Kamini Finance and Investment Company Limited

CIN : L65929AS1986PLC002518

Regd. Off. : Room No. 5, 1st Floor H.M. Market, T.R. Phookan Road Guwahati - 781 001, Assam Corp. Off. : 4, Synagogue Street Room No. : 405, 4th Floor Kolkata - 700 001, W.B., India

April 17, 2025

The Metropolitan Stock Exchange of India Ltd. 205(A), 2nd Floor, Piramal Agastya Corporate Park, LBS Road, Kurla (West), Mumbai-400070 Scrip Code / Symbol: KAMINI

Dear Sir / Madam,

Sub: Submission of Corporate Governance report pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" for the quarter ended March 31, 2025

Please find enclosed herewith the Corporate Governance report of the Company for the quarter ended March 31, 2025 in accordance with Regulation 27(2) of the "Listing Regulations".

We request you to take the same on record.

Thanking You,

Yours faithfully,

For Kamini Finance and Investment Company Ltd

Chand Ratan Modi Managing Director

- 1 site

Encl. As Above

DIN: 00343685



General informa	tion about company
Scrip code	000000
NSE Symbol	
MSEI Symbol	KAMINI
ISIN	INE927E01018
Name of the entity	KAMINI FINANCE AND INVESTMENT COMPANY LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Yearly
Date of Report	31-03-2025
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

	Annexure I													
	Annexure I to be submitted by listed entity on quarterly basis													
	I. Composition of Board of Directors													
				Disclo	sure of notes on composition o	f board of directo	rs explanatory							
				Whe	ther the listed entity has a Reg	ular Chairperson	Yes							
					Whether Chairperson is relate	d to MD or CEO	No							
Sr	Title (Mr / Ms)	Name of the Director	of the Director PAN DIN Category 1 of directors Category 2 of directors				Category 3 of directors	Date of Birth						
1	Mr	JAYANTA CHOWDHURY	AFEPC7267G	10597724	Non-Executive - Independent Director	Chairperson		15-05- 1969						
2	Mr	CHAND RATAN MODI	ADMPM4506E	00343685	Executive Director	Not Applicable	MD	11-07- 1959						
3	Ms	TRIPTY MODI	BFCPM8562H	07203672	Non-Executive - Non Independent Director	Not Applicable		07-02- 1991						
4	4 Mrs CHANCHAL RUNGTA BFMPM5176B 07590027 Non-Executive - Non Independent Director Not Applicable													
5	5 Mr MOHIT PARAKH AMNPP0375Q 02033194 Non-Executive - Independent Director Not Applicable													

	I. Composition of Board of Directors												
	Disqualification of Directors under section 164 of the Companies Act, 2013												
Sr	r Whether the director is disqualified? Start Date of disqualification End Date of disqualification Details of disqualification Current status												
1	No				Active								
2	No				Active								
3	No				Active								
4	No		Active										
5	No				Active								

	I. Composition of Board of Directors											
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		24-06- 2024			10	6	6	8	2		
2	NA		22-08- 1999	27-12- 2021			6	0	5	1		
3	NA		13-08- 2016	27-12- 2021			5	0	5	1		
4	NA		13-08- 2016	21-12- 2021			6	0	4	5		
5	NA		28-09- 2020			55	4	4	3	3		

Au	dit Committe	ee Details					
		Wheth	Yes				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02033194	MOHIT PARAKH	Non-Executive - Independent Director	Chairperson	28-09-2020		
2	2 07590027 CHANCHAL RUNGTA Non-Executive - Non Independent Director			Member	01-04-2019		
3	10597724	JAYANTA CHOWDHURY	Non-Executive - Independent Director	Member	24-06-2024		

No	Nomination and remuneration committee												
	Whe	ether the Nomination and 1	egular Chairperson	Yes									
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks						
1	02033194	MOHIT PARAKH	Non-Executive - Independent Director	Chairperson	28-09-2020								
2	07203672	TRIPTY MODI	Non-Executive - Non Independent Director	Member	01-07-2018								
3	10597724	JAYANTA CHOWDHURY	Non-Executive - Independent Director	Member	24-06-2024								

Sta	Stakeholders Relationship Committee												
	V	Whether the Stakeholders I	Yes										
Sr	DIN Number	Name of Committee members	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks							
1	07590027	CHANCHAL RUNGTA	Non-Executive - Non Independent Director	Chairperson	28-09-2020								
2	07203672	TRIPTY MODI	Non-Executive - Non Independent Director	Member	01-07-2018								
3	10597724	JAYANTA CHOWDHURY	Non-Executive - Independent Director	Member	24-06-2024								

R	Risk Management Committee											
		Whether the Risk Manage										
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks					
C	ornorate Socia	l Responsibility Committee	N									

Ľ	orporate Socia	ii Responsibility Committee	e				
	Whether th	e Corporate Social Responsi	bility Committee has a	Regular Chairperson			
S	r DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

0	ther Committee	2					
Sı	DIN Number	Name of Com	nmittee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
					•	•	
				Annexure 1			
A	nnexure 1						
II	I. Meeting of Bo	oard of Directo	ors				
Γ	Disclosure of note of boar	es on meeting rd of directors explanatory					

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2024				Yes	5	5	2
2		06-02-2025	86		Yes	5	5	2

	Annexure 1											
IV.	7. Meeting of Committees											
		Disclo	sure of notes o	on meeting o	f committee	s explanatory						
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)		
1	Audit Committee	11-11-2024				Yes	3	3	2	0		
2	Audit Committee	06-02-2025	86			Yes	3	3	2	0		

	Annexure 1			
V.]	Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is Noldetails of non- compliance may be given here.	
1	Whether prior approval of audit committee obtained	Yes		
2	Whether shareholder approval obtained for material RPT	Yes		
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		

	Annexure 1			
VI	Affirmations			
Sr	Subject	Compliance status (Yes/No)		
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		
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes		
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes		
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA		
6	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		
7	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		
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes		
		1		

	Annexure 1		
Sr	Subject	Compliance status	
1	Name of signatory	RISBH KUMAR SINGHI	
2	Designation	Company Secretary and Compliance Officer	

	Ann	exure	e II			
	Annexure II to be submitted by listed entity at the	end of	the financial ye	ar (f	or the whole of financial ye	ear)
I. D	isclosure on website in terms of Listing Regulations					
Sr	Item	-	oliance status No/NA)		atus is Noldetails of non- pliance may be given here.	Web address
1	Details of business	Yes				www.kficl.com
2	Terms and conditions of appointment of independent directors	Yes				www.kficl.com
3	Composition of various committees of board of directors	Yes				www.kficl.com
4	Code of conduct of board of directors and senior management personnel	Yes				www.kficl.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes				www.kficl.com
6	Criteria of making payments to non-executive directors	Yes				www.kficl.com
7	Policy on dealing with related party transactions	Yes				www.kficl.com
8	Policy for determining material Subsidiaries	Yes				www.kficl.com
9	Details of familiarization programmes imparted to independent directors	Yes				www.kficl.com
10	Email address for grievance redressal and other relevant details	Yes				www.kficl.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes				www.kficl.com
12	Financial results	Yes				www.kficl.com
13	Shareholding pattern	Yes				www.kficl.com
14	Details of agreements entered into with the media companies and/or their associates	NA				
	Annexure II to be submitted by listed entity at the	end of		ar (f	or the whole of financial ye	ear)
I. D	isclosure on website in terms of Listing Regulations					
Sr	Item		Compliance sta (Yes/No/NA)	atus	If status is Nodetails of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and present made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		NA			
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls		NA			
16	New name and the old name of the listed entity		NA			
17	Advertisements as per regulation 47 (1)		Yes			www.kficl.com
18	Credit rating or revision in credit rating obtained		NA			
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	le	NA			
20	Secretarial Compliance Report		Yes			www.kficl.com
21	Materiality Policy as per Regulation 30 (4)		Yes			www.kficl.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)		Yes			www.kficl.com
23	Disclosures under regulation 30(8)		Yes			www.kficl.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32		Yes			www.kficl.com
25	Dividend Distribution policy as per Regulation 43A(1)		NA			
26	Annual return as provided under section 92 of the Companies 2013	s Act,	Yes			www.kficl.com
77	L	ion as	Yes			www.kficl.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)					

	Annexure II			
II.	Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is Nodetails of non- compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of independence and/or eligibility	-16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

	Annexure II					
II.	Annual Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is Noldetails of non- compliance may be given here.		
11	Risk Assessment & Management	17(9)	Yes			
12	Performance Evaluation of Independent Directors	17(10)	Yes			
13	Recommendation of Board	17(11)	Yes			
14	Maximum number of Directorships	17A	Yes			
15	Composition of Audit Committee	18(1)	Yes			
16	Meeting of Audit Committee	18(2)	Yes			
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes			
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes			
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes			
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes			

	Annexure II				
II.	Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is Noldetails of non-compliance may be given here.	
21	Role of Nomination and Remuneration Committee	19(4)	Yes		
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes		
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes		
24	Role of Stakeholders Relationship Committee	20(4)	Yes		
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA		
26	Meeting of Risk Management Committee	21(3A)	NA		
27	Quorum of Risk Management Committee meeting	21(3B)	NA		
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA		
29	Vigil Mechanism	22	Yes		
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes		

Sr P				. Annual Affirmations				
	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is Nordetails of non- compliance may be given here.				
	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes					
32 A	Approval for material related party transactions	23(4)	Yes					
11	Disclosure of related party transactions on consolidated pasis	23(9)	Yes					
3/1	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					
36 A	Alternate Director to Independent Director	25(1)	NA					
37 N	Maximum Tenure	25(2)	Yes					
38 I	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes					
39 N	Meeting of independent directors	25(3) & (4)	Yes					
40 F	Familiarization of independent directors	25(7)	Yes					

	Annexure II				
II.	Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is Nordetails of non- compliance may be given here.	
41	Declaration from Independent Director	25(8) & (9)	Yes		
42	Directors and Officers insurance	25(10)	NA		
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes		
44	Memberships in Committees	26(1)	Yes		
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes		
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes		
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes		
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA		
	Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	RISBH KUMAR SINGHI
2	Designation	Company Secretary and Compliance Officer

	Annexure II			
I	III. Affirmations			
5	Sr	Particulars	Compliance status (Yes/No/NA)	
1	-	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA	
		Any other information to be provided		

	Annexure II		
1	Name of signatory	RISBH KUMAR SINGHI	
2	2 Designation Company Secretary and Compliance Officer		

Additional Half yearly Disclosure				
Applicability of disclosure		Not Applicable		
Reason for Non Applicability		Textual Information(1)		
Text Block				
Textual Information(1)The Company has not advanced any Loan/Guarantee/Securities/Comfort Letter to any Promoter or Promoter Group, Directors or KMPs.				

	Details of Cyber security incidence	
Wh data	hether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of ita or documents during the quarter	No

Signatory Details		
Name of signatory	RISBH KUMAR SINGHI	
Designation of person	Company Secretary and Compliance Officer	
Place	KOLKATA	
Date	17-04-2025	