

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

1. Name of Listed Entity: **KALPATARU ENGINEERING LTD.**

2. Quarter ending: **31/03/2024**

Whether the listed entity has a Regular Chairperson				Yes												
Whether Chairperson is related to MD or CEO				No												
Title	Name of the Director	PAN & DIN		Category I of Director	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed ?	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities	Number of memberships in Audit/Stakeholder Committee(s)	No of post of Chairperson in Audit/Stakeholder Committee
Mr.	CHANDAN SHAW	JTTPS5420R	08943210	Executive Director	Chairperson		03/02/1986		09/11/2020	-		0	1	0	2	0
Mrs.	SHYAMALI SINGH	LZSPS4870C	08943224	Non-Executive-Independent Director	Not Applicable		08/06/1990		09/11/2020	-		30	1	0	0	0
Mr.	SAILEN ROY	CMOPR7090H	09673558	Executive Director	Managing Director		01/01/1973		20/09/2022	23/08/2023		0	1	0	0	0
Mrs.	GUDDI SONI	DPSPS7973Q	09814314	Non-Executive-Independent Director	Not Applicable		17/09/1982		23/08/2023	-		7	1	1	0	2
Mr.	ANIL SHAW	CDYPS5918N	08243482	Non-Executive-Independent Director	Not Applicable		08/05/1985		23/08/2023	-		7	1	1	2	0

Composition of Committees

Audit Committee Details					
Whether the Audit Committee has a Regular Chairperson				Yes	
DIN Number	Name of Committee members	Category I of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
09814314	GUDDI SONI	Non-Executive-Independent Director	Chairperson	23/08/2023	
08943210	CHANDAN SHAW	Executive Director	Member	09/11/2020	
08243482	ANIL SHAW	Non-Executive -Independent Director	Member	23/08/2023	

Nomination & Remuneration Committee					
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes	
DIN Number	Name of Committee members	Category I of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
09814314	GUDDI SONI	Non-Executive - Independent Director	Chairperson	23/08/2023	
08243482	ANIL SHAW	Non-Executive - Independent Director	Member	23/08/2023	
08943224	SHYAMALI SINGH	Non-Executive - Independent Director	Member	09/11/2020	

Stakeholders Relationship Committee					
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes	
DIN Number	Name of Committee members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
09814314	GUDDI SONI	Non-Executive - Independent Director	Chairperson	23/08/2023	
08943210	CHANDAN SHAW	Executive Director	Member	09/11/2020	
08243482	ANIL SHAW	Non-Executive - Independent Director	Member	23/08/2023	

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 (Enter Previous and current quarter date in chronological order)	Maximum gap (between dates) in number of days	Whether requirement of Quorum met (Yes/No)	No of Director(s) Present (including Independent Director(s))	No of Independent Director(s) attending the meeting
06/11/2023	0	Yes	5	3
31/01/2024	85	Yes	5	3
24/02/2024	23	Yes	5	3

Meeting of Committees						
Committee Name	Dates of Meeting (Enter Previous and current quarter date in chronological order)	Maximum gap (between dates) in number of days	Whether requirement of Quorum met (Yes/No)	No of Director(s) Present (including Independent Director(s))	No of Independent Director(s) attending the meeting	Other Committee Name
Audit Committee	06/11/2023	0	Yes	3	2	0
Audit Committee	31/01/2024	85	Yes	3	2	0
Nomination & Remuneration Committee	31/01/2024	0	Yes	3	3	0

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	

Annexure 1**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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	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 1000 listed entities)	NA
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	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	SAILEN ROY
2	Designation	MANAGING DIRECTOR

Annexure 2

Website Affirmations

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

11	email address for grievance redressal and other relevant details	Yes		http://kalpataruengineering.co.in/contact-us.html
12	Financial results	Yes		http://kalpataruengineering.co.in/compliance.html
13	Shareholding pattern	Yes		http://kalpataruengineering.co.in/compliance.html
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/compliance.html
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/compliance.html
21	Materiality Policy as per Regulation 30	Yes		http://kalpataruengineering.co.in/compliance.html
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		

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)	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)	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 of 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)	NA	
Approval for material related party transactions	23(4)	NA	
Disclosure of related party transactions on consolidated basis	23(9)	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	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
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)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Signatory Details

1	Name of signatory	SAILEN ROY
2	Designation	MANAGING DIRECTOR

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	NA

Annexure II Signatory Details

Signatory Details		
1	Name of Signatory	SAILEN ROY
2	Designation	MANAGING DIRECTOR