

KABRA EXTRUSIONTECHNIK LIMITED

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED MARCH 31, 2020

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Shreevallabh G. Kabra	00015415	AADPK1304L	C & ED	MD	21-Oct-1982	01-Apr-2019			12-Feb-1937	NA		2	0	2	0	SC
Mr.	Satyanarayan G. Kabra	00015930	AADPK1303P	NED		21-Oct-1982	01-Jul-2018			09-Jan-1944	Yes	10-Aug-2018	2	0	2	0	
Mr.	Anand Shreevallabh Kabra	00016010	AADPK0738N	ED	MD	19-Jun-2003	01-Aug-2018			16-Sep-1974	NA		1	0	1	0	SC
Mrs.	Ekta A. Kabra	07088898	AHCPK0391F	ED		16-May-2017	01-Aug-2017			24-Jul-1976	NA		1	0	0	0	
Mr.	Mahaveer P. Taparia	00112461	AABPT0643D	ID		31-Mar-1989	09-Sep-2019		24	22-Oct-1937	Yes	31-Jul-2019	4	2	1	1	NRC
Mr.	Yagneshkumar B. Desai	00021202	AAEPD3535D	ID		19-Oct-2002	09-Sep-2019		24	14-Apr-1941	Yes	31-Jul-2019	1	1	0	1	AC,NRC
Mr.	Nihalchand C. Chauhan	00021782	AAFPC6441A	ID		21-Jan-2006	09-Sep-2019		24	20-Nov-1935	Yes	31-Jul-2019	1	1	1	0	AC,NRC
Mr.	Bajrang L. Bagra	00090596	ACPPB8274J	ID		07-Nov-2014	27-Aug-2015		60	21-Nov-1954	NA		2	2	2	2	AC,SC
Mr.	Boman Moradian	00242123	AAFPM4083N	ID		16-May-2017	16-May-2017		60	13-Nov-1950	NA		2	2	3	0	AC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Boman Moradian	ID	Member	16-May-2017	
2	Bajrang L. Bagra	ID	Member	26-May-2015	
3	Nihalchand C. Chauhan	ID	Member	29-Jul-2008	
4	Yagneshkumar B. Desai	ID	Chairperson	26-May-2015	
Company Remarks					
Whether Permanent chairperson appointed			Yes		

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Anand Shreevallabh Kabra	ED	Member	28-May-2019	
2	Shreevallabh G. Kabra	C & ED	Member	21-May-2014	
3	Bajrang L. Bagra	ID	Chairperson	26-May-2015	
Company Remarks					
Whether Permanent chairperson appointed			Yes		

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
Company Remarks					
Whether Permanent chairperson appointed					

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Yagneshkumar B. Desai	ID	Member	21-May-2014	
2	Nihalchand C. Chauhan	ID	Member	21-May-2014	
3	Mahaveer P. Taparia	ID	Chairperson	21-May-2014	
Company Remarks					
Whether Permanent chairperson appointed			Yes		

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
09-Nov-2019	03-Feb-2020	Yes	8	4
	11-Mar-2020	Yes	9	5
Company Remarks				
Maximum gap between any two consecutive (in number of days)				85

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	09-Nov-2019	03-Feb-2020	Yes	4	4
Company Remarks					
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]					85

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions		

VI. **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) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Arya K. Chachad
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.kolsite.com
Terms and conditions of appointment of independent directors	Yes		www.kolsite.com
Composition of various committees of board of directors	Yes		www.kolsite.com
Code of conduct of board of directors and senior management personnel	Yes		www.kolsite.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kolsite.com
Criteria of making payments to non-executive directors	Yes		www.kolsite.com
Policy on dealing with related party transactions	Yes		www.kolsite.com
Policy for determining 'material' subsidiaries	Yes		www.kolsite.com
Details of familiarization programs imparted to independent directors	Yes		www.kolsite.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.kolsite.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.kolsite.com
Financial results	Yes		www.kolsite.com
Shareholding pattern	Yes		www.kolsite.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
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	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.kolsite.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.kolsite.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kolsite.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kolsite.com
Materiality Policy as per Regulation 30	Yes		www.kolsite.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
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 of 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)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	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 and Remuneration Committee meeting		Yes	
Meeting of nomination & remuneration committee		Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
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)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure		Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	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	

Other Information	
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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. – **Yes**

Other Information	
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Name : Arya K. Chachad
Designation : Company Secretary & Compliance Officer