



L&T IDPL

Kudgi Transmission Limited

(A wholly owned Subsidiary of L&T IDPL)

Survey no.5, Vasanta Narsapura Village,

Near NH-4, Behind Bellavi Road, Kora Hobli,

District & Taluka – Tumkur, PIN-572128, Karnataka.

January 17, 2023

The Bombay Stock Exchange
1st Floor, New Trade Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Dear Sir/ Madam,

Sub.: Report on Corporate governance

Please find enclosed Report on Corporate governance for the period ended December 31, 2022 as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 as amended.

This is for your kind information and records.


Thanking you

Yours faithfully

For KUDGI TRANSMISSION LIMITED

R.G. Ramachandran

Company Secretary


17 Jan 2023

\$PAN of any director would not be displayed on the website of Stock Exchange & 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
* 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 Committees

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	No	Mr. PRAMOD SUSHILA KAPOOR Mr. KOSHY VARGHESE Ms. SAMYUKTHA SURENDRAN	Non-Executive Independent Independent Independent	22/04/2019 29/04/2015 29/04/2015	
2. Nomination & Remuneration Committee	No	Mr. P.G. SURESHKUMAR Mr. KOSHY VARGHESE Ms. SAMYUKTHA SURENDRAN	Non-Executive Independent Independent Independent	15/03/2017 29/04/2015 29/04/2015	
3. Risk Management Committee (if applicable)	Yes	Mr. PRAMOD SUSHILA KAPOOR Mr. P.G. SURESHKUMAR Mr. KOSHY VARGHESE	Non-Executive (Chairperson) Non-Executive Independent Independent	11/10/2021 11/10/2021 11/10/2021	
4. Stakeholders Relationship Committee	Yes	Mr. P.G. SURESHKUMAR Mr. PRAMOD SUSHILA KAPOOR Ms. SAMYUKTHA SURENDRAN	Non-Executive (Chairperson) Non-Executive Independent Independent	11/10/2021 11/10/2021 11/10/2021	
5. Corporate Social Responsibility Committee	No	Mr. PRAMOD SUSHILA KAPOOR Mr. P.G. SURESH KUMAR Mr. KOSHY VARGHESE	Non Executive Non Executive Independent	22/04/2019 21/10/2017 21/01/2017	
<i>&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</i>					

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)
09/07/2022	12/10/2022 15/12/2022	Yes / No Yes Yes	4 4	2 2	94 63

* 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 (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*
12/10/2022 (Audit Committee)	Yes / No Yes	3	2	09/07/2022	94
15/12/2022 (Audit Committee)	Yes	3	2		63

* 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)
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 the Audit Committee	Yes

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

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 (as applicable) : Yes
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 the board of directors may be mentioned here: Yes


R.G. Ramachandran
17 Jan 2023
Company Secretary & Compliance Officer