

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Kalyani Forge Limited**
2. Quarter ending - **31-March-2019**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t y i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	Vir aj G. Kal yan i	0 2 2 6 8 8 4	B B T P K 4 1	ED			17- May- 2013		6 0				0	1	0	0	NA	Appr oved by Shar ehold er in 34th

		6	7 5 P														Annual General Meeting held on 29th June 2013 appointment as Executive Whole Time Director w.e.f 17th May 2013
Mr.	Pradip Nadkarni	016708226	AAPN1327G	ID		18-Sep-2014		60				0	1	2	0	NA	Mr. Pradip Nadkarni was appointed as Independent Director from 01st April 2014 for 5 years by shareholder in 35th Annu

																		al Gene ral Meet ing held on 18th Septe mber 2014
M rs .	Ro hini G. Kal yan i	0 0 5 1 9 5 6 5	A B G P K 1 5 8 3 K	C & ED	M D		29- Jan- 2015		6 0				0	1	0	0	NA	Appr oved by Shar ehold er in 36th Annu al Gene ral Meet ing held on 5th Septe mber 2015 appoi ntme nt as Man aging Direc tor w.e.f 29th Janu ary 2015
M r.	Ga uris han kar N. Kal yan i	0 0 5 1 9 6 1 0	A B A P K 7 8 8 5J	NED			26- Apr- 2013		6 0				0	1	1	1	NA	

M r.	Ab hiji t Sen	0 0 0 2 5 9 3	A A H P S 6 6 2 6 D	ID			02- Feb- 2016		6 0				0	5	4	3	NA	Mr. Abhi jit Sen was appoi nted as Inde pend ent Direc tor from 02nd Febr uary 2016 for 5 years by share holde r in 37th Annu al Gene ral Meet ing held on 02nd Augu st 2016 .
M r.	Vis hw as Chi trao	0 7 4 9 3 6 9 4	A A W P C 2 6 8 0 E	ID			16- Apr- 2016		6 0				0	1	0	0	NA	Mr. Vish was Chitr ao was appoi nted as Inde pend ent Direc

																			tor from 02nd Febr uary 2016 for 5 years by share holde r in 37th Annu al Gene ral Meet ing held on 16th April 2016 .
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Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Abhijit Sen	ID	Chairperson	16-Apr-2016	
2	Pradip Nadkarni	ID	Member	18-Sep-2014	
3	Gaurishankar N. Kalyani	NED	Member	08-Oct-2015	

Company Remarks	
Whether Permanent chairperson appointed	No

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Abhijit Sen	ID	Member	16-Apr-2016	
2	Pradip Nadkarni	ID	Member	18-Sep-2014	
3	Gaurishankar N. Kalyani	NED	Chairperson	10-Aug-2015	

Company Remarks	
Whether Permanent chairperson appointed	No

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	The company Does not fall under the criteria of Risk Management Committee
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Pradip Nadkarni	ID	Chairperson	18-Sep-2014	
2	Gaurishankar N. Kalyani	NED	Member	10-Aug-2015	
3	Abhijit Sen	ID	Member	16-Apr-2016	

Company Remarks	
Whether Permanent chairperson appointed	No

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
30-Oct-2018	29-Jan-2019			

Company Remarks	Gap between two meetings of Board of Directors 94 days
Maximum gap between any two consecutive (in number of days)	90

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	30-Oct-2018	29-Jan-2019	Yes	3	
Stakeholders Relationship Committee	30-Oct-2018	29-Jan-2019	Yes	3	

Company Remarks	Gap Between Audit Committee Meeting, and Stakeholders Relationship Committee Meeting 94 days
Maximum gap between any two consecutive (in number of days) [Only for Audit	90

Committee]	
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v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
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	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	No new contract or arrangement was put up for the approval of Audit committee and Board Meeting
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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:

%affirmComments%

Name : %affirmName%
Designation : %affirmDesignation%

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.kalyaniforge.com
Terms and conditions of appointment of	Yes		www.kalyaniforge.co.in
Composition of various committees of	Yes		www.kalyaniforge.co.in
Code of conduct of board of directors and	Yes		www.kalyaniforge.co.in
Details of establishment of vigil mechanism/	Yes		www.kalyaniforge.co.in
Criteria of making payments to non-	Yes		www.kalyaniforge.co.in
Policy on dealing with related party	Not		
Policy for determining 'material' subsidiaries	Yes		www.kalyaniforge.co.in
Details of familiarization programs imparted	Yes		www.kalyaniforge.co.in
Email address for grievance redressal and other relevant details entity who are	Yes		www.kalyaniforge.co.in
Contact information of the designated	Yes		www.kalyaniforge.co.in
Financial results	Yes		www.kalyaniforge.co.in
Shareholding pattern	Not		
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	%ann2c15%	%ann2rem15%	%ann2web15%
New name and the old name of the listed	%ann2c16%	%ann2rem16%	%ann2web16%
Advertisements as per regulation 47 (1)	%ann2c17%	%ann2rem17%	%ann2web17%
Credit rating or revision in credit rating	%ann2c18%	%ann2rem18%	%ann2web18%
Separate audited financial statements of	%ann2c19%	%ann2rem19%	%ann2web19%
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	%ann2c21%	%ann2rem21%	%ann2web21%
Materiality Policy as per Regulation 30	%ann2c22%	%ann2rem22%	%ann2web22%
Dividend Distribution policy as per	%ann2c23%	%ann2rem23%	%ann2web23%
It is certified that these contents on the	%ann2c24%	%ann2rem24%	%ann2web24%
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	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)	Not Applicable	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Not Applicable	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Not Applicable	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Not Applicable	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	%ann2c54%	%ann2rem54%
<i>Annual Secretarial Compliance Report</i>	24(A)	%ann2c55%	%ann2rem55%
<i>Alternate Director to Independent Director</i>	25(1)	%ann2c56%	%ann2rem56%
<i>Maximum Tenure</i>	25(2)	%ann2c57%	%ann2rem57%
<i>Meeting of independent directors</i>	25(3) & (4)	%ann2c58%	%ann2rem58%
<i>Familiarization of independent directors</i>	25(7)	%ann2c59%	%ann2rem59%
<i>Declaration from Independent Director</i>	25(8) & (9)	%ann2c60%	%ann2rem60%
<i>D & O Insurance for Independent</i>	25(10)	%ann2c61%	%ann2rem61%
<i>Memberships in Committees</i>	26(1)	%ann2c62%	%ann2rem62%
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	%ann2c63%	%ann2rem63%
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	%ann2c64%	%ann2rem64%

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	%ann2c65%	%ann2rem65%
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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. - **Not Applicable**

Other Information	
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Name : **NILESH VITEKAR**
Designation : **Company Secretary & Compliance Officer**