



KEI Industries Limited

Regd. Office: D-90, Okhla Industrial Area, Phase – 1 New Delhi – 110020. CIN: L74899DL1992PLC051527. Tel.: +91-11-26818840, 26818642, 26815558, 26815559. Fax: +91-11-26811959, 26817225. Email: info@kei-ind.com Website: www.kei-ind.com

KEI/BSE/2017-18  
The Manager,  
BSE Limited  
Listing Division,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

Date: 12.01.2018

**Sub: Compliance Report on Corporate Governance for the Quarter ended on 31.12.2017.**

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter ended on 31.12.2017 in Annexure-I and Annexure-III, pursuant to the provisions of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

This is for your information and record.

Thanking You,  
Yours faithfully,  
For KEI INDUSTRIES LIMITED

For KEI INDUSTRIES LIMITED

  
(KISHORE KUNAL)  
GM (Corporate) & Company Secretary  
FCS NO.: 9429

(KISHORE KUNAL)  
GM (CORPORATE) & COMPANY SECRETARY  
FCS. No.: 9429

CC:

<b>The National Stock Exchange of India Ltd. Listing Division, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051</b>	<b>The Calcutta Stock Exchange Ltd. The Senior Manager, Listing Division, 7, Lyons Range, Kolkata-700001</b>
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Works-II : Bhiwadi: SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel: 01493-220106, 22173 Fax: 01493-221731.  
Works-III : Silvassa: 99/2/7, Madhuban Industrial Estate, Rakholi, Silvassa -396230 Dadra & Nagar Haveli Tel: 0260-2644404, 2630944 Fax: 0260-2645896  
Branch : Chennai: Flat No. 10, 1<sup>st</sup> Floor, rams Apartment, New No. 68, (Old No:141), Eldams Road, Teynampet, Chennai- 600018 Tel : 044-42009120 Fax : 044-42009130.  
Offices : Mumbai: Nirvan Corporate, 7th Floor, Opposite Aghadi Nagar, Pump House, Rajmata Jijabai Road, Andheri(E), Mumbai-400093 Tel: 022-28239673/28375642 Fax: 022-28258277  
: Kolkata: Anhanth Benchmark, 4<sup>th</sup> Floor 113-F, Matheshwartola Road Ps. Tijala, Kolkata-700046 Tel: 033-40620820/40620822 Fax: 033-40620821

**REPORT ON CORPORATE GOVERNANCE**

- 1 Name of Listed Entity: **KEI Industries Limited**  
 2 Quarter ending: **December 31, 2017**

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholders Relationship held in listed entities including this listed entity
		PAN	DIN						
Mr.	Anil Gupta	AAJPG9055C	00006422	Chairperson/ Managing Director/ Executive	Re-appointed as Chairman-cum-Managing Director w.e.f. 01/07/2016	-	1	NIL	NIL
Mr.	Akshit Diviaj Gupta	AYVPG2930J	07814690	Executive Director	10/05/2017	5 Years	1	NIL	NIL
Mr.	Vijay Bhushan	AALPB8325J	00002421	Independent Director/ Non-Executive	19/09/2014	5 Years	3	2	2
Mr.	Pawan Bholusaria	AADPB9207H	00092492	Independent Director/ Non-Executive	19/09/2014	5 Years	2	3	1
Mr.	Vikram Bhartia	AFXPB2730C	00013654	Independent Director/ Non-Executive	19/09/2014	5 Years	1	2	NIL
Mr.	Kishan Gopal Somani	AAOPS3830L	00014648	Independent Director/ Non-Executive	19/09/2014	5 Years	1	1	NIL
Mrs.	Archana Gupta	AAHPG2849Q	00006459	Non-Executive Director	31/01/2005	-	1	NIL	NIL
Mr.	Rajeev Gupta	AEHPG4730Q	00128865	Executive Director	Re-appointed as Executive Director (Finance) & CFO w.e.f. 01/06/2015	-	1	NIL	NIL

For KEI INDUSTRIES LIMITED

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<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ independent/Nominee)
1	Audit Committee	1. Mr. Pawan Bholusaria Chairperson (Independent / Non-Executive)
		2. Mr. Kishan Gopal Somani Member (Independent / Non-Executive)
		3. Mr. Vikram Bhartia Member (Independent / Non-Executive)
2	Nomination & Remuneration Committee	1. Mr. Vikram Bhartia Chairperson (Independent / Non-Executive)
		2. Mr. Vijay Bhushan Member (Independent / Non-Executive)
		3. Mr. Pawan Bholusaria Member (Independent / Non-Executive)
3	Risk Management Committee (if applicable)	N.A
4	Stakeholders Relationship Committee	1. Mr. Vijay Bhushan Chairperson (Independent / Non-Executive)
		2. Mr. Vikram Bhartia Member (Independent / Non-Executive)
		3. Mr. Pawan Bholusaria Member (Independent / Non-Executive)
<b>III. Meeting of Board of Directors</b>		
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)
19/Jul/17	13/Nov/17	40
29/Aug/17		75

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<b>IV. Meeting of Committees</b>				
	Date(s) of meeting of 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
Audit Committee	13-Nov-17	Yes (All members present at the meeting)	19-Jul-17	40
Audit Committee		Yes (All members present at the meeting)	29-Aug-17	75
Audit Committee				
<b>V. Related Party Transactions</b>				
<b>Subject</b>			<b>Compliance Status (Yes/No/NA)</b>	
Whether prior approval of audit committee obtained			Yes	
Whether shareholder approval obtained for material RPT			N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes	
<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) : N.A.			
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	The compliance report on corporate governance submitted in the previous quarter has been placed before Board of Directors and this report will be placed in the ensuing Board Meeting. Further, there was no adverse comments/observations of Board of Directors on the report.			

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