

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
The General Manager,
Listing Operation,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400 001.

Date: 10.10.2024

Sub: Compliance Report on Corporate Governance for the Quarter and Half year ended on 30.09.2024

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter and Half ended on 30.09.2024 in Annexure-I 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)
VP (Corporate Finance) & Company Secretary

(KISHORE KUNAL)
VP (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, E-mail: bhiwadi@kei-ind.com
Works-II : Chopanki : A-280-284 RIICO Industrial Area (Chopanki) Dist. Alwar-301019 (Rajasthan); E-mail: chopanki@kei-ind.com
Works-III : 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
Branch : Delhi : F-90/1-A, F Block, Okhla Industrial Area, Phase-1, New Delhi - 110020, Tel. : +91 11 6905 6800
Offices : Chennai : No.04, (Old No.23) SIR C P Ramasamy Road, 2nd Floor, Near Apollo Spectra Hospital, Alwarpet, Chennai-600018; Tel : 044-42009120
: Kolkata : Arihant Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-700046, Tele: 033-40620820/40620821; E-mail: kolkata@kei-ind.com
: 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



REPORT ON CORPORATE GOVERNANCE

ANNEXURE - I

1 Name of Listed Entity: **KEI Industries Limited**
 2 Half Year ending: **September 30, 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 Committee held in listed entities including this listed entity	Remarks
		PAN	DIN											
Mr.	Anil Gupta	AAJPG9055C	00006422	Chairperson/ Managing Director/ Executive	31-12-1992	Re-appointed as Chairman-cum-Managing Director w.e.f. 01.07.2024	-	-	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	18-09-2024	120	22-10-1958	1	0	2	1	Tenure Completion
Mr.	Pawan Bholusaria*	AADPB9207H	00092492	Independent Director/ Non-Executive	19-09-2014	19-09-2019	18-09-2024	120	27-07-1952	0	0	0	0	Tenure Completion
Mr.	Vikram Bhartia*	AFXPB2730C	00013654	Independent Director/ Non-Executive	19-09-2014	19-09-2019	18-09-2024	120	15-10-1938	0	0	0	0	Tenure Completion
Mr.	Kishan Gopal Somani*	AAOPS3830L	00014648	Independent Director/ Non-Executive	19-09-2014	19-09-2019	18-09-2024	120	11-07-1939	1	1	1	0	Tenure Completion
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	-	80.07	03-01-1956	5	5	8	2	
Mrs.	Shalini Gupta	AAJPG7527R	02361768	Independent Women Director/ Non-Executive	18-02-2019	18-02-2024	-	67.13	09-11-1974	1	1	2	1	
Dr.	Rajesh Kumar Yaduvanshi	AAAPY2605H	07206654	Non-Executive - Independent Director	11-03-2024	11-03-2024	-	6.20	23-06-1961	2	2	2	0	
Mr.	Vinay Mittal^	AAMP9454C	05107333	Non-Executive - Independent Director	29-07-2024	29-07-2024	-	2.02	21-04-1962	1	1	2	0	

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: Yes

Note:

#Mr.Sadhu Ram Bansal has been appointed as an Independent Director in Udaipur Cement Works Limited w.e.f. 01.07.2024.
 - Mr.Sadhu Ram Bansal ceased to be Chairman of Stakeholders Relationship Committee of Hindusthan Urban Infrastructure Limited w.e.f. 16.07.2024.
 - Mr.Sadhu Ram Bansal ceased to be Independent Director of Hindusthan Urban Infrastructure Limited w.e.f. 13.08.2024 due to completion of two consecutive terms of 5 years each (Pursuant to Section 149 of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR) Regulations, 2015).
 -Mr.Sadhu Ram Bansal ceased to be Independent Director of Hindusthan Speciality Chemicals Limited w.e.f. 20.08.2024 due to completion of two consecutive terms of 5 years each (Pursuant to Section 149 of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR) Regulations, 2015).

^Mr.Vinay Mittal, who was appointed as an Additional Independent Director of the Company at Board Meeting dated July 29, 2024 has been appointed as an Independent Director of the Company at Annual General Meeting dated 11.09.2024.

*Mr.Vijay Bhushan, Mr. Vikram Bhartia, Mr. KG Somani and Mr. Pawan Bholusaria ceased to be Directors of KEI Industries Limited w.e.f. 18.09.2024, due to completion of two consecutive terms of 5 years each (Pursuant to Section 149 of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR) Regulations, 2015).

For KEI INDUSTRIES LIMITED


(Kishore Kunal)
 VP (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. Sadhu Ram Bansal	Chairperson (Independent / Non-Executive)	28.01.2021	-
			2. Mr. Vinay Mittal	Member (Independent / Non-Executive)	30.07.2024	-
			3. Ms. Shalini Gupta	Member (Independent / Non-Executive)	30.07.2024	-
			4. Mr. Pawan Bholusaria	Chairperson (Independent / Non-Executive)	01.10.2001	30.07.2024
			5. Mr. Kishan Gopal Somani	Member (Independent / Non-Executive)	01.10.2001	30.07.2024
			6. Mr. Vikram Bhartia	Member (Independent / Non-Executive)	01.10.2001	30.07.2024
2	Nomination & Remuneration Committee	Yes	1. Ms. Shalini Gupta	Chairperson (Independent / Non-Executive)	30.07.2024	-
			2. Mr. Sadhu Ram Bansal	Member (Independent / Non-Executive)	30.07.2024	-
			3. Dr. Rajesh Kumar Yaduvanshi	Member (Independent / Non-Executive)	30.07.2024	-
			4. Mr. Vikram Bhartiya	Chairperson (Independent / Non-Executive)	31.10.2002	30.07.2024
			5. Vijay Bhushan	Member (Independent / Non-Executive)	31.10.2002	30.07.2024
			6. Pawan Bholusaria	Member (Independent / Non-Executive)	31.10.2002	30.07.2024
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. Ms. Shalini Gupta	Chairperson (Independent / Non-Executive)	30.07.2024	-
			2. Mr. Vinay Mittal	Member (Independent / Non-Executive)	30.07.2024	-
			3. Dr. Rajesh Kumar Yaduvanshi	Member (Independent / Non-Executive)	30.07.2024	-
			4. Mr. Vijay Bhushan	Chairperson (Independent / Non-Executive)	31.10.2002	30.07.2024
			5. Mr. Vikram Bhartia	Member (Independent / Non-Executive)	31.10.2002	30.07.2024
			6. Mr. Pawan Bholusaria	Member (Independent / Non-Executive)	15.05.2014	30.07.2024

For KEI INDUSTRIES LIMITED


(Kishore Kunal)
VP (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)
02.05.2024	29.07.2024	Yes	11	7	87

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					
29.07.2024	Yes	4	4	02.05.2024	87
Stakeholders Relationship Committee					
29.07.2024	Yes	3	3	02.05.2024	87
Nomination and Remuneration Committee					
	Yes	3	3	02.05.2024	31
29.07.2024	Yes	3	3	03.06.2024	55
Risk Management Committee					
29.07.2024	Yes	3	1		

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 (as applicable)
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

For KEI INDUSTRIES LIMITED


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

(KISHORE KUNAL)
VP (CORPORATE FINANCE) & COMPANY SECRETARY
FCS No.: 9429



ANNEXURE - III

REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity:

KEI Industries Limited

Half Year ending:

30-Sep-24

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
Disclosure of the Secretarial Audit Report of the Listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	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)
VP (Corporate Finance) & Company Secretary

(KISHORE KUNAL)

VP (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 2024

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		
Note: * Loan of Rs. 16,00,000 (outstanding as on 30.09.2024 is Rs. 14,00,000) was given to KMP during six months ended 30.09.2024 as part of service conditions.		

(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:

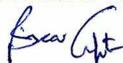
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity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

**RAJEEV GUPTA
Executive Director (Finance) & CFO**

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..