



# KESORAM TEXTILE MILLS LIMITED

Regd. Office & Factory : 42, GARDEN REACH ROAD, KOLKATA - 700 024

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E-mail : office@kesoramtextiles.in, ktmltext@gmail.com, Web : www.kesoramtextiles.in

KTML/SE/Reg27(2)/2025-2026

12<sup>th</sup> January, 2026

The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
Kolkata – 700001  
(Scrip code – 10021378)

Dear Sir,

In Compliance of the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith a copy of the Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2025.

Thanking you,

Yours faithfully,

For KESORAM TEXTILE MILLS LIMITED

*Vinamrata Agrawal*

Vinamrata Agrawal  
Company Secretary and Compliance Officer



CIN : L17114WB1999PLC089148

City Office & Share Department : 9/1, R. N. Mukherjee Road, Kolkata - 700 001 • Phone Nos. : +91 33 2243 5453 / 2242 9454  
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## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)

1	Mrs.	Ritu Bajaj	AFQPK7591F	02167982	Non-Executive - Non Independent Director	Not Applicable	20-07-1980	NA	NA	03-04-2024	31-05-2024		-	2	1	4	1
2	Mr	Uma Shankar Asopa	ACEPA4422C	00305010	Non-Executive - Independent Director	Not Applicable	16-10-1952	Yes	31-05- 2024	24-05-2012	31-05-2024		19	1	1	1	1
3	Mrs	Sarat Priya Patjoshi	AFOPP4309Q	06620290	Non-Executive - Independent Director	Not Applicable	04-04-1965	NA	NA	04-02-2016	22-06-2021		119	2	2	4	0

Whether the listed entity has a Regular Chairperson : Yes

Whether Chairperson is related to MD or CEO : No

^ PAN of any director would not be displayed on the website of Stock Exchange.

\* 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.

\*\* For the purpose of clarity, a Director counted as Chairman/Chairperson of a Committee has not been again counted as a Member of the Committee in which he/she is a counted Chairman / Chairperson.



## II. Composition of Committees

A) Audit Committee :-

Whether the Audit Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00305010	Uma Shankar Asopa	Non-Executive - Independent Director	Chairman	02-08-2012	
2	02167982	Ritu Bajaj	Non-Executive - Non Independent Director	Member	03-04-2024	
3	06620290	Sarat Priya Patjoshi	Non-Executive - Independent Director	Member	11-11-2016	

B) Nomination and Remuneration Committee :-

Whether the Nomination and Remuneration Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	06620290	Sarat Priya Patjoshi	Non-Executive - Independent Director	Chairperson	23-05-2019	
2	02167982	Ritu Bajaj	Non-Executive - Non Independent Director	Member	03-04-2024	
3	00305010	Uma Shankar Asopa	Non-Executive - Independent Director	Member	02-08-2012	

C) Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00305010	Uma Shankar Asopa	Non-Executive - Independent Director	Chairman	23-05-2019	
2	06620290	Sarat Priya Patjoshi	Non-Executive - Independent Director	Member	23-05-2019	
3	02167982	Ritu Bajaj	Non-Executive - Non Independent Director	Member	03-04-2024	



## III. Meeting of Board of Directors

Sr	Date(s) of Meeting (enter dates of previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	05-07-2025		Yes	2	1
2	05-11-2025	122	Yes	2	1

\* to be filled in only for the current quarter meetings

## IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	05-07-2025		Yes	2	1
2	Audit Committee	05-11-2025	122	Yes	2	1

\* to be filled in only for the current quarter meetings

## V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Disclosure of notes on related party transactions:** Details of RPT entered into from 01.10.2025 to 31.12.2025 pursuant to omnibus approval has been reviewed by the Audit Committee in the Audit Committee Meeting held on 05.07.2025. Preceeding Quarter transactions i.e. from 01.07.2025 to 30.09.2025 were reviewed by the Committee at their Meeting held on 05.11.2025



Details of Cyber security incidence		
Whether as Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been Cyber Security incidents or breaches or loss of data or documents during the quarter		NO
Date of the event		Brief details of the event



**Annexure I**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	No
6	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
7	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
8	The report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Name of Signatory: Vinamrata Agrawal**

*Vinamrata Agrawal*

**Company Secretary and Compliance Officer**

**Place:** Kolkata

**Date:** 12-01-2026

