



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/2019-20
The Manager,
BSE Limited
Listing Division,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Date: 15.10.2019

Sub: Compliance Report on Corporate Governance for the Quarter ended on 30.09.2019.

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter ended on 30.09.2019 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

(KISHORE KUNAL)

GM (CORPORATE) & COMPANY SECRETARY

FCS. No.: 9429

CC:

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	The Calcutta Stock Exchange Ltd. The Senior Manager, Listing Division, 7, Lyons Range, Kolkata-700001
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Works-II : Bhiwadi : SP-920, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel : 01493-220106, 221731 Fax : 01493-221732.
Works-III : Silvassa : 99/2/7, Madhuban Istrial 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 : Arianth Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-700046 Telfax : 033-40620820/4062

REPORT ON CORPORATE GOVERNANCE

ANNEXURE - I

- 1 Name of Listed Entity: **KEI Industries Limited**
 2 Quarter ending: **September 30, 2019**

I. Composition of Board of Directors													
Title (Mr./Ms.)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholders Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholders held in listed entities including this listed entity
		PAN	DIN										
Mr.	Anil Gupta	AAJPG9055C	00006422	Chairperson/ Managing Director/ Executive	31.12.1992	Re-appointed as Chairman-cum-Managing Director w.e.f. 01.07.2018	-	-	24.05.1959	1	0	0	0
Mr.	Akshit Diviaj Gupta	AYVPG2930J	07814690	Executive Director	10.05.2017	-	-	-	15.03.1992	1	0	0	0
Mr.	Vijay Bhushan	AALPB8325J	00002421	Independent Director/ Non-Executive	02.08.1994	19/09/2019	-	5 Years	22.10.1958	3	2	3	1
Mr.	Pawan Bholusaria	AADPB9207H	00092492	Independent Director/ Non-Executive	23.07.1993	19/09/2019	-	5 Years	27.07.1952	1	1	1	1
Mr.	Vikram Bhartia	AFXPB2730C	00013654	Independent Director/ Non-Executive	02.08.1994	19/09/2019	-	5 Years	15.10.1938	1	1	2	0
Mr.	Kishan Gopal Somani	AAOPS3830L	00014648	Independent Director/ Non-Executive	02.08.1994	19/09/2019	-	5 Years	11.07.1939	1	1	1	0
Mrs.	Archana Gupta	AAHPG2849Q	00006459	Non-Executive / Non-Independent Director	31.01.2005	31/01/2005	-	-	23.07.1961	1	0	0	0
Mr.	Rajeev Gupta	AEHPG4730Q	00128865	Executive Director	21.04.2006	Re-appointed as Executive Director (Finance) & CFO w.e.f. 01/06/2015	-	-	31.01.1964	1	0	0	0
Mr.	Sadhu Ram Bansal	ACOPB3041J	06471984	Independent Director/ Non-Executive	24.01.2018	-	-	5 Years	03.01.1956	2	2	1	1
Mrs.	Shalini Gupta	AAJPG7527R	02361768	Independent Women Director/ Non-Executive	18.02.2019	-	-	5 Years	09.11.1974	1	1	0	0

For KEI INDUSTRIES LIMITED


(KISHORE KUNAL)
GM (Corporate) & Company Secretary

II. Composition of Committees						
Sr. No.	Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	1. Mr. Pawan Bholusaria	Chairperson (Independent / Non-Executive)	01.10.2001	
			2. Mr. Kishan Gopal Somani	Member (Independent / Non-Executive)	01.10.2001	
			3. Mr. Vikram Bhartia	Member (Independent / Non-Executive)	01.10.2001	
2	Nomination & Remuneration Committee	Yes	1. Mr. Vikram Bhartia	Chairperson (Independent / Non-Executive)	31.10.2002	
			2. Mr. Vijay Bhushan	Member (Independent / Non-Executive)	31.10.2002	
			3. Mr. Pawan Bholusaria	Member (Independent / Non-Executive)	31.10.2002	
3	Risk Management Committee	Yes	1. Mr. Anil Gupta	Chairperson (Non-Independent / Executive)	31.10.2018	
			2. Mr. Sadhu Ram Bansal	Member (Independent / Non-Executive)	31.10.2018	
			3. Mr. Rajeev Gupta	Member (Independent / Non-Executive)	31.10.2018	
4	Stakeholders Relationship Committee	Yes	1. Mr. Vijay Bhushan	Chairperson (Independent / Non-Executive)	31.10.2002	
			2. Mr. Vikram Bhartia	Member (Independent / Non-Executive)	31.10.2002	
			3. Mr. Pawan Bholusaria	Member (Independent / Non-Executive)	15.05.2014	

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Director present	Maximum gap between any two consecutive (in number of days)
21.05.2019	05.08.2019	Yes	10	6	75

IV. Meeting of Committees					
Date(s) of meeting of committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Director present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
05.08.2019	Yes	3	3	21.05.2019	75

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
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
VI. Affirmations	
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 500 listed entities)	
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.	

For KEI Industries Limited

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(KISHORE KUNAL)
GM (CORPORATE) & COMPANY SECRETARY

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ANNEXURE - III


REPORT ON CORPORATE GOVERNANCE

1 Name of Listed Entity: **KEI Industries Limited**
2 Quarter ending: **30-Sep-19**

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No, however Mr. Vikram Bhartia, Chairman of Nomination and Remuneration Committee of KEI Industries Limited had authorized Mr. Pawan Bholusaria, Member of Nomination and Remuneration Committee to attend Annual General Meeting of the Company held on 17.09.2019 on his behalf.
Presence of Chairperson of the stakeholder relationship committee at the annual general meeting	20(3)	No, however Mr. Vijay Bhushan, Chairman of Stakeholder Relationship Committee of KEI Industries Limited had authorized Mr. Pawan Bholusaria, Member of Stakeholder Relationship Committee to attend Annual General Meeting of the Company held on 17.09.2019 on his behalf.
Whether " Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of schedule V	Yes

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