



KEI Industries Limited

Regd. Office: D-90, Okhla Industrial Area, Phase – I 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/2017-18**  
**The Manager,**  
**BSE Limited**  
**Listing Division,**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai- 400 001.**

**Date: 13.04.2017**

**Sub: Compliance Report on Corporate Governance for the Quarter and Financial Year ended on 31.03.2017.**

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter and Financial Year ended on 31.03.2017 in Annexure-I and 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**  
OF **KEI INDUSTRIES LTD.**

  
**Kishore Kunal**  
GM Corporate & Company Secretary

**(KISHORE KUNAL)**  
**GM (CORPORATE) & COMPANY SECRETARY**  
**M. No.: A18495**

**CC:**

<b>The National Stock Exchange of India Ltd.</b> <b>Listing Division,</b> <b>Exchange Plaza, Plot No. C/1, G Block,</b> <b>Bandra Kurla Complex, Bandra (E),</b> <b>Mumbai – 400 051</b>	<b>The Calcutta Stock Exchange Ltd.</b> <b>The Senior Manager, Listing Division,</b> <b>7, Lyons Range, Kolkata-700001</b>
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**Works-II** : Bhiwadi: SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel: 01493-220106, 22173 Fax: 01493-221731.  
**Works-III** : Silvassa: 89/2/7, Madhuban Industrial Estate, Rakholi, Silvassa -396230 Dadra & Nagar Haveli Tel: 0260-2644404, 2630944 Fax: 0260-2645896  
**Branch** : Chennai: Flat No. 10, 1<sup>st</sup> Floor, Rams Apartment, New No. 68, (Old No:141), Eldams Road, Teynampet, Chennai- 600018 Tel : 044-42009120 Fax : 044-42009130.  
**Offices** : Mumbai: Nirvan Corporate, 7th Floor, Opposite Aghadi Nagar, Pump House, Rajmata Jijabai Road, Andheri(E), Mumbai-400093 Tel: 022-28239673/28375642 Fax: 022-28258277  
: Kolkata: Aniranth Benchmark, 4<sup>th</sup> Floor 113-F, Matheshwartola Road Ps. Tiljala, Kolkata-700046 Tel: 033-40620820/40620822 Fax: 033-40620821

**REPORT ON CORPORATE GOVERNANCE**

- 1 Name of Listed Entity: **KEI Industries Limited**  
 2 Quarter ending: **March 31, 2017**

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. 01/07/2016	-	1	NIL	NIL
Mr.	Vijay Bhushan	AALPB8325J	00002421	Independent Director/ Non-Executive	19/09/2014	5 Years	4	4	2
Mr.	Pawan Kumar Bholusaria	AADPB9207H	00092492	Independent Director/ Non-Executive	19/09/2014	5 Years	2	3	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

For KEI INDUSTRIES LTD.



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II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ independent/Nominee)	
1	Audit Committee	1. Mr. Pawan Kumar 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 Kumar Bholusaria	Member (Independent / Non-Executive)
3	Risk Management Committee (if applicable)	N.A	
4	Stakeholders Relationship Committee	1. Mr. Vijay Bhushan	Chairperson (Independent / Non-Executive)
		2. Mr. Vikram Bhartia	Member (Independent / Non-Executive)
		3. Mr. Pawan Kumar Bholusaria	Member (Independent / Non-Executive)
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	Maximum gap between any two consecutive (in number of days)	
05-Nov-16	2-Feb-17	88	

For KEI INDUSTRIES LTD.

  
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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	2-Feb-17	Yes (All members present at the meeting)	5-Nov-16	88
<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) : N.A.			
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

M. No.: A18495

**REPORT ON CORPORATE GOVERNANCE**Name of Listed Entity: **KEI Industries Limited**Financial Year ended: **March 31, 2017**

<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

For KEI INDUSTRIES LTD.



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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
	23(2),(3)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions		
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 2016-17 shall be furnished by the CEO and CFO in the forthcoming Board Meeting in which Financial Statements pertaining to FY 2016-17 shall be approved by the Board of Director and shall form part of Annual Report of the Company for the FY 2016-17.		
<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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