



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: 09.04.2019

**Sub: Compliance Report on Corporate Governance for the Quarter ended on 31.03.2019**


Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter ended on 31.03.2019 in Annexure-I and Annexure-II, 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:

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 : Arihant Benchmark, 4<sup>th</sup> Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Telfax : 033-40620820/4062

**REPORT ON CORPORATE GOVERNANCE**

- 1 Name of Listed Entity: **KEI Industries Limited**  
 2 Quarter ending: **March 31, 2019**

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. 01/07/2018	-	1	NIL	NIL
Mr.	Akshit Diviaj Gupta	AYVPG2930J	07814690	Executive Director	10/05/2017	-	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	1	1	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
Mr.	Sadhu Ram Bansal	ACOPB3041J	06471984	Independent Director/ Non-Executive	24/01/2018	5 Years	2	1	1
Mrs.	Shalini Gupta	AAJPG7527R	02361768	Independent Women Director/ Non-Executive	18/02/2019	5 Years	1	NIL	NIL

\*Note No. 01 : Members of the Company on 27.03.2019 have approved continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age through Postal Ballot.

\*Note No. 02 : Members of the Company on 27.03.2019 have approved re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years w.e.f. 19.09.2019 to 18.09.2024 through Postal Ballot.

\*Note No. 03 : Members of the Company on 27.03.2019 have approved continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age through Postal Ballot.

\*Note No. 04 : Members of the Company on 27.03.2019 have approved re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years w.e.f. 19.09.2019 to 18.09.2024 through Postal Ballot.

For KEI INDUSTRIES LIMITED

  
 (KISHORE KUNAL)  
 GM (Corporate) & Company Secretary

<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	1. Mr. Anil Gupta	Chairperson (Non-Independent / Executive)
		2. Mr. Sadhu Ram Bansal	Member (Independent / Non-Executive)
		3. Mr. Rajeev Gupta	Member (Non-Independent / Executive)
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)	
31-10-2018	04-02-2019	95	
	18-02-2019	13	

For KEI INDUSTRIES LIMITED



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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	04-02-2019	Yes (all members present at the meeting)	31-10-2018	95
<b>V. Related Party Transactions</b>				
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	
<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) *			
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.			

\* Risk Management Committee is formed w.e.f. 31.10.2018 as per Regulation 21(c) of SEBI (LODR) (Amendment) Regulations, 2018 (figure 100 has been substituted with figure 500).

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**REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity: **KEI Industries Limited**  
 Financial Year ended: **March 31, 2019**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of board of directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to non-executive Directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investors grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

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<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes *
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders Relationship Committee	20 (1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material Related Party Transactions	23(4)	N.A
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of Directors and Senior Management	26(2) & 26(5)	Yes
<b>Note:</b>		
* The Compliance Certificate for the FY 2018-19 shall be furnished by the CEO and CFO in the forthcoming Board Meeting in which Financial Statements pertaining to FY 2018-19 shall be approved by the Board of Director and shall form part of Annual Report of the Company for the FY 2018-19.		
<b>III Affirmations:</b>		
The Company does not have any material subsidiary, hence the provisions relating to material subsidiary are not applicable. However, the Company has approved the Policy for determining Material Subsidiary and complied the Corporate Governance requirements in respect of its subsidiary(ies).		

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