



KEI Industries Limited

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

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

**NAME OF THE COMPANY : KEI INDUSTRIES LTD**  
**QUARTER ENDING ON : 31/12/2011**

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
1	2	3	4
I. Board of Directors	49 I	Yes	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Director's Compensation & Disclosure	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 II	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 II(C)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 II(E)	Yes	
III. Subsidiary Companies	49 III	N.A.	Since, the Company has no subsidiary.
IV. Disclosures	49 IV	Yes	
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from Public issues, rights issues, preferential issues etc.	49 (IVD)	Yes	
(E) Remuneration of Directors	49 (IVE)	Yes	
(F) Management	49 (IVF)	Yes	
(G) Shareholders	49 (IVG)	Yes	
V. CEO / CFO Certification	49 V	Yes	Certificate obtained for F/Y 2010-11.
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance	49 VII	Yes	Compliance Certificate obtained and forms part of the Annual Report 2010-11.

For KEI INDUSTRIES LTD.

(KISHORE KUNAL)

C.S. & Compliance Officer

Works-II : Bhiwadi : SP-920, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel : 01493-220100, 221731 Fax : 01493-221732.  
 Works-III : Silvassa : 99/2/7, Madhuban Industrial Estate, Rakholi, Silvassa UT of D & N.H-396240. Tel/Fax : 0091-260-2644404, 2630944, 2645896  
 Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803363 Fax : 044-24803404.  
 Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277  
 Kolkata : P-47 & 48, Nilachal Complex Phase-II, Narendra Pur (Opp. Mandir Gate) Kolkata-700 013 Tel/fax : 033-24773299