

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

1. Name of Listed Entity: **KALPATARU ENGINEERING LTD.**2. Quarter ending: **31/03/2023**

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN & DIN		Category (Chairperson /Executive/Non-Executive/in-dependent/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)
Mr.	CHANDAN SHAW	JTTSP5420R	08943210	Executive Director, Chairperson	09/11/2020	0	1	2	0
Mrs.	SHYAMALI SINGH	LZSPS4870C	08943224	Non-Executive-Independent Director, Not Applicable	09/11/2020	18	1	0	0
Mrs.	BHAKTI SOMIYA	BXPPS4406P	06957470	Non-Executive-Independent Director, Not Applicable	03/03/2015	18	1	2	2
Mrs.	SAPNA SONI	LWXPS4953E	08554180	Non-Executive-Independent Director, Not Applicable	04/09/2019	33	1	2	0
Mr.	Sailen Roy	CMOPR7090H	09673558	Executive Director, Not Applicable	20/09/2022	0	1	0	0

Composition of Committees

Audit Committee			
Name of Committee members	Category	Date of Appointment	Date of Cessation
BHAKTI SOMIYA	Non-Executive-Independent Director, Chairperson	03/03/2015	
CHANDAN SHAW	Executive Director, Member	09/11/2020	
SAPNA SONI	Non-Executive -Independent Director, Member	04/09/2019	

Nomination & Remuneration Committee			
Name of Committee members	Category	Date of Appointment	Cessation
BHAKTI SOMIYA	Non-Executive -Independent Director, Chairperson	03/03/2015	
SAPNA SONI	Non-Executive -Independent Director, Member	04/09/2019	
SHYAMALI SINGH	Non-Executive -Independent Director, Member	09/11/2020	

Stakeholders Relationship Committee			
Name of Committee members	Category	Date of Appointment	Cessation
BHAKTI SOMIYA	Non-Executive -Independent Director, Chairperson	03/03/2015	
SAPNA SONI	Non-Executive -Independent Director, Member	04/09/2019	
CHANDAN SHAW	Executive Director	09/11/2020	

Risk Management Committee			
Name of Committee members	Category	Date of Appointment	Cessation

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date of Appointment	Cessation

Other Committee		
Name of Committee members	Name of other Committee	Category

Meeting of Board of Directors

Dates of Meeting	Maximum gap between any two consecutives in number of days	Whether Quorum requirement met (Yes/No)	No of Directors Present	No of Independent Director
10/11/2022	0	Yes	4	3
11/02/2023	92	Yes	5	3

Meeting of Committees

Committee Name	Dates of Meeting	Maximum gap between any two consecutives in number of days	Name of other Committee	Whether Quorum requirement met (Yes/No)	No of Directors Present	No of Independent Director
Audit Committee	10/11/2022	0	0	Yes	3	2
Audit Committee	11/02/2023	92	0	Yes	3	2
Stakeholder Relationship Committee	11/02/2023	0	0	Yes	3	2

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of Non-compliance
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	

Affirmations

Subject	Compliance Status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 100 listed entities)	No
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
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

This report and/or the report submitted in the previous quarter have been placed before Board of Directors	Yes
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Annexure I Signatory Details

Annexure I Signatory Details	
Name of Signatory	SANDEEP VERMA
Designation of Person	Company Secretary & Compliance Officer

Annexure 2

Website Affirmations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://kalpataruengineering.co.in/
2	Terms and conditions of appointment of independent directors	Yes		http://kalpataruengineering.co.in/
3	Composition of various committees of board of directors	Yes		http://kalpataruengineering.co.in/
4	Code of conduct of board of directors and senior management personnel	Yes		http://kalpataruengineering.co.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://kalpataruengineering.co.in/
6	Criteria of making payments to non-executive directors	Yes		http://kalpataruengineering.co.in/
7	Policy on dealing with related party transactions	Yes		http://kalpataruengineering.co.in/

8	Policy for determining 'material' subsidiaries	Yes		http://kalpataruengineering.co.in/
9	Details of Familiarization programmes imparted to independent directors	Yes		http://kalpataruengineering.co.in/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://kalpataruengineering.co.in/
11	email address for grievance redressal and other relevant details	Yes		http://kalpataruengineering.co.in/
12	Financial results	Yes		http://kalpataruengineering.co.in/
13	Shareholding pattern	Yes		http://kalpataruengineering.co.in/
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	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47(1)	Yes		http://kalpataruengineering.co.in/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://kalpataruengineering.co.in/
21	Materiality Policy as per Regulation 30	Yes		http://kalpataruengineering.co.in/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://kalpataruengineering.co.in/

Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of Non-Compliance
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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum for Board Meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	NA	
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)	NA	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of Directorships	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes	
Meeting Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
Meeting of Risk Management Committee	21(3A)	NA	
Vigil Mechanism	22	Yes	

Policy for related party Transaction	23(1),(1A), (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	
Disclosure of related party transactions on consolidated basis	23(9)	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)	NA	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	NA	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Directors	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	NA	
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)	NA	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Signatory Details	
Name of Signatory	SANDEEP VERMA
Designation	Company Secretary & Compliance Officer

Affirmations

Particulars	Compliance Status (Yes/No/NA)
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Signatory Details

Signatory Details		
1	Name of Signatory	SANDEEP VERMA
2	Designation	Company Secretary & Compliance Officer

