

# Kirti Investments Limited

CIN No. : L99999MH1974PLC017826

Regd. Office : 202, A-Wing, Bldg. No. 3, Rahul Mittal Industrial Estate, Sir M. V. Road, Andheri (E), Mumbai - 400 059.  
Email : kilmumbai@gmail.com • Website : www.kirtiinvestments.com

10<sup>th</sup> April, 2018

To,  
**Head- Listing & Compliance**  
**Metropolitan Stock Exchange of India Ltd.**  
**(Formerly known as MCX Stock Exchange Limited) (MCX-SX)**  
4<sup>th</sup> Floor, Vibgyor Towers, Plot No. C 62,  
G Block, Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 098

Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance for the Quarter & Financial year ended 31<sup>st</sup> March, 2018.**

**Ref: Symbol-KIRTIINV**

With reference to above, we are enclosing herewith Quarterly Compliance Report on Corporate Governance as follows:

1. Annexure I - Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2018 ;
2. Annexure II- Corporate Governance for the Financial year ended 31<sup>st</sup> March, 2018

Please acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**For Kirti Investments Ltd.**

  
Compliance Officer



Encl: As above.

ANNEXURE I

- Format to be submitted by listed entity on quarterly basis  
 1. Name of Listed Entity : KIRTI INVESTMENTS LIMITED  
 2. Quarter ending : 31st March, 2018

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PA Nos & DIN	Category (Chairperson/Executive/Non-executive/Independent/Non-Executive & Nominee)	Date of Appointment in the current term /cessation	Tenure*	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.	Nirmal Kedia	PAN - AAMPK1658E DIN-00050769	Chairman	16/08/2005	-	2	1	0	
Mr.	Vijaykumar Khowala	PAN - AETPK2656P DIN-00377686	Non Executive	27/03/2004	-	2	3	1	
Mr.	Nipun Kedia	PAN - ASFPK9445C DIN-02356010	Executive	01/07/2009	-	2	2	0	
Ms.	Preethi Anand	PAN - ARKPP5034G DIN-07178887	Independent/ Non Executive	01/11/2016	5 years	3	3	0	
Mr.	Ravi Nevatia	PAN - AAZPA8089L DIN - 07200190	Independent/ Non Executive	01/11/2016	5 years	5	3	3	



\$PAN number 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		Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	
Name of Committee	Name of Committee members		
1. Audit Committee	1) Mr. Ravi Nevatia 2) Mr. Vijaykumar Khowala 3) Ms. Preethi Anand 4) Nirmal Bhagirathprasad Kedia	Independent/ Non Executive Independent/ Non Executive Independent/ Non Executive Non- Executive	
2. Nomination & Remuneration Committee	1) Mr. Vijaykumar Khowala 2) Mr. Ravi Nevatia 3) Ms. Preethi Anand	Independent/ Non Executive Independent/ Non Executive Independent/ Non Executive	
3. Risk Management Committee (if applicable)	-	-	
4. Stakeholders Relationship Committee	1) Mr. Vijaykumar Khowala 2) Mr. Nipun Kedia	Independent/ Non Executive Executive Director	
*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			
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)	
12/12/2017	12/02/2018	62 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*
1) Audit Committee - 12/02/2018 2) Stakeholder Relationship Committee - 12/02/2018	Yes	1) Audit Committee - 12/12/2017 Stakeholder Relationship Committee - 12/12/2017	2) Audit Committee - 120 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions	Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA	NA
Whether shareholder approval obtained for material RPT	NA	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	NA
<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.		
<b>VI. Affirmations</b>		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 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. 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. 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: <div style="text-align: right; margin-top: 10px;">    </div>		
<b>Sandeep Biranje</b> <b>Compliance Officer</b>		

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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		Compliance status (Yes/No/NA) refer note below
Item		
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.
II. Annual Affirmations		Compliance status (Yes/No/NA) refer note below
Particulars	Regulation Number	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	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)	NA
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)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
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

**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 compiled.



Sandeep Biranije  
Compliance Officer