

INFORMATION RELATED TO CORPORATE GOVERNANCE

The Company wish to place before the shareholders the following information in order to enhance shareholders' value, keeping in mind the needs and interests of other stakeholders such as customers, employees and the society at large.

a. BOARD OF DIRECTORS

The total strength of the Board is 3 namely Sri Jag Mohan Bagla, Sri Ram Bilas Agarwal & Sri Dronesh Singhania. There is no change in the Board of Directors since the last AGM of the company. During the year under review, the Board of Directors met eight times. These meetings were held on the following dates:

26 th April, 2013	10 th May, 2013	22 nd Jun, 2013
3 rd Aug, 2013	30 th Sep, 2013	29 th Oct, 2013
31 st Jan, 2014	31 st Mar, 2014	

b. AUDIT COMMITTEE OF DIRECTORS

The Audit Committee comprises of three Directors namely Mr. Ram Bilas Agarwal, Mr Jag Mohan Bagla and Mr. Dronesh Singhania, the committee regularly meets as and when required.

c. SHARE TRANSFER COMMITTEE

The Company has a Share Transfer Committee comprising of Sri Ram Bilas Agarwal, Sri Jag Mohan Bagla & Sri Dronesh Singhania, Director. The Committee meets at regular intervals to approve all transfer, transmissions and take up all the shareholders' complaints.

d. DETAILS OF ANNUAL / EXTRAORDINARY GENERAL MEETINGS

1.1 Location and time, where General Meeting held in last 3 years.

<u>YEAR</u>	<u>AGM/EGM</u>	<u>LOCATION</u>	<u>DATE</u>	<u>TIME</u>
2012-2013	AGM	8, Bentinck Street Kolkata – 700 001	30.09.2013	11.30 A.M
2011-2012	AGM	-Do-	29.09.2012	11.30 A.M
2010-2011	AGM	-Do-	16.09.2011	11.30 A.M

1.2 Whether Special Resolution put through Postal Ballot last year? -NO-

1.3 Are votes proposed to be conducted through Postal Ballot this year? -NO-

e. Disclosures on materially related party transactions i.e. transactions of the Company of material nature, with promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large. There is no material transaction with related party.

f. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock-Exchange or SEBI or any other statutory authority, on any matter related to capital markets, during last three years.

-NO-

g. Means of Communication

- | | |
|--|------------------------------------|
| • Half-yearly report sent to each household of shareholders | -No- |
| • Quarterly results published | -Yes- |
| • Whether it also displays official news releases and presentations made to institutional investors/analysts | On request |
| • Which Newspaper normally published in | * Arthik Lipi, & The Echo of India |

h. Shareholders' Information

- Registered Office**
8, Bentinck Street, Taher Mansion, Ground Floor,
Kolkata - 700 001
- Stock Exchange Listing**
The Company's shares are listed and traded on the Stock Exchanges at Kolkata.
- Shareholders' Services**
W.e.f.10.04.2003,M/s Maheswari Datamatics P.Ltd. 6, Mangoe Lane, Kolkata 700 001 has been appointed as RTA in respect of both physical and demat shares of the company. The Company's shares have been dematerialised with CDSL and ISIN No. INE 263E01018
- Nomination Facility**
Individual Shareholders can now avail the facility of nomination. The nominee shall be the person with whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of death of the shareholder(s). A minor can be a nominee provided the name of the guardian is given in the nomination form. The facility of nomination is not available to non-individual shareholders such as societies, trusts, bodies corporate, karta of Hindu Undivided Families and holders of Power of Attorney. In case of any assistance, please contact M/s Maheswari Datamatics Pvt Ltd.
- Annual General Meeting**
The 34th Annual General Meeting of the shareholders will be held at 11.30 A. M. on Tuesday, 30th September, 2014 at 8, Bentinck Street, Ground Floor, Kolkata - 700 001
- Date of Book Closure**
26th September, 2014 to 30th September, 2014 both days inclusive
- Dividend Payment**
Your Directors do not recommend payment of any dividend for the year ended 31st March, 2014 in view of meager profit for the year.
- Statistics of Shareholders: 2012-2014**

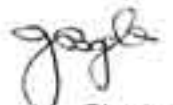
<u>Year Ended</u>	<u>No. of Shareholders</u>
31 st March, 2012	110
31 st March, 2013	108
31 st March, 2014	108

9. Distribution of Shareholding as on 31st March, 2014

<u>RANGE</u> <u>In No. of Shares</u>	<u>RANGE</u> <u>In value of Shares</u>	<u>No. of</u> <u>Share</u> <u>Holders</u>	<u>% to</u> <u>Total</u> <u>Holders</u>	<u>No. of</u> <u>Shares</u>	<u>% of</u> <u>Total</u> <u>Holdings</u>
Up to 500	Up to 5000	49	45.37	12100	5.04
501 to 1000	5010 to 10000	6	5.56	5200	2.17
1001 to 2000	10010 to 20000	24	22.22	39100	16.29
2001 to 3000	20010 to 30000	14	12.96	37750	15.73
3001 to 4000	30010 to 40000	3	2.78	11375	4.74
4001 to 5000	40010 to 50000	3	2.78	13950	5.81
5001 to 10000	50010 to 100000	6	5.56	52600	21.92
10001 to above	100010 to above	3	2.77	67925	28.30
TOTAL		108	100.00	240000	100.00

RESIDENT INDIANS	101	93.52	147225	61.34
DOMESTIC COMPANIES	4	3.70	77525	32.30
NON RESIDENT INDIANS	NIL	-	NIL	-
FOREIGN COMPANIES	NIL	-	NIL	-
MUTUAL FUNDS	NIL	-	NIL	-
BANKS	NIL	-	NIL	-
DIRECTORS/RELATIVES	3	2.78	15250	6.36
TOTAL	110	100.00	240000	100.00

For and on behalf of the Board


Director

Regd. office:
8, Bentinck Street,
Kolkata - 700 001

Date: 25th July, 2014

Certificate to the members of KHL Properties Limited on compliance of the conditions of Corporate Governance for the period ended March 31, 2014 under clause 49 of the listing agreements with relevant Stock Exchange.

We have examined the compliance of the conditions of Corporate Governance by KHL Properties Limited, for 12 months period ended on March 31, 2014, as stipulated in clause 49 of the listing agreements of the said Company with relevant Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned listing agreements.

As required by the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India, we state that no grievances are pending as on March 31, 2014 against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 25th July, 2014



For N K Jain & Co,
Chartered Accountants,
Firm Regn. No. 304078E

A handwritten signature in black ink, appearing to read "N K Jain", written over a horizontal line.

N K Jain
Proprietor
M.No:005976