KAUSHALYA
INFRASTRUCTURE
An ISO 9001-2008 Company

Date: 20th January, 2025

**THE LISTING DEPARTMENT,**
BSE Ltd. (Designated Stock Exchange)
PJ Towers, Dalal Street,
Mumbai- 400 001

**THE LISTING DEPARTMENT,**
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400 051

**Stock Code, BSE: 532925**
**NSE: KAUSHALYA**

Dear Sir/ Madam,

**Sub: Corporate Governance Report under Regulation 27(2) of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to the above, please find enclosed herewith a copy of the Corporate Governance Report for the quarter ended on 31st December, 2024 as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours Faithfully,
***For* Kaushalya Infrastructure Development Corporation Ltd.**

**Sanjay Lal Gupta**
**Whole- time Director &**
**Company Secretary**
**DIN: 08850306**

Encl.: As stated above

## FORMAT OF REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY A LISTED ENTITY ON QUARTERLY BASIS

1. Name of Listed Entity : **KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**
2. Quarter ending : **DECEMBER 31, 2024**

**I. Composition of Board of Directors**

| Title (Mr./ Ms) | Name of the Director | PAN $ & DIN | Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)& | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* | Date of Birth | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation(s) | No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation(s) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Mr. | Mahesh Mehra | 00086683 | Executive Director | 4th June, 1992 | 3rd September, 2022 | N.A | N.A | 17th November, 1955 | 1 (Whole-time Director) | 0 | 2 | 0 |
| Mr. | Ram Krishna Mondal | 02065330 | Independent Director/ Non- Executive Director | 7th May, 2020 | 28th September, 2020 | N.A | 56.24 months | 29th October, 1950 | 1 (Independent Director) | 1 | 1 | 1 |
| Mrs. | Minoti Nath | 07017530 | Independent Director/ Non-executive Director | 13th November, 2014 | 30th September, 2019 | 13th November, 2024 | 120 months | 28th July, 1956 | 1 (Independent Director) | 0 | 0 | 0 |
| Mr. | Sandip Sarkar | 08527653 | Independent Director/ Non-executive Director | 14th August, 2019 | 27th September, 2022 | N.A | 65.4 months | 2nd January, 1956 | 1 (Independent Director) | 1 | 1 | 0 |
| Mrs. | Divya Baid | 10832614 | Independent Director/ Non-executive Director | 13th November, 2024 | N.A. | N.A | 1.19 | 27th June, 1994 | 1 (Independent Director) | 1 | 2 | 1 |
| Mr. | Tarak Nath Mishra | & 08845853 | Executive Director | 29th August, 2020 | 28th September, 2020 | N.A | N.A | 5th January, 1969 | 1 (Whole-time Director) | 0 | 0 | 0 |
| Mr. | Sanjay Lal Gupta | 08850306 | Executive Director | 29th August, 2020 | 28th September, 2020 | N.A | N.A | 15th September, 1990 | 1 (Whole-time Director) | 0 | 0 | 0 |
| | | Whether Regular Chairperson appointed: **NO** | | | | | | | | | | |
| | | Whether Chairperson is related to managing director or CEO : NA | | | | | | | | | | |

| | | |
|---|---|---|
| | | ^$^PAN of any director would not be displayed on the website of Stock Exchange* <br> *^&^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* <br> ** 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 Committee**

| Name of Committee | Whether Regular Chairperson appointed | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee)$ | Date of Appointment | Date of cessation |
|---|---|---|---|---|---|
| 1. Audit Committee | Yes | 1. Ram Krishna Mondal | Chairperson-Independent Director -Non-executive Director | 14-02-2022 | N.A. |
| | | 2. Minoti Nath | Independent Director -Non-executive Director | 23-12-2015 | 13-11-2024 |
| | | 3. Divya Baid | Independent Director -Non-executive Director | 13-11-2024 | N.A. |
| | | 4. Mahesh Mehra | Executive Director | 19-05-2006 | N.A. |
| 2. Nomination & Remuneration Committee | Yes | 1. Ram Krishna Mondal | Chairperson-Independent Director -Non-executive Director | 07-05-2020 | N.A. |
| | | 2. Minoti Nath | Independent Director - Non-executive Director | 13-08-2015 | 13-11-2024 |
| | | 3. Divya Baid | Independent Director - Non-executive Director | 13-11-2024 | N.A. |
| | | 4. Sandip Sarkar | Independent Director - Non-executive Director | 14-08-2019 | N.A |
| 3. Risk Management Committee (if applicable) | Not Applicable | | | | |
| 4. Stakeholder Relationship Committee' | Yes | 1. Minoti Nath | Chairperson-Independent Director -Non-executive Director | 23-12-2015 | 13-11-2024 |
| | | 2. Divya Baid | Chairperson-Independent Director -Non-executive Director | 13-11-2024 | N.A. |
| | | 3. Sandip Sarkar | Independent Director -Non-executive Director | 14-08-2019 | N.A. |
| | | 4. Mahesh Mehra | Executive Director | 19-05-2006 | N.A |

*& Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating 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 | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|---|---|---|---|
| 14-08-2024<br>28-08-2024 | 13-11-2024 | Yes | 6 | 3 | 77 days |

** to be filled in only for the current quarter meetings*

**IV. Meetings of Committees**

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Date(s) of Meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|---|---|

| | | | | | |
|---|---|---|---|---|---|
| Audit Committee 13-11-2024 | Yes | 3 | 2 | 28-08-2024 | 77 days |
| Nomination & Remuneration Committee 13-11-2024 | Yes | 3 | 3 | 28-08-2024 | 77 days |

* *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*
** *to be filled in only for the current quarter meetings*

**V. Related Party Transactions**

| ***Subject*** | ***Compliance status (Yes/No/NA)*** refer note below |
|---|---|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Yes |

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, 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.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
   a. Audit Committee
   b. Nomination & Remuneration Committee
   c. Stakeholders Relationship Committee
   d. Risk management committee (applicable to the top 100 listed entities)
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 the board of directors may be mentioned here.

Sanjay

**Name & Designation : Sanjay Lal Gupta**
**Whole-time Director & Company Secretary**
**DIN: 08850306**

KAUSHALYA INFRASTRUCTURE DEV... LTD. Kol...