

Quarterly Compliance Report on Corporate Governance

As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Listed Entity		KIRAN VYAPAR LIMITED						
Quarter ending		31st March , 2018						
I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/Non- Executive/ Independent /Nominee)&	Date of Appointment in the current term /cessation	Tenure* (Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)
Mr.	Lakshmi Niwas Bangur	ADJPB0981H 00012617	Chairman - Non Executive Non Independent	10/09/2013	NA	3	6	2
Mr.	Shreyash Bangur	AEBPB8449R 00012825	Managing Director - Executive	22/11/2011	NA	2	1	0
Ms.	Sheetal Bangur	AIAPB0180G 00003541	Non Executive Non Independent	27/03/2015	NA	2	0	0
Mr.	Amitav Kothari	AEOPK3738D 01097705	Non Executive - Independent	10/09/2014	42	3	5	2
Mr.	Bhaskar Banerjee	AEDPB6225R 00013612	Non Executive - Independent	10/09/2014	42	2	6	4
Mr.	Rajiv Kapasi	AENPK6829C 02208714	Non Executive - Independent	10/09/2014	42	2	8	1
<p>⁵ PAN number of any director would not be displayed on the website of the stock exchange</p> <p>⁶ 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.</p>								

For Kiran Vyapar Limited


 Company Secretary

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / NonExecutive / Independent/Nominee) ⁵
1. Audit Committee	Mr. Amitav Kothari	Chairperson - Independent - Non Executive
	Mr. Bhaskar Banerjee	Independent - Non Executive
	Mr. Rajiv Kapasi	Independent - Non Executive
	Mr. Lakshmi Niwas Bangur	Non Executive Non Independent
2. Nomination & Remuneration Committee	Mr. Bhaskar Banerjee	Independent - Non Executive
	Mr. Rajiv Kapasi	Independent - Non Executive
	Mr. Lakshmi Niwas Bangur	Non Executive Non Independent
3. Risk Management Committee(if applicable)	Not Applicable as per SEBI (LODR) Regulations, 2015 but the Company has the Risk Management Committee constituted as per Non Banking Financial Companies - Corporate Governance (Reserve Bank) Directions.	
4. Stakeholders Relationship Committee	Mr. Bhaskar Banerjee	Independent - Non Executive
	Mr. Rajiv Kapasi	Independent - Non Executive
	Mr. Lakshmi Niwas Bangur	Non Executive Non Independent
5. Corporate Social Responsibility Committee	Mr. Lakshmi Niwas Bangur	Non Executive Non Independent
	Mr. Shreeyash Bangur	Executive
	Mr. Bhaskar Banerjee	Independent - Non Executive
6. Asset Liability Management Committee - RBI	Mr. Lakshmi Niwas Bangur	Non-Executive - Non Independent Director
	Mr. Shreeyash Bangur	Executive Director
	Ms. Sheetal Bangur	Non-Executive - Non Independent Director
	Mr. Bhaskar Banerjee	Non-Executive - Independent Director
	Mr. Lakshmi Niwas Bangur	Non-Executive - Non Independent Director
7. Grievance Redressal Committee -RBI	Mr. Shreeyash Bangur	Executive Director
	Ms. Sheetal Bangur	Non-Executive - Non Independent Director
	Mr. Bhaskar Banerjee	Non-Executive - Independent Director
	Mr. Lakshmi Niwas Bangur	Non-Executive - Non Independent Director
8. Risk Management Committee - RBI (Not Applicable as per SEBI (LODR) Regulations, 2015 but the Company has the Risk Management Committee constituted as per Non Banking Financial Companies - Systemically Important Non-Deposit Taking Company And Deposit Taking Company (Reserve Bank) Directions, 2016)	Mr. Shreeyash Bangur	Executive Director
	Ms. Sheetal Bangur	Non-Executive - Non Independent Director
	Mr. Bhaskar Banerjee	Non-Executive - Independent Director
	Mr. Lakshmi Niwas Bangur	Non-Executive - Non Independent Director
	Mr. Shreeyash Bangur	Executive Director
9. Loan & Investment Committee -RBI	Ms. Sheetal Bangur	Non-Executive - Non Independent Director
	Mr. Bhaskar Banerjee	Non-Executive - Independent Director

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

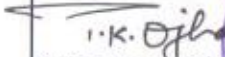

For Kiran Vyapar Limited


I.K. Ojha
Company Secretary

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	Maximum gap between any two consecutive (in number of days)	
23.10.2017	-		
11.11.2017	14.02.2018	94 days	
	27.02.2018	12 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - 14.02.2018	Yes - All members were present.	11.11.2017	94 days
Stakeholders Relationship Committee -14.02.2018	Yes - All members were present.	11.11.2017	94 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

For Kiran Vyapar Limited


I.K. Ojha
Company Secretary

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 Audit Committee	Yes
Note	
<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</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration committee Stakeholders Relationship committee Risk Management Committee - Not Applicable <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: No comments by the Board of Directors for the previous quarter and this report will be placed before the Board of Directors in their next meeting.</p>	
<p>For Kiran Vyapar Limited</p> <p> Pradip Kumar Ojha Company Secretary Date :13-04-2018 Place : Kolkata</p> 	

**KIRAN VYAPAR LIMITED
ANNEXURE II**

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

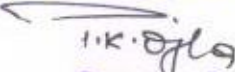
I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status <i>(Yes/No/NA) refer note below</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

For Kiran Vyapar Limited


Company Secretary

II Annual Affirmations		
Particulars	Regulation Number	Compliance status <i>(Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	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)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable as per SEBI (LODR) Regulations, 2015 but the Company has the Risk Management Committee constituted as per Non Banking Financial Companies - Corporate Governance (Reserve Bank) Directions.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	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 listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes

For Kiran Vyapar Limited


Company Secretary

<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.

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

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.

For Kiran Vyapar Limited


Pradip Kumar Ojha
Company Secretary
Date: 13.04.2018
Place: Kolkata

