

## 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

<b>Name of Listed Entity</b>				<b>KIRAN VYAPAR LIMITED</b>				
<b>Quarter ending</b>				<b>31st March, 2017</b>				
<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & 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	10-09-13	NA	3	5	1
Mr.	Shreeyash Bangur	AEBPB8449R 00012825	Managing Director - Executive	22-11-11	NA	2	0	0
Ms.	Sheetal Bangur	AIAPB0180G 00003541	Non Executive Non Independent	27-03-15	NA	2	0	0
Mr.	Amitav Kothari	AEOPK3738D 01097705	Non Executive - Independent	10-09-14	30	3	3	1
Mr.	Bhaskar Banerjee	AEDPB6225R 00013612	Non Executive - Independent	10-09-14	30	2	7	1
Mr.	Rajiv Kapasi	AENPK6829C 02208714	Non Executive - Independent	10-09-14	30	2	8	0
<p>§ PAN number of any director would not be displayed on the website of the stock exchange</p> <p>*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>								



<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson / Executive / NonExecutive / Independent/Nominee)<sup>5</sup></b>	
1. Audit Committee	Mr. Amitav Kothari	Chairperson - Independent - Non Executive	
	Mr. Bhaskar Banerjee	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. Shreyash Bangur	Executive	
	Mr. Bhaskar Banerjee	Independent - Non Executive	
<sup>&amp;</sup> 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			
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
09-11-16	11-02-16	93 days	
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of Meeting of the Committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee - 11.02.2016	Yes - All members were present.	09.11.2016	93 days
Stakeholders Relationship Committee - 11.02.2016	Yes - All members were present.	09.11.2016	93 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			





<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>VI. Affirmations</b>	
<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"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration committee</li> <li>Stakeholders Relationship committee</li> <li>Risk Management Committee - Not Applicable</li> </ol> <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>	
<b>For Kiran Vyapar Limited</b>	
  <p><b>Aakash Jain</b>  <b>Company Secretary</b>  <b>Date :07-04-2017</b>  <b>Place : Kolkata</b></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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b>	
	<i>(Yes/No/N.A./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.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
		<i>(Yes/No/N.A./refer note below)</i>
Independent director(s) have been appointed in terms of specified criteria of	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	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.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
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
<b>Note:</b>		
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.		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
 		
<b>Name &amp; Designation</b>	Aakash Jain	
<b>Company Secretary</b>		