



National Stock Exchange Of India Limited

Date of

04-Jul-2023

NSE Acknowledgement

| | |
|--------------------------------|-------------------------|
| Symbol:- | KHAITANLTD |
| Name of the Company: - | Khaitan (India) Limited |
| Submission Type:- | Corporate Governance |
| Quarter/Period Ended: - | 30-Sep-2019 |
| Date of Submission:- | 2019-10-14 15:46:38 |
| NEAPS App. No:- | 57245 |

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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Khaitan (India) Limited**
 2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

| Title (Mr. / Ms) | Name of the Director | DIN | PAN | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Tenure | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17 (1 A) of Listing Regulations] | Date of passing special resolution | No. of Directorship in listed entities included in this listed entity [in reference to Regulation 17 A (1)] | No. of Independent Directorship in listed entities included in this listed entity | No. of memberships in Audit/ Stakeholder Committee(s) included in this listed entity | No. of posts of Chairperson in Audit / Stakeholder Committee | Memberships in Committees of the Company | Remarks | |
|------------------|----------------------|-----|-----|----------------------------------------------------------------------------|--------------|-----------------------------|---------------------|--------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------|---------|--|
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| | T A N | | | | | | | | | | | | | | | | | | | | | | | | ted as Ex ecu tiv e dir ect or of the Co mp any w.e .f 01s t Oct obe r 20 17. Mr. Sra wa n Ku ma r Jaj odi a resi gne d as dir ect or of the co mp any w.e .f 21. 11. 20 17 |
|--|-------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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|-------|----------------------------------------------------------|--------------------------------------|------------------------------------------------|----|--|-------------------------------------------------|---------------------------------------------|--------|---------------------------------------------|--|--|--|--|--|--|--|--|---|---|---|---|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mrs . | S U J A T A S A R K A R | 0 8 1 7 3 5 3 5 | A W Y P S 4 7 6 3 J | ID | | 0 7 - J u l- 2 0 1 8 | 07 - J u l- 2 0 1 8 | 6 0 | 14 - J u l- 1 9 7 5 | | | | | | | | | 1 | 1 | 2 | 0 | AC ,S C, NR C | Mr s. S u j a t a S a r k a r h a s b e e n a p p o i n t e d a s N o n E x e c u t i v e I n d e p e n d e n t A d d i t i o n a l D i r e c t o r w. e .f 07. 07. 20 18. S h e h a s b e e n i n d u c t e d a s m e m b e r o f A u d i t |
|-------|----------------------------------------------------------|--------------------------------------|------------------------------------------------|----|--|-------------------------------------------------|---------------------------------------------|--------|---------------------------------------------|--|--|--|--|--|--|--|--|---|---|---|---|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

a. Audit Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1 | SUJATA SARKAR | ID | Member | 07-Jul-2018 | |
| 2 | SUNAY KRISHNA KHAITAN | C & ED | Member | 13-Feb-2018 | |
| 3 | SANDIP CHATTERJEE | ID | Chairperson | 27-Apr-2018 | |

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|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks | Mrs. Sujata Sarkar has been appointed as Non Executive Independent Additional, women Director w.e.f 07.07.2018. She has been inducted as member of Audit Committee, Stakeholder Relationship Committee and Nomination Remuneration Committee w.e.f 07.07.2018. Mrs. Sulekha Dutta resigned from the Board w.e.f 09.07.2018. Subsequent to her resignation she ceases to be member of the Audit Committee, Stakeholders relationship Committee and Nomination Remuneration Committee. |
| Whether Regular chairperson appointed | No |

b. Stakeholders Relationship Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1 | SUJATA SARKAR | ID | Member | 27-Apr-2018 | |
| 2 | SANDIP CHATTERJEE | ID | Chairperson | 07-Jul-2018 | |
| 3 | SUNAY KRISHNA KHAITAN | C & ED | Member | 13-Feb-2018 | |

| | |
|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks | Mrs. Sujata Sarkar has been appointed as Non Executive Independent Additional, women Director w.e.f 07.07.2018. She has been inducted as member of Audit Committee, Stakeholder Relationship Committee and Nomination Remuneration Committee w.e.f 07.07.2018. Mrs. Sulekha Dutta resigned from the Board w.e.f 09.07.2018. Subsequent to her resignation she ceases to be member of the Audit Committee, Stakeholders relationship Committee and Nomination Remuneration Committee. |
| Whether Regular chairperson appointed | No |

c. Risk Management Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|

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|---------------------------------------|----------------|
| Company Remarks | Not Applicable |
| Whether Regular chairperson appointed | No |

d. Nomination and Remuneration Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1 | SUJATA SARKAR | ID | Member | 27-Apr-2018 | |
| 2 | SANDIP CHATTERJEE | ID | Chairperson | 07-Jul-2018 | |
| 3 | SUNAY KRISHNA KHAITAN | C & ED | Member | 13-Feb-2018 | |

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|-----------------|--------------------------------------------------------------------|
| Company Remarks | Mrs. Sujata Sarkar has been appointed as Non Executive Independent |
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| | Additional, women Director w.e.f 07.07.2018. She has been inducted as member of Audit Committee, Stakeholder Relationship Committee and Nomination Remuneration Committee w.e.f 07.07.2018. Mrs. Sulekha Dutta resigned from the Board w.e.f 09.07.2018. Subsequent to her resignation she ceases to be member of the Audit Committee, Stakeholders relationship Committee and Nomination Remuneration Committee. |
| Whether Regular chairperson appointed | No |

iii. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present (All directors including Independent Director) | No. of Independent Directors attending the meeting |
|-------------------------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------|
| 06-Apr-2019 | Yes | | 3 | 2 |
| 29-May-2019 | Yes | | 3 | 2 |

| | |
|-------------------------------------------------------------|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 75 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors present (All directors including Independent Director) | Number of Independent directors attending the meeting | Number of Members attending the Meeting (Other than Board of Directors) |
|-------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------------|
| Audit Committee | 06-Apr-2019 | Yes | | 3 | 2 | |
| Audit Committee | 29-May-2019 | Yes | | 3 | 2 | |
| Nomination & Remuneration Committee | 06-Apr-2019 | Yes | | 3 | 2 | |
| Nomination & Remuneration Committee | 29-May-2019 | Yes | | 3 | 2 | |

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| Company Remarks | In relation to composition of Audit Committee and Nomination Remuneration Committee, the company have sufficient number of Non Executive Independent Director. |
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| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 75 |
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v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--------------------------------------------------------------------------------------------------------|--------------------------------------|---------------|
| 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 | |

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| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
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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 1000 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:

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| The Board is the process of shortlisting suitable Independent Non Executive Woman director. |
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Name : **Sunay Krishna Khaitan**
Designation : **Director**

ANNEXURE III

Affirmations

| Broad Heading | Regulation Number | Compliance Status | Company Remark |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------|-----------------------|
| 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 | |

Note:

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Name : Pradip Halder
Designation : Company Secretary

ANNEXURE IV

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| %symbol% | %companyName% | %quarterEnded% |
|----------|---------------|----------------|

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Aggregate amount advanced during six months | | | | Balance outstanding at the end of six months | | | |
|--------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------|
| <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> | <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> |
| | | | | | | | |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|-------------------------------------------------------------------------------|---------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------|
| <i>Promoter or any other entity controlled by them</i> | | | |
| <i>Promoter Group or any other entity controlled by them</i> | | | |
| <i>Directors (including relatives) or any other entity controlled by them</i> | | | |
| <i>KMPs or any other entity controlled by them</i> | | | |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of Security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|-------------------------------------------------------------------------------|--------------------------------------|--------------------------------------------------------|----------------------------------------------|
| <i>Promoter or any other entity controlled by them</i> | | | |
| <i>Promoter Group or any other entity controlled by them</i> | | | |
| <i>Directors (including relatives) or any other entity controlled by them</i> | | | |
| <i>KMPs or any other entity controlled by them</i> | | | |

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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| Affirmations |
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| <i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i> |

| Company Remarks in case of non-compliant status |
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| Name: Designation: anx4Designation Place: Date: |
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