mr.	Praveen Gupta	01885287	ADWPG9118L	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	12-Dec-2016			1	0	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Jagesh Khaitan	ID	Chairperson
2	Anil Khanna	ID	Member
3	Ranjana Agarwal	ID	Member

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

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

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Jagesh Khaitan	ID	Chairperson
2	Anil Khanna	ID	Member
3	Ranjana Agarwal	ID	Member

<b>III. Meeting 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>Maximum gap between any two consecutive (in number of days)</i>
		55
12-Aug-2016	07-Oct-2016	
12-Aug-2016	12-Nov-2016	
	12-Dec-2016	

<b>IV. Meeting of Committees</b>				
<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>
				91
Audit Committee	12-Nov-2016	yes	12-Aug-2016	
Nomination & Remuneration Committee	12-Dec-2016	yes		

<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	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**