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:

10th May, 2012	15th May, 2012	2nd Aug, 2012
17th Aug, 2012	29th Sep, 2012	12th Oct, 2012
16th Nov, 2012	7th Feb, 2013	

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.

YEAR	AGM/EGM	LOCATION	DATE	TIME
2011-2012	AGM	8, Bentinck Street Kolkata – 700 001	29.09.2012	11.30 A.M
2010-2011	AGM	-Do-	16.09.2011	11.30 A.M
2009-2010	AGM	-Do-	30.09.2010	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

1. Registered Office
8, Bentinck Street, Taher Mansion, Ground Floor,
Kolkata - 700 001

2. Stock Exchange Listing
The Company's shares are listed and traded on the Stock Exchanges at Kolkata

3. 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 283E01018

4. 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, kartas of Hindu Undivided Families and holders of Power of Attorney. In case of any assistance, please contact M/s Maheswari Datamatics Pvt Ltd.

5. Annual General Meeting
The 33rd Annual General Meeting of the shareholders will be held at 11.30 A. M. on Monday, 30th September, 2013 at 8, Bentinck Street, Ground Floor, Kolkata - 700 001

6. Date of Book Closure
26th September, 2013 to 30th September, 2013 both days inclusive

7. Dividend Payment
Your Directors do not recommend payment of any dividend for the year ended 31st March, 2013 in view of meager profit for the year.

8. Statistics of Shareholders: 2011-2013

Year Ended	No. of Shareholders
31st March, 2011	110
31st March, 2012	110
31st March, 2013	108

9. Distribution of Shareholding as on 31st March, 2013

RANGE in No. of Shares	RANGE in value of Shares	No. of Share Holders	% to Total Holders	No. of Shares	% of Total Holdings
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: 22nd June, 2013

Certificate to the members of KHL Properties Limited on compliance of the conditions of Corporate Governance for the period ended March 31, 2013 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, 2013, 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, 2013 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.

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

N. K. JAIN & CO.
Kolkata
Chartered Accountants

Place: Kolkata
Date: 22nd June, 2013

N K Jain
Proprietor
M.No:005976