

Ref: KCL/VKP/2015-16/SHARES/ 230

Dated: 09.07.2015

To,
The Dy. General Manager
Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, Trading Ring
Rotenda Building, P.J. Towers
Dalal Street,
MUMBAI – 400 001

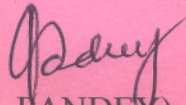
Dear Sir,

Please find enclosed herewith Quarterly Compliance Report on the Corporate Governance under clause 49 of the Listing Agreement for the quarter ended 30th June, 2015.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For KEY CORP LIMITED


(V.K. PANDEY)
Joint Secretary /
Compliance Officer

Encl : As above

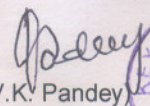
Quarterly Compliance Report on Corporate Governance
under Clause 49 of the Listing Agreement

Name of the Company
Quarter Ended

: **KEY CORP LIMITED**
30th June, 2015

	Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
I	Board of Director	49(I)		-
(A)	Composition of Board	49(IA)	Yes	-
(B)	Non-executive Directors compensation & disclosures	49(IB)	Yes	-
(C)	Other provisions as to Board and Committees	49(IC)	Yes	-
(D)	Code of Conduct	49(ID)	Yes	To be part of Annual Report 2015-16
II.	Audit Committee	49(II)		
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	-
(B)	Meeting of Audit Committee	49(B)	Yes	-
(C)	Powers of Audit Committee 49(IIC)	49(IIC)	Yes	-
(D)	Role of Audit Committee	49(IID)	Yes	-
(E)	Review of Information by Audit Committee	49(IIE)	Yes	-
III.	Subsidiary Companies	49(III)	N.A.	-
IV.	Disclosures	49(IV)		
				To be part of Annual Report 2015-16
(A)	Basis of related party transactions	49(IVA)	Yes	
(B)	Disclosure of Accounting Treatment	49(IVB)	Yes	To be part of Annual Report 2015-16
(C)	Board Disclosures	49(IVC)	Yes	
(D)	Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	N.A.	
(E)	Remuneration of Directors	49(IVE)	Yes	To be part of Annual Report 2015-16
(F)	Management	49(IVF)	Yes	-do-
(G)	Shareholders	49(IVG)	Yes	-do-
V.	CEO/CFO Certification	49(V)	Yes	-do-
VI.	Report on Corporate Governance	49(VI)	Yes	-do-
VII.	Compliance	49(VII)	Yes	-do-

Place : Kanpur
Dated : 09.07.2015


(V.K. Pandey)
JT. SECRETARY
[Compliance Officer]



KEY CORP LIMITED

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Dated: 09.07.2015

To,
The Dy. General Manager
Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, Trading Ring
Rotenda Building, P.J. Towers
Dalal Street,
MUMBAI – 400 001


Dear Sir,

Please find enclosed herewith a statement of Shareholding Pattern for the quarter ended 30th June, 2015 as per requirement of Listing Agreement.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For KEY CORP LIMITED


(V.K. PANDEY)
Joint Secretary/
Compliance Officer

Encl : As above

Introductory sub-table (I)(a)

Name of the Company: KEY CORP LTD.			
Scrip Code, Name of the scrip, class of security: INE130F01016			
Quarter ended: 30-06-2015			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	NA	NA	NA
Held by public	NA	NA	NA
Total - D	0	0	0
Outstanding convertible securities:- No. of outstanding securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	NA	NA	NA
Held by public	NA	NA	NA
Total - E	0	0	0
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	NA	NA	NA
Held by public	NA	NA	NA
Total - F	0	0	0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities		6000000 ✓	

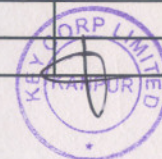


Statement Showing Shareholding Pattern

Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	Shareholding of Promoter and							
1	Indian							
(a)	Individuals/ Hindu Undivided Family							
		1	4140519	4140519	69.01	69.01		0.00
(b)	Central Government/ State Government(s)				0.00	0.00		0.00
(c)	Bodies Corporate				0.00	0.00		0.00
(d)	Financial Institutions/ Banks				0.00	0.00		0.00
(e)	Any Others(Specify)				0.00	0.00		0.00
(e-i)					0.00	0.00		0.00
(e-ii)					0.00	0.00		0.00
	Sub Total(A)(1)	1	4140519	4140519	69.01	69.01	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)				0.00	0.00		0.00
b	Bodies Corporate				0.00	0.00		0.00
c	Institutions				0.00	0.00		0.00
d	Any Others(Specify)				0.00	0.00		0.00
d-i					0.00	0.00		0.00
d-ii					0.00	0.00		0.00



	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and	1	4140519	4140519	69.01	69.01	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	2	600	0	0.01	0.01	NA	NA
(b)	Financial Institutions / Banks	3	700	600	0.01	0.01	NA	NA
(c)	Central Government/ State Government(s)		0	0	0.00	0.00		
(d)	Venture Capital Funds		0	0	0.00	0.00		
(e)	Insurance Companies		0	0	0.00	0.00		
(f)	Foreign Institutional Investors		0	0	0.00	0.00		
(g)	Foreign Venture Capital Investors		0	0	0.00	0.00		
(h)	Any Other (specify)		0	0	0.00	0.00		
(h-i)			0	0	0.00	0.00		
(h-ii)			0	0	0.00	0.00		
	Sub-Total (B)(1)	5	1300	600	0.02	0.02		
B 2	Non-institutions							
(a)	Bodies Corporate	62	32751	10351	0.55	0.55	NA	NA
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	8872	1809763	317107	30.16	30.16		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.							
		1	10978	10978	0.18	0.18		
(c)	Any Other (specify)				0.00	0.00		
(c-i)	Non Resident Indian	4	4689	4489	0.08	0.08		
(c-ii)	Trust							



	Sub-Total (B)(2)	8939	1858181	342925	30.97	30.97		
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	8944	1859481	343525	30.99	30.99	NA	NA
	TOTAL (A)+(B)	8945	6000000	4484044	100.00	100.00		
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group					0.00	NA	NA
2	Public					0.00		
	Sub-Total (C)	0	0	0		0	0	
	GRAND TOTAL (A)+(B)+(C)	8945	6000000	4484044		100.00	0	0.00



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr.	Name of the	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
No.	shareholder	Number of shares held	As a % of grand total (A) +(B) + (C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrant s held	As a % total number of warrants of the same class	Number of converti ble securitie s held	As a % total number of converti ble securitie s of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	K.B.AGARWAL	4140519	69.01		0.00	0.00	✓	0		0	
2											
3											
4											
5											
6											
7											
8											
9											
10											
11											
TOTAL		4140519	69.01	0	0.00	0.00	0	0	0	0	0

(*) The term “encumbrance” has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011



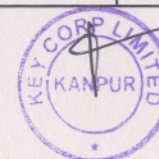
(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	NOT APPLICABLE	0	0.00		0		0	
2								
3								
4								
5								
6								
7								
8								
9								
10								
TOTAL		0	0.00	0	0	0	0	0



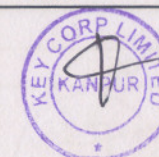
(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	NOT APPLICABLE	0	0.00		0		0	
2								
3								
4								
5								
6								
7								
8								
9								
10								
TOTAL		0	0.00	0	0	0	0	0



(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NOT APPLICABLE		0.00
2			0.00
3			0.00
4			0.00
5			0.00
6			0.00
7			0.00
8			0.00
9			0.00
TOTAL		0	0.00



(II)(a) Statement showing details of Depository Receipts (DRs)

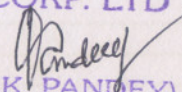
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NOT APPLICABLE			0.00
2				0.00
3				0.00
4				0.00
5				0.00
6				0.00
7				0.00
8				0.00
9				0.00
TOTAL		0	0	0.00



(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NOT APPLICABLE			0.00
2				0.00
3				0.00
4				0.00
5				0.00
6				0.00
7				0.00
8				0.00
9				0.00
TOTAL			0	0.00

For KEY CORP. LTD


(V.K. PANDEY)
Joint Secretary
Compliance Officer