

Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing obligations & Disclosure Requirements) Regulations 2015

1. Name of Listed Entity : Kalyanpur Cements Ltd.
2. Quarter ending : December, 2015

I. 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)	No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mr.Shailendra Prakash Sinha	AMBPS7419L00089604	Executive	23.02.2007		1	1	NIL
Mr.	Mr.Anant Prakash Sinha	AKXPS7270B00089643	Executive	23.02.2007		1	NIL	NIL
Mr.	Mr.B.C. Srivastava	ABWPS3714N00929674	Independent*	06.07.2002	Upto 10.09.2017	2	1	1
Mr.	Mr.Mahendra Lodha	ABAPL8836C00012920	Non-Executive	23.02.2007		7	6	5
Mr.	Dr.K.C.Varshney	AADPV0852G00012180	Independent*	23.02.2007	Upto 10.09.2017	2	2	NIL
Mr.	Mr.Ravindra Prasad	ABLPP6964C06821316	Nominee	13.02.2014		1	NIL	1
Mrs.	Lata Ajay Srivastava	BABPS1271B07113354	Independent*	26.03.2015	Upto 25.03.2018	1	NIL	NIL
Mr.	Mr.Ashok Kr.Dutta	ACJPD3334K01880668	Independent Director**	07.11.2015	5 years upto 19.10.2020**	1	NIL	NIL

* This is the first tenure of 3 years of the Independent Directors under the Companies Act, 2013. Earlier, they served as Independent Directors under the Listing Agreement.

** Appointed as Special Director by BIFR under the Sick Industrial Companies (Special Provisions) at 1985 vide order dated 20.10.2015. He is being categorized as Independent Director as he does not represent any group/entity having interest in the company.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non Executive / Independent / Nominee)&
1. Audit Committee(Designated as Audit and Risk Committee)	i) Shri B.C.Srivastava, Chairman ii) Dr.K.C.Varshney, Member iii) Shri Mahendra Lodha, Member	Independent Independent Non-Executive
2. Nomination & Remuneration Committee	i) Shri B.C.Srivastava, Chairman ii) Dr.K.C.Varshney, Member iii) Mrs.Lata Ajay Srivastava, Member	Independent Independent Independent
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	i) Shri Ravindra Prasad, Chairman	Nominee, Govt. of Bihar

	ii) Shri B.C.Srivastava, Member iii) Shri Shailendra Prakash Sinha,	Independent Executive	
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 meeting (in number of days) –	
25.07.2015	07.11.2015	105 days	
IV. Meeting of Committees – Audit & Risk 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* -
07.11.2015	i) Shri B.C.Srivastava, Chairman ii) Dr.K.C.Varshney, Member	25.07.2015	105 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance status (Yes/No/NA) refer note below</i>	
Whether prior approval of audit committee obtained		Yes. The Company does not have any related party transaction except the appointment of the Managing Director and Joint Managing Director and a related party where the requisite approvals of appropriate authorities have been obtained.	
Whether shareholder approval obtained for material RPT		Yes as mentioned above.	
Whether details of RPT entered pursuant to omnibus approval have been reviewed by Audit Committee		Not Applicable. No related party transactions entered into pursuant to an omnibus approval.	
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.			
Affirmations			
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	
b. Nomination & remuneration committee		Yes	
c. Stakeholders relationship committee		Yes	
d. Risk Management committee (applicable to the top 100 listed entities)		NA	
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.		Yes	
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.		Yes	
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 :		This report is the first report after implementation of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015. This will be placed before the Board of Directors in their meeting to be held on 6 th February, 2016.	
Name & Designation			
CFO & CO. SECRETARY AND 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 given.