



KEI Industries Limited

BRUGG CABLES
Well connected.
KEI is under Technical Collaboration Agreement with
BRUGG to manufacture EHV cables up to 400KV

Registered and Corporate Office: D-90, Okhla Industrial Area, Phase-I, New Delhi- 110020 CIN: L74899DL1992PLC051527
Tel.: +91-11-26818840/8642/0242, Email: info@kei-ind.com Website: www.kei-ind.com

KEI/BSE/2023-24

Date: 09.10.2023

**The Manager,
BSE Limited
Listing Division,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001**

Sub: Compliance Report on Corporate Governance for the Quarter ended on 30.09.2023

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter ended on 30.09.2023 in Annexure-I, Annexure-III and Annexure-IV, 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)

AVP (Corporate Finance) & Company Secretary

(KISHORE KUNAL)

AVP (CORPORATE FINANCE) & 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**



REPORT ON CORPORATE GOVERNANCE

ANNEXURE - I

1 Name of Listed Entity: **KEI Industries Limited**
2 Quarter ending: **September 30, 2023**

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 (in months)	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 Committee 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. 01.07.2021	-	-	24-05-1959	1	0	0	0
Mr.	Akshit Diviaj Gupta	AYVPG2930J	07814690	Executive Director	10-05-2017	Re-appointed as Whole Time Director w.e.f. 10.05.2022	-	-	15-03-1992	1	0	0	0
Mr.	Vijay Bhushan	AALPB8325J	00002421	Independent Director/ Non- Executive	19-09-2014	19-Sep-19	-	108.11	22-10-1958	3	2	5	2
Mr.	Pawan Bholusaria	AADPB9207H	00092492	Independent Director/ Non- Executive	19-09-2014	19-Sep-19	-	108.11	27-07-1952	1	1	2	1
Mr.	Vikram Bhartia	AFXPB2730C	00013654	Independent Director/ Non- Executive	19-09-2014	19-Sep-19	-	108.11	15-10-1938	1	1	2	0
Mr.	Kishan Gopal Somani	AAOPS3830L	00014648	Independent Director/ Non- Executive	19-09-2014	19-Sep-19	-	108.11	11-07-1939	2	2	2	0
Mrs.	Archana Gupta	AAHPG2849Q	00006459	Non-Executive / Non- Independent Director	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. 01/06/2020	-	-	31-01-1964	1	0	0	0
Mr.	Sadhu Ram Bansal	ACOPB3041J	06471984	Independent Director/ Non- Executive	24-01-2018	24-Jan-23	-	68.6	03-01-1956	4	4	8	3
Mrs.	Shalini Gupta	AAJPG7527R	02361768	Independent Women Director/ Non-Executive	18-02-2019	18-Feb-19	-	55.12	09-11-1974	1	1	0	0

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: Yes

For KEI INDUSTRIES LIMITED

(Kishore Kunal)

AVP (Corporate Finance) & Company Secretary

Pm

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	
			4. Mr. Sadhu Ram Bansal	Member (Independent / Non-Executive)	28.01.2021	
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 (Non-Independent / 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)
02.05.2023	31.07.2023	Yes	10	6	89

For KEI INDUSTRIES LIMITED

(Kishore Kunal)
AVP (Corporate Finance) & Company Secretary

Pm

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
Audit Committee					
31.07.2023	Yes	4	4	02.05.2023	89
Stakeholders Relationship Committee					
31.07.2023	Yes	3	3	25.04.2023	96
Nomination and Remuneration Committee					
31.07.2023	Yes	3	3	25.04.2023	96
27.09.2023	Yes	3	3		57
Risk Management Committee					
				25.04.2023	

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. Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
NA	NA

- VII. Affirmations**
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 1000 listed entities)
 - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - 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.
 - 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

For KEI INDUSTRIES LIMITED

(Kishore Kunal)

AVP (Corporate Finance) & Company Secretary
(KISHORE KUNAL)
AVP (CORPORATE FINANCE) & COMPANY SECRETARY
FCS No.: 9429

ANNEXURE - III

REPORT ON CORPORATE GOVERNANCE

1 Name of Listed Entity: KEI Industries Limited

2 Quarter ending: 30-Sep-23

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)	Yes
Presence of Chairperson of the stakeholder relationship committee at the annual general meeting	20(3)	Yes
Whether " Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of schedule V	Yes

For KEI Industries Limited

For KEI INDUSTRIES LIMITED


(Kishore Kunal)

AVP (Corporate Finance) & Company Secretary

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AVP (CORPORATE FINANCE) & COMPANY SECRETARY

FCS: 9429



ANNEXURE - IV

REPORT ON CORPORATE GOVERNANCE

- 1 **Name of Listed Entity:** KEI Industries Limited
2 **Half year ending:** 30 September 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

For KEI INDUSTRIES LIMITED


RAJEEV GUPTA
EXECUTIVE DIRECTOR (FINANCE) & CFO

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		NA	
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		NA	
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company:

Not Applicable, as the company has not provided any loans(or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) directly or indirectly to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

For KEI Industries Limited

For KEI INDUSTRIES LIMITED

Rajeev Gupta

RAJEEV GUPTA

RAJEEV GUPTA EXECUTIVE DIRECTOR (FINANCE) & CFO

Executive Director (Finance) & CFO