



KEY CORP LIMITED

16/16-A, Civil Lines, Kanpur - 208 001
CIN-L65921 UP1985 PLC007547
e-mail : keycorpltd@gmail.com



3013416
3010422
2305416
3919463 (Fax)

Ref:KCL/2015-2016/MISC/VK1/021/ 119

Dated: 08.04.2016

To,
The Stock Exchange Mumbai
Corporate Relationship Department,
25th Floor,
Phiroze Jeejeebhoy Towers
Dalal Street,
MUMBAI-400 001

SCRIPT CODE – 507948

Sub: Report on Corporate Governance for the quarter ended 31st March, 2016.

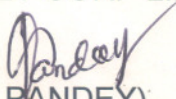
Dear Sir,

Pursuant to requirement of Regulations 27(2) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we herewith furnish the compliance report on Corporate Governance for the quarter ended 31st March, 2016 in format prescribed by SEBI vide Circular No. CIR/CFD/CMD/5/2015 dated 24.09.2015, which we hope you will find in order.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
for KEY CORP LIMITED.


(V.K. PANDEY)
JOINT SECRETARY/
COMPLIANCE OFFICER

Encl: As above.

Compliance Report on Corporate Governance

1 Name of Listed Entity **KEY CORP LIMITED**

2 Quarter Ended **31st March 2016**

I. Composition of Board of Directors							
Title (Mr. / Ms)	Name of the Director	PANS AND DIN	Category (Chairperson /Executive/Non-Executive/in dependent/Nominee)	Date of Appointment in the current term /cessation	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 this listed entity (Refer Regulation 26(1) of Listing Regulations)
	Yadupati Singhania	ABXPS4722M 00050364	Independent Non-Executive Director	24.02.2015	2	NIL	NIL
Mr.	K.B.Agarwal	ACAPA1120H 00339934	Non-Independent Non-Executive Director	26.11.1985	3	NIL	5
Mr.	B.D.Agarwal	AAOPA6301Q 00235154	Non-Independent Non-Executive Director	13.05.1995	1	1	NIL
Mr.	Padam Kumar Jain	AALPJ7655F 00176945	Independent Non-Executive Director	13.05.1995	1	NIL	3
Ms.	Manju Jain	ABVPJ8634K 06971010	Independent Non-Executive Director	10.09.2014	1	3	NIL
Mr.	G.D.Maheshwari	ABXPM1573G 00235209	Non-Independent Executive Director	01.10.2003	1	2	NIL

II. Composition of Committees			
S.No	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
	Audit Committee	(1) Shri Padam Kumar Jain (2) Ms Manju Jain (3) Shri G.D.Maheshwari	Independent Non-Executive Director Independent Non-Executive Director Non-Independent Executive Director
2	Nomination & Remuneration Committee	(1) Shri Padam Kumar Jain (2) Dr. B.D.Agarwal (3) Ms Manju Jain	Independent Non-Executive Director Non-Independent Non-Executive Director Independent Non-Executive Director
3	Stakeholders Relationship Committee	(1) Shri Padam Kumar Jain (2) Ms Manju Jain (3) Shri G.D.Maheshwari	Independent Non-Executive Director Independent Non-Executive Director Non-Independent Executive Director



Compliance Report on Corporate Governance

1 Name of Listed Entity

KEY CORP LIMITED

2 Quarter Ended

31st March 2016

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)
26.10.2015	15.01.2016	81 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
(A) Audit Committee			
15.01.2016	3	26.10.2015	81 days

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
(B) Nomination & Remuneration Committee			
30.10.2015	3	NIL	NIL

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
(C) Risk Management Committee(if applicable)			
30.10.2015	3	23.01.2015	281 days

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*
(C) Stakeholders Relationship Committee'			
30.10.2015	3	22.01.2016	84 days



Compliance Report on Corporate Governance

Name of Listed Entity

KEY CORP LIMITED

Quarter Ended

31st March 2016

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations

- 1- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. YES
- 2- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee YES
 - b. Nomination & remuneration committee YES
 - c. Stakeholders relationship committee YES
 - d. Risk management committee (applicable to the top 100 listed entities) NO
- 1- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. YES
- 2- 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. YES
- 3- 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: YES

Name & Designation
For KEY CORP LTD


V.K. Pandey

Jt. Secretary/
Compliance Officer

Date 09.04.2016





KEY CORP LIMITED

16/16-A, Civil Lines, Kanpur - 208 001
CIN-L65921 UP1985 PLC007547
e-mail : keycorpltd@gmail.com



3013416
3010422
2305416
3919463 (Fax)

Ref: KCL/VKP/2016-17/SHARES/ 120

Dated: 08.04.2016

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

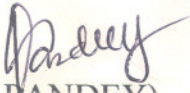
Dear Sir,

Please find enclosed herewith a statement of Shareholding Pattern for the quarter ended 31st March, 2016 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

NAME OF THE COMPANY KEY CORP LIMITED
SHAREHOLDING PATTERN AS ON 31.03.2016

Format of holding of specified securities

- 1 Name of Listed Entity: **KEY CORP LIMITED**
- 2 Scrip Code-**507948** /Name of Scrip- **KEY CORP LIMITED** /Class of Security **EQUITY**
- 3 Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a If under 31(1)(b) then indicate the report for Quarter ending **31.03.2016**
 - b If under 31(1)(c) then indicate date of allotment/extinguishment
- 4 Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

- 5 The tabular format for disclosure of holding of specified securities is as follows:-



NAME OF THE COMPANY KEY CORP LIMITED
SHAREHOLDING PATTERN AS ON 31.03.2016

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total								
(A)	Promoter & Promoter Group	1	4140519	-	-	4140519	69.01%	4140519	-	4140519	69.01%	-	69.01%	-	-	-	-	4140519
(B)	Public	8917	1859481	-	-	1859481	30.99%	1859481	-	1859481	30.99%	-	30.99%	-	-	-	-	347525
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	8918	6000000	-	-	6000000	100	6000000	-	6000000	100	-	100	-	-	-	-	4488044



NAME OF THE COMPANY KEY CORP LIMITED
SHAREHOLDING PATTERN AS ON 31.03.2016

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

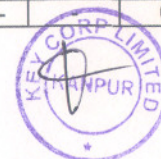
	Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities as a percentage of diluted share capital) (XI)	Number of Locked in (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total Shares as held (b)	No. (a)		As a % of total Shares as held (b)
									Class X	Class Y	Total								
(1)	Indian																		
(a)	Individuals/Hindu undivided Family																		
	K B AGARWAL	ACAPA1120H	1	4140519	-	-	4140519	69.01	4140519	-	4140519	69.01	-	-	-	-	-	4140519	
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (A)(1)	-	1	4140519	-	-	4140519	69.01	4140519	-	4140519	69.01	-	-	-	-	-	4140519	
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (A)(2)	-	0	0	-	-	0	0	0	-	0	0	-	-	-	-	-	0	
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	1	4140519	-	-	4140519	69.01	4140519		4140519	69.01	-	-	-	-	-	4140519	



NAME OF THE COMPANY KEY CORP LIMITED
SHAREHOLDING PATTERN AS ON 31.03.2016

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) VIII	Number of Voting Rights held in each class of securities IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged otherwise encumbered (xiii)		Number of equity shares or held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (Not applicable) (b)	
								Class X	Class Y	Total								
Institutions																		
(a) Mutual Funds/																		
SAHARA INDIA MUTUAL BENEFIT COMPANY LTD	-	1	200	-	-	200	0.00	200	-	200	0.00	-	0.00	-	-	-	-	-
PRESSMAN MUTUAL FUNDS LTD	-	1	400	-	-	400	0.01	400	-	400	0.01	-	0.01	-	-	-	-	-
SUB TOTAL		2	600	-	-	600	0.01	600	-	600	0.01	-	0.01	-	-	-	-	-
(b) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e) Foreign Portfolio Investors																		
(f) Financial Institutions/ Banks																		
STATE BANK OF INDIA PERSONAL BANKING BRANCH MUMBAI	AAACS8577K	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-	-	100
BANK OF INDIA	-	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-	-	-
BANK OF INDIA	AAACB0472C	1	500	-	-	500	0.01	500	-	500	0.01	-	0.01	-	-	-	-	500
SUB TOTAL	-	3	700	-	-	700	0.01	700	-	700	0.01	-	0.01	-	-	-	-	600
(g) Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h) Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i) Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)		5	1300	-	-	1300	0.02	1300	-	1300	0.02	-	0.02	-	-	-	-	600



(2)	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	0	0	-	-	0	0	0	-	0	0	-	0	-	-	-	-	0
(3)	Non-institutions																	
(a)	Individuals -i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	8850	1821536	-	-	1821536	30.36	1821536	-	1821536	30.36	-	30.36	-	-	-	332880
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	BODIES CORPORATES																	
1	HOLDING 1% AND ABOVE	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	HOLDING LESS THAN 1%	-	58	31956	-	-	31956	0.53	31956	-	31956	0.53	-	0.53	-	-	-	9556
	NON-RESIDENT INDIAN HOLDING	-																
1	1% AND ABOVE	-																
	NON-RESIDENT INDIAN HOLDING	-	4	4689	-	-	4689	0.08	4689	-	4689	0.08	-	0.08	-	-	-	4489
2	LESS THAN 1%	-																
	SUB Total (B)(3)		8912	1858181			1858181	30.97	1858181		1858181	30.97		30.97				346925
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B) (3)		8917	1859481			1859481	30.99	1859481		1859481	30.99		30.99				347525

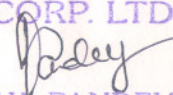


NAME OF THE COMPANY KEY CORP LIMITED
SHAREHOLDING PATTERN AS ON 31.03.2016

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total no. shares held (VII) = SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV) (Not Applicable)	
							No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No.(Not applicable)	As a % of total shares held (Not applicable)		
							Class X	Class Y	Total									
(1) Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a) Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i) abc,...	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii) efg,...	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a) Name (abc,...	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

For KEY CORP. LTD


(V.K. PANDEY)
Joint Secretary
Compliance Officer