



KAUSHAL INVESTMENTS LIMITED

"JAJODIA TOWER", 4th Floor, Room No. D-8, 3, Bentinck Street, Kolkata - 700 001
Phone : 2248-5664, E-mail : info@kaushalinvest.com, Website : www.kaushalinvest.com

CIN : L65993WB1981PLC033363

Date: 11th April, 2019

The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700001

Dear Sir/ Madam,

Sub: Corporate Governance Report for the quarter ended March 31, 2019.

As per regulation 27 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 please find the enclosed herewith the Corporate Governance Report for the quarter ended March 31, 2019

Kindly take note of the same.

Thanking you.

Yours faithfully,

For Kaushal Investments Limited

Dipak Kumar Kajrewal

Dipak Kumar Kajrewal
Managing Director.

Encl: As above

Quarterly Report on Corporate Governance

1. Name of Listed Entity: **Kaushal Investments Limited** (L65993WB1981PLC033363)
2. Quarter ending: 31st March, 2019

1. 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)	
1.Mr.	Jitendra Kumar Goyal	ADPPG5884Q DIN:00468744	Non-Executive - Director	29/08/2017		04	04	02	
2.Mr.	Vidhu Bhushan Verma	ABNPV8206D DIN:00555238	Non-Executive-Independent Director	30/09/2015	3.6 Years	03	03	03	
3.. Mr.	Mahesh Kumar Kejrival	AFOPK1188G DIN:07382906	Non-Executive-Independent Director	29/08/2017	1.7Year	03	04	02	
4.Ms	Ritu Agarwal	APJPA3829BD DIN:08143534	Non-Executive – Independent Director	30/05/2018	10 Months	02	03	00	
5. Mr.	Dipak Kumar Kajrewal	DVZPK2928C DIN: 08280264	Executive - Director (Managing Director)	14/11/2018		02	NI	NIL	

*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			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) §	
1. Audit Committee	1. Mr. Vidhu Bhushan Verma 2. Mr. Jitendra Kumar Goyal 3. Ms. Ritu Agarwal 4. Mr. Mahesh Kumar Kejriwal	Chairman- Non-Executive- Independent Director Non-Executive- Director Non-Executive- Independent Director Non-Executive- Independent Director	
2. Nomination & Remuneration Committee	1. Mr. Vidhu Bhushan Verma 2. Ms. Ritu Agarwal 3. Mr. Jitendra Kumar Goyal 4. Mr. Mahesh Kumar Kejriwal	Chairman- Non-Executive- Independent Director Non-Executive- Independent Director Non-Executive- Director Non-Executive- Independent Director	
3. Risk Management Committee (if applicable)		N.A	
4. Stakeholders Relationship Committee'	1. Mr. Jitendra Kumar Goyal 2. Mr. Vidhu Bhushan Verma 3. Mr. Mahesh Kumar Kejriwal	Chairman- Non-Executive Director Non-Executive – Independent Director Non-Executive – Independent Director	
§ 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			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
14/11/2019	14/02/2019	91	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14/02/2019 (Audit Committee)	Yes 1. Mr. Vidhu Bhushan Verma 2. Mr. Jitendra Kumar Goyal 3. Miss. Ritu Agarwal 4. Mr. Mahesh Kumar Kejriwal	12/11/2018	93



<p>14/02/2019 (Nomination & Remuneration Committee)</p> <p>14/02/2019 (Stakeholders Relationship Committee)</p>	<p>Yes</p> <p>1. Mr. Vidhu Bhushan Verma 2. Mr. Jitendra Kumar Goyal 3. Miss. Ritu Agarwal 4. Mr. Mahesh Kumar Kejriwal</p>	<p>12/11/2018</p> <p>93</p>
<p>Subject</p>		
<p>Whether prior approval of audit committee obtained</p>	<p>Compliance status</p>	
<p>Whether shareholder approval obtained for material RPT</p>	<p>YES</p>	
<p>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</p>	<p>NA</p>	
<p>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</p>	<p>YES</p>	
<p>Note</p>		
<p>1. 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.</p>		
<p>2. If status is "No" details of non-compliance may be given here.</p>		
<p>VI. Affirmations</p>		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p>		



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.
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.
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:



Name & Designation : Dipak Kumar Kajrewal
Managing Director

I. Disclosure on website in terms of Listing Regulations		Regulation Number	Compliance Status (Yes/No/NA) ^{refer note below}
Item			
Details of business			
Terms and conditions of appointment of independent directors			
Composition of various committees of board of directors			
Code of conduct of board of directors and senior management personnel			
Details of establishment of vigil mechanism/ Whistle Blower policy			
Criteria of making payments to non-executive directors			
Policy on dealing with related party transactions			
Policy for determining 'material' subsidiaries			
Details of familiarization programmes imparted to independent directors			
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances			
Email address for grievance redressal and other relevant details			
Financial results			
Shareholding pattern			
Details of agreements entered into with the media companies and/or their associates			
New name and the old name of the listed entity			
II. Annual Affirmations			
Particulars		Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'		16(1)(b) & 25(6)	Yes
Board composition		17(1)	Yes
Meeting of Board of directors		17(2)	Yes
Review of Compliance Reports		17(3)	Yes
Plans for orderly succession for appointments		17(4)	Yes
Code of Conduct		17(5)	Yes
Fees/compensation		17(6)	Yes



Corporate Governance Report

Annexure-II

Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 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.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here



III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Name & Designation : **DIPAK KUMAR KAUREWAL**
Managing Director