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KEI Industries Limited

Registered and Corporate Office: D-90, Okhla Industrial Area, Phase-1, New Delhi- 110020 CIN: L74899DL1992PLC051527
Tel.: +91-11-26818840/8642/0242, Email: info@kei-ind.com Website: www.kei-ind.com

KEI/BSE/2024-25

Date: 12.04.2024

**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 31.03.2024

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter ended on 31.03.2024 in Annexure-I, Annexure-II 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**

Works-I : Bhiwadi : SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan); Tel : 01493-220106/221731, Fax: 01493-221780; E-mail: bhiwadi@kei-ind.com
Works-II : Silvassa : 99/2/7, Madhuban Industrial Estate, Rakholi, Silvassa UT of Dadra & Nagar Haveli and Daman & Diu-396230; Tel: +91-7359344404/7359244404; E-mail: silvassa@kei-ind.com
Works-III : Chopanki: A-280-284 RIICO Industrial Area (Chopanki) Dist. Alwar-301019 (Rajasthan); E-mail: chopanki@kei-ind.com
Branch : Mumbai: Nirvan Corporate, 7th Floor, Opposite Aghadi Nagar, Pump House, Jijamata Road, Andheri East, Mumbai-400093; Tel: 91-22-28239673/28375642; E-mail: mumbai@kei-ind.com
Offices : Kolkata: Arianth Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-700046; Tele: 033-40620820/40620821; E-mail: kolkata@kei-ind.com
: Chennai: No.04, (Old No.23) SIR C P Ramasamy Road, 2nd Floor, Near Apollo Spectra Hospital, Alwarpet, Chennai-600018; Tel : 044-42009120



REPORT ON CORPORATE GOVERNANCE

ANNEXURE - I

1 Name of Listed Entity: **KEI Industries Limited**
 2 Quarter ending: **March 31,2024**

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 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	19-09-2019	-	114.12	22.10.1958	3	2	5	2
Mr.	Pawan Bholusaria	AADPB9207H	00092492	Independent Director/ Non- Executive	19-09-2014	19-09-2019	-	114.12	27.07.1952	1	1	2	1
Mr.	Vikram Bhartia	AFXPB2730C	00013654	Independent Director/ Non- Executive	19-09-2014	19-09-2019	-	114.12	15.10.1938	1	1	2	0
Mr.	Kishan Gopal Somani	AAOPS3830L	00014648	Independent Director/ Non- Executive	19-09-2014	19-09-2019	-	114.12	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	24-01-2023	-	74.07	03.01.1956	4	4	8	3
Mrs.	Shalini Gupta	AAJPG7527R	02361768	Independent Women Director/ Non- Executive	18-02-2019	18-02-2024	-	61.13	09.11.1974	1	1	0	0
Mr.	Rajesh Kumar Yaduvanshi	AAAPY2605H	07206654	Independent Director/ Non-Executive	11-03-2024	11-03-2024	-	0.2	23-06-1961	2	2	1	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



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	

For KEI INDUSTRIES LIMITED


(Kishore Kunal)

AVP (Corporate Finance) & Company Secretary



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)
31.10.2023	08.01.2024	Yes	10	6	68
	23.01.2024	Yes	9	5	14
	11.03.2024	Yes	9	6	47

IV. Meeting of Committees					
Date(s) of meeting of committee in the relevant quarter	Whether requirement of Quorum met (details)	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					
23/01/2024	Yes	3	3	31.10.2023	83
11-03-2024	Yes	4	4		47
Stakeholders Relationship Committee					
23-01-2024	Yes	3	3	31.10.2023	83
Nomination & Remuneration Committee					
08-01-2024	Yes	3	3		62
11-03-2024	Yes	3	3		
Risk Management Committee					
11-03-2024	Yes	3	1	13-10-2023	149

For KEI INDUSTRIES LIMITED


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



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	
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 1000 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.

Note: 1. Mr. Vijay Bhushan (DIN 00002421) has completed his second and final term as an Independent Director in Paramount Communications Limited and consequently ceased to be a Director of the Company w.e.f. closing hours of March 31, 2024.
2. Mr. Sadhu Ram Bansal (DIN: 06471984) appointed as Additional Directors in the category of Non-Executive - Independent Director in Lux Industries Limited for a term of 3 (three) consecutive years, with effect from April 01, 2024, subject to the approval of the shareholders.

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 - II		
REPORT ON CORPORATE GOVERNANCE		
Name of Listed Entity:	KEI Industries Limited	
Financial Year ended:	March 31, 2024	

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)	If Yes Provide Link to Website. If No/NA provide reason
Details of business	Yes	https://www.kei-ind.com/
Terms and conditions of appointment of Independent Directors	Yes	https://www.kei-ind.com/wp-content/themes/keiind/pdf/policies/Letter of Appointment for Independent Directors.pdf
Composition of various committees of Board of Directors	Yes	https://www.kei-ind.com/our-company/kei-power-gallery/
Code of conduct of board of directors and Senior Management Personnel	Yes	https://www.kei-ind.com/wp-content/themes/keiind/pdf/policies/Code-Directors-SeniorManagementPersonnel.pdf
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	https://www.kei-ind.com/wp-content/uploads/2021/03/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY.pdf
Criteria of making payments to non-executive Directors	N.A.	
Policy on dealing with related party transactions	Yes	https://www.kei-ind.com/wp-content/uploads/2021/03/RELATED-PARTY-TRANSACTIONS-POLICY.pdf
Policy for determining 'material' subsidiaries	Yes	https://www.kei-ind.com/wp-content/uploads/2021/03/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf
Details of familiarization programmes imparted to Independent Directors	Yes	https://www.kei-ind.com/investor-relations/investors/familiarization-programmes-imparted-to-independent-directors/
Email address for grievance redressal and other relevant details	Yes	https://www.kei-ind.com/investor-relations/investors/investor-grievances/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investors grievances	Yes	https://www.kei-ind.com/investor-relations/investors/investor-grievances/
Financial Results	Yes	https://www.kei-ind.com/investor-relations/financial-performance/quarterly-results/
Shareholding Pattern	Yes	https://www.kei-ind.com/investor-relations/corporate-governance/shareholding-pattern/
Details of agreements entered into with the media companies and/or their associates	N.A.	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.kei-ind.com/investor-relations/investors/corporate-announcements/

For KEI INDUSTRIES LIMITED


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



Audio or Video recordings and transcript of post earning/quarterly calls	Yes	https://www.kei-ind.com/investor-relations/corporate-governance/audio-video-recording-of-transcript/ https://www.kei-ind.com/investor-relations/corporate-governance/conference-call-transcripts/
New name and the old name of the listed entity	N.A	
Advertisements as per regulation 47 (1)	Yes	https://www.kei-ind.com/investor-relations/investors/corporate-announcements/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.kei-ind.com/investor-relations/corporate-governance/external-ratings/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.kei-ind.com/investor-relations/financial-performance/balance-sheet-of-subsiary/
Secretarial Compliance Report	Yes	https://www.kei-ind.com/investor-relations/investors/corporate-announcements/
Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.kei-ind.com/wp-content/uploads/2022/12/authorised-kmp.pdf
Disclosure under regulation 30(8)	Yes	https://www.kei-ind.com/investor-relations/disclosure-policies/policies-and-codes/
Statements of deviation(s) or variation(s) as specified in regulation 32	NA	
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.kei-ind.com/investor-relations/disclosure-policies/policies-and-codes/
Annual Return as provided under Section 92 of the Companies Act,2013	Yes	https://www.kei-ind.com/investor-relations/annual-return/
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.kei-ind.com/investor-relations/disclosure-under-regulation-46-of-sebi-lodr-regulations/
Materiality Policy as per Regulation 30(4)	Yes	https://www.kei-ind.com/wp-content/uploads/2021/03/POLICY-FOR-DETERMINING-MATERIAL-EVENT.pdf
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.kei-ind.com/investor-relations/disclosure-under-regulation-46-of-sebi-lodr-regulations/
It is certified that these contents on the websites of the listed entity are correct.		

For KEI INDUSTRIES LIMITED


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


II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
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),17(1A),17{1C},17(1D)& 17(1E)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17 A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19 (2A)	Yes
Meeting of Nomination & Remuneration Committee	19 (3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholders Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholder Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee Meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6) & (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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or alternate mechanism	25(2A)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	N.A.
Memberships in Committees	26(1)	Yes

For KEI INDUSTRIES LIMITED


(Kishore Kunal)

AVP (Corporate Finance) & Company Secretary



Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Policy with respect to obligations of Directors and Senior Management	26(2) & 26(5)	Yes
Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	NA
Vacancies in respect of Key Managerial Personnel	26A(1) & 26A(2)	NA

Note:

* The Compliance Certificate for the FY 2023-24 shall be furnished by the CEO and CFO in the forthcoming Board Meeting in which Financial Statements pertaining to FY 2023-24 shall be approved by the Board of Director and shall form part of Annual Report of the Company for the FY 2023-24.

III Affirmations:

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).

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 - IV

REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: KEI Industries Limited
Half year ending: 31-Mar-24

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		

(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			

For KEI INDUSTRIES LIMITED



RAJEEV GUPTA
EXECUTIVE DIRECTOR (FINANCE) & CFO



(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them		NA	
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.

For KEI Industries Limited

FOR KEI INDUSTRIES LIMITED

Rajeev Gupta
RAJEEV GUPTA

EXECUTIVE DIRECTOR (FINANCE) & CFO

RAJEEV GUPTA

Executive Director (Finance) & CFO

Rm