



B K BIRLA GROUP OF COMPANIES

# KESORAM TEXTILE MILLS LIMITED

CIN No. L17114WB1999PLC089148

Regd. Office & Factory : 42, GARDEN REACH ROAD, KOLKATA - 700 024,  
Phone : 2469-7825/2489-3472 ★ TELEFAX 2469 6788

Email : [office@kesoramtextiles.in](mailto:office@kesoramtextiles.in), [ktmltext@gmail.com](mailto:ktmltext@gmail.com) ★ Website : [kesoramtextiles.in](http://kesoramtextiles.in)

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

21<sup>st</sup> April, 2025

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> March, 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 : 2243-5453, 2242-9454  
Fax : 2210 9455 [sharedepartment@kesoramtextiles.in](mailto:sharedepartment@kesoramtextiles.in)

## 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	10	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	110	2	2	4	0	

Whether the listed entity has a Regular Chairperson : Yes
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Whether Chairperson is related to MD or CEO : No
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^ 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	Chairperson	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	04-10-2024		Yes	2	1
2	06-01-2025	93	Yes	3	2
3	26-03-2025	78	Yes	3	2

\* 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	04-10-2024		Yes	2	1
2	Audit Committee	06-01-2025	93	Yes	3	2
3	Stakeholders Relationship Committee	06-01-2025	89	Yes	3	2

\* 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 01.01.2025 to 31.03.2025 pursuant to omnibus approval has been reviewed by the Audit Committee in the Audit Committee Meeting held on 07.04.2025. Preceding Quarter transactions i.e. from 01.10.2024 to 31.12.2024 were reviewed by the Committee at their Meeting held on 06.01.2025



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



## 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



Company Secretary and Compliance Officer



Place: Kolkata

Date: 21-04-2025

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sl	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
2	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.kesoramtextiles.in/pdf/policies/T-and-C-for-appointment-of-independent-directors.pdf">https://www.kesoramtextiles.in/pdf/policies/T-and-C-for-appointment-of-independent-directors.pdf</a>
3	Composition of various committees of board of directors	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.kesoramtextiles.in/pdf/policies/code-of-conduct.pdf">https://www.kesoramtextiles.in/pdf/policies/code-of-conduct.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.kesoramtextiles.in/pdf/policies/whistle-blower-policy.pdf">https://www.kesoramtextiles.in/pdf/policies/whistle-blower-policy.pdf</a>
6	Criteria of making payments to non-executive directors	NA	-
7	Policy on dealing with related party transactions	Yes	<a href="https://www.kesoramtextiles.in/pdf/policies/related-party-transaction-policy.pdf">https://www.kesoramtextiles.in/pdf/policies/related-party-transaction-policy.pdf</a>
8	Policy for determining 'material' subsidiaries	NA	-
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.kesoramtextiles.in/pdf/policies/familiarisation-programme-for-independent-directors.pdf">https://www.kesoramtextiles.in/pdf/policies/familiarisation-programme-for-independent-directors.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
12	Financial results	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
13	Shareholding pattern	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
16	Audio or video recordings and transcripts of post earnings/quarterly calls	NA	-
17	New name and the old name of the listed entity	NA	
18	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
19	Credit rating or revision in credit rating obtained	NA	-
20	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
21	Secretarial Compliance Report	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
22	Materiality Policy as per Regulation 30 (4)	Yes	<a href="https://www.kesoramtextiles.in/pdf/policies/policy-on-materiality-of-events.pdf">https://www.kesoramtextiles.in/pdf/policies/policy-on-materiality-of-events.pdf</a>
23	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
24	Disclosures under regulation 30(8)	Yes	<a href="https://www.kesocorp.com/DOCS/corporate-announcements.php">https://www.kesocorp.com/DOCS/corporate-announcements.php</a>
25	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
26	Dividend Distribution policy as per Regulation 43A(1)	NA	-
27	Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
28	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>
29	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.kesoramtextiles.in/">https://www.kesoramtextiles.in/</a>



## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
26	Meeting of Risk Management Committee	21(3A)	NA
27	Quorum of Risk Management Committee meeting	21(3B)	NA
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	Yes
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	NA
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes





Additional Half Yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	-		
<b>I. Disclosure of Loans/ guarantees/comfort letters/ Securities etc. refer note below</b>			
<b>(A). Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(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</b>			
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)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them	Guarantee	2500000000	2500000000
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan or any other form of debt availed By</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them	Land mortgage	2500000000	2500000000
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0
<b>(D). Additional Information</b>			
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter		Yes	
Name	S K Choubey		
Designation	CFO		
Place	Kolkata		
Date	21-04-2025		

