

# Kalpataru Engineering Ltd.

18, Rabindra Sarani Poddar Court, Gate No. 4, 4th Floor, Room No. 4 Kolkata-700001

CIN No. L27104WB1980PLC033133; Website: www.kalpataruengineering.co.in

Email ID: kalpataruenggltd@gmail.com; Phone: (033) 4001-9900

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Dated: 10<sup>th</sup> January, 2019

To  
The Calcutta Stock Exchange Ltd  
7, Lyons Range,  
Kolkata - 700 001

Dear Sir/ Madam,

**Sub: Corporate Governance Report as under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> December, 2018.**

**Script Code: 021104**

Please find enclosed herewith the Compliance Report on Corporate Governance as under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in prescribed format for the year and quarter ended 31.12.2018.

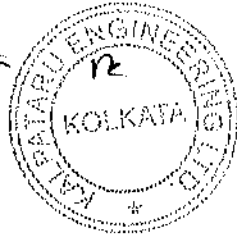
Thanking You.

Yours faithfully,

For Kalpataru Engineering Ltd.

*Barkha Jain*

Barkha Jain  
Company Secretary



## ANNEXURE-II

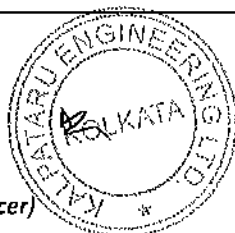
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	NA	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	YES	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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
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)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	NA
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
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)	NA
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
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.		

FOR KALPATARU ENGINEERING LTD



BARKHA JAIN

(Company Secretary/Compliance Officer)

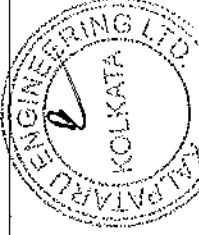


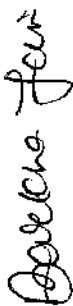

## Corporate Governance Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: KALPATARU ENGINEERING LTD.

2. Quarter ending: 31/12/2018

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / independent / in-dependent / Nominee) <sup>&amp;</sup>	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)	
Mrs.	SUNITADEVI BIMALKUMAR PATODIA	AIQPP4767R	07589465 Non-Executive / Chairperson	30/05/2017	N.A	1	2	NIL	
Mrs.	BHAKTI SOMIYA	BXPPS4406P	06957470 Independent	31/03/2015	45 Months	1	2	2	
Mr.	BIMALKUMAR BAJRANGLAL PATODIA	AIPPP8604C	07555097 Whole time Director	20/07/2016	28 Months	1	2	NIL	
Mr.	NIRAV PARMAR	EENPP2552B	08045836 Independent	10/01/2018		-	-	-	
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.									



V. Related Party Transactions		Compliance status (Yes/No/NA)refer note below
Subject		
Whether prior approval of audit committee obtained		NA
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA
<p>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.</p>		
<b>VI. Affirmations</b>		
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>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.</li> <li>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.</li> <li>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:</li> </ol>		
For Kalpataru Engineering Ltd.   <b>BARKHA JAIN</b> (Company Secretary/ Compliance Officer)*		

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Mrs. Bhakti Somiya 2. Mrs. Sunitadevi Bimalkumar Patodia 3. Mr. Nirav Parmar	Independent Director (Chairperson) Executive Director Independent Director
2. Nomination & Remuneration Committee	1. Ms. Bhakti Somiya 2. Mrs. Sunitadevi Bimalkumar Patodia 3. Mr. Nirav Parmar	Independent Director (Chairperson) Executive Director Independent Director
3. Stakeholders Relationship Committee'	1. Ms. Bhakti Somiya 2. Mrs. Sunitadevi Bimalkumar Patodia 3. Mr. Nirav Parmar	Independent Director (Chairperson) Executive Director 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)
11 <sup>th</sup> August, 2018 03 <sup>rd</sup> September, 2018	09 <sup>th</sup> November, 2018	66

### IV. Meeting of Committees

Audit Committee		
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
09 <sup>th</sup> November, 2018	Yes, All members were present	11 <sup>th</sup> August, 2018
		89
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional		

### Nomination & Remuneration Committee

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*
09 <sup>th</sup> November, 2018	Yes, All members were present		

