

KHATOD INVESTMENTS & FINANCE CO. LTD

Regd. Office: 1, Ramesh Mitra Road, Third Floor, Kolkata – 700 025;
Phone: 033 44500500, 91 9007077041; Email id: khatodinv@gmail.com;
Website: www.khatodinv.com ;CIN: L65993WB1990PLC084695

21st April, 2022

To
The Secretary,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata - 700001

Sub.: Compliance Report on Corporate Governance under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

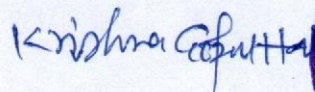
Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2022.

This is for your information and record.

Thanking You.

Yours faithfully,

For, Khatod Investments & Finance Co Ltd


Krishna Gopal Halder
Chief Financial Officer



Enclosed: As above

1. Name of Listed Entity: Khatod Investments & Finance Co Ltd
 2. Quarter ending: 31.03.2022

I. Composition of Board of Directors												
Title (Mr/Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁶	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(Ac)/ Stakeholder Committee(s) (SC) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit(Ac) / Stakeholder Committee(SC) held in this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mrs.	Manisha Pincha	APZPP6065Q 07143031	Executive	27-03-2015	10-05-2019	-	-	22-10-1980	2	-	2 (IAC, ISC)	-
Mr.	Pradeep Kumar Hirawat	AA5PH2684R 00047872	Non-Executive/Independent	30-12-2005	01-04-2019	-	96 months	13-02-1982	1	1	-	2 (IAC, ISC)
Mr.	Manish Jain	AFWPJ5435P 00578028	Non-Executive/Independent	30-12-2005	01-04-2019	-	96 months	31-12-1978	1	1	2 (IAC, ISC)	-
Mr.	Shambhu Choubey	AWQPC8134R 06565599	Non-Executive	10-05-2019	27-09-2019	-	-	05-04-1968	1	-	-	-

Whether Regular Chairperson appointed – No
 Whether Chairperson is related to Managing Director or CEO – No
 PAN of any director would not be displayed on the website of Stock Exchange
⁵Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.
⁶To 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 consecutive without any cooling off period.

II. Composition of Committees									
Name of Committee	Whether Regular Chairperson Appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/Independent/ Nominee) ⁵	Date of Appointment**	Date of Cessation				
1. Audit Committee	Yes	Mr. Pradeep Kumar Hirawat Mr. Manish Jain Mrs. Manisha Pincha	Chairperson/Non-Executive/Independent Non-Executive/Independent Executive	13-08-2014 23-06-2010 10-02-2017	-				
2. Nomination & Remuneration Committee	Yes	Mr. Pradeep Kumar Hirawat Mr. Manish Jain Mr. Shambhu Choubey	Chairperson/Non-Executive/Independent Non-Executive/Independent Non-Executive	30-12-2005 27-03-2015 10-05-2019	-				
3. Stakeholders Relationship Committee	Yes	Mr. Pradeep Kumar Hirawat Mr. Manish Jain Mrs. Manisha Pincha	Chairperson/Non-Executive/Independent Non-Executive/Independent Executive	10-05-2019 23-06-2010 10-05-2019	-				

⁵ 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.
^{**} Date of appointment is related to the current position held in the Committee.

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*	Maximum gap between any two consecutive meetings (in number of days)
03-11-2021	-	-	-	84
13-11-2021	-	-	-	9
* to be filled in only for the current quarter meetings			4	90



IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	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*
1. Audit Committee	12-02-2022	Yes	3	2	13-11-2021	90
2. Nomination & Remuneration Committee	-	-	-	-	-	-
3. Stakeholders Relationship Committee	12-02-2022	Yes	3	2	13-11-2021	90

* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

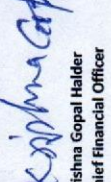
Note : 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No", details of non-compliance may be given here

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee (applicable to the top 1000 listed entities and High Value Debt Entity) - Not applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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 - Nil

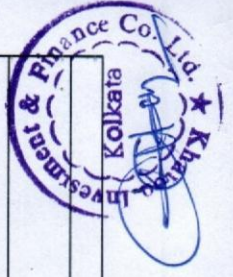
For, Khatod Investments & Finance Co. Ltd.

 Krishna Gopal Halder
 Chief Financial Officer



I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No /NA provide reasons
Item			
As per regulation 46(2) of the LODR:			
a) Details of business		Yes	www.khatodinv.com
b) Terms and conditions of appointment of independent directors		Yes	www.khatodinv.com
c) Composition of various committees of board of directors		Yes	www.khatodinv.com
d) Code of conduct of board of directors and senior management personnel		Yes	www.khatodinv.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy		Yes	www.khatodinv.com
f) Criteria of making payments to non-executive directors		Yes	www.khatodinv.com
g) Policy on dealing with related party transactions		Yes	www.khatodinv.com
h) Policy for determining 'material' subsidiaries		NA	
i) Details of familiarization programmes imparted to independent directors		Yes	www.khatodinv.com
j) Email address for grievance redressal and other relevant details		Yes	www.khatodinv.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes	www.khatodinv.com
l) Financial results		Yes	www.khatodinv.com
m) Shareholding pattern		Yes	www.khatodinv.com
n) Details of agreements entered into with the media companies and/or their associates		NA	
o) 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	
p) New name and the old name of the listed entity		NA	
q) Advertisements as per regulation 47 (1)		Yes	www.khatodinv.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments		NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		NA	
As per other regulations of the LODR:			
a) Whether company has provided information under separate section on its website as per Regulation 46(2)		Yes	www.khatodinv.com
b) Materiality Policy as per Regulation 30		Yes	www.khatodinv.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)		NA	
It is certified that these contents on the website of the listed entity are Correct		Yes	www.khatodinv.com



II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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 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 and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders 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 Transactions	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)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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)	NA
Maximum Tenure	25(2)	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)	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
Any other information to be provided - Add Notes		

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For, Khatod Investments & Finance Co Ltd



Krishna Gopal Halder
Chief Financial Officer

ANNEXURE III


Affirmations Broad Heading	Regulation Number	Compliance Status (Yes/No/NA) <i>refer note below</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	YES
Presence of Chairperson, of the Stakeholder Relationship Committee at the annual general meeting	20(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For, Khatod Investments & Finance Co Ltd</p> <div style="text-align: center;">  <p>Krishna Gopal Halder Chief Financial Officer</p> </div> <div style="text-align: center;">  </div>		

Half year ending – 31.03.2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc., refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-



KMPs or any other entity controlled by them	-	-	-	-	-
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:					
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months		
Promoter or any other entity controlled by them	-	-	-		
Promoter Group or any other entity controlled by them	-	-	-		
Directors (including relatives) or any other entity controlled by them	-	-	-		
KMPs or any other entity controlled by them	-	-	-		
II. Affirmations:					
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.					
 <p>Krishna Gopal Halder Chief Financial Officer</p>					
Note					
<p>1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <p>a) by a government company to/ for the Government or government company</p> <p>b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.</p> <p>c) by a banking company or an insurance company ; and</p> <p>d) by the listed entity to its employees or directors as a part of the service conditions</p> <p>2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..</p>					