



# 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](mailto:info@kei-ind.com) Website: [www.kei-ind.com](http://www.kei-ind.com)

**KEI/BSE/2024-25**

**Date: 27.04.2024**

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

**Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31<sup>st</sup> March, 2024**

Dear Sir / Madam,

With reference to the compliance of Regulations 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July 2023, we are enclosing herewith the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2024 duly signed by S.K. Batra & Associates, Practicing Company Secretary.

This is for your information and records.

**Yours truly,  
For KEI INDUSTRIES LIMITED**

**(KISHORE KUNAL)  
AVP (Corporate Finance) & Company Secretary**

**CC:**

<b>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</b>	<b>The Calcutta Stock Exchange Ltd. The Senior Manager, Listing Division, 7, Lyons Range, Kolkata-700001</b>
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**SECRETARIAL COMPLIANCE REPORT**  
**OF KEI INDUSTRIES LIMITED**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

**[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Board of Directors  
**KEI Industries Limited**  
D-90, Okhla Industrial Area,  
Phase-1, New Delhi-110020

Dear Sir,

We have examined:

- (a) all the documents and records made available to us and explanation provided by your company i.e. KEI Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:
  - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- (e) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -
  - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;





(ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(iv) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable for the F.Y. 2023-2024)**

(v) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(vi) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable for the F.Y. 2023-2024)**

(viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(ix) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended below:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder **except** in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of The Practicing Company Secretary	Management Response	Remarks
1.	Clarification on disclosure of outcome of meeting of the board of directors.	Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Clarification or confirmation on disclosure of outcome of meeting of board of directors. Dated 08.01.2024.	NSE	Clarification sought by NSE vide email dated 11.01.2024	There was a delay of approx. 39 minutes in submission of Outcome of Meeting dated 08.01.2024 of the board of directors to NSE due to technical glitch.	No Penalty or Fine charged by NSE	Company has filed the reply within the prescribed time.	Clarification was filed within the prescribed time.	NA





- (b) The listed entity was not required to take any action with regard to compliance with observations made in previous reports as the same was not applicable.

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2023	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
-----NOT APPLICABLE-----						

- (c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standards:</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NA
2	<u>Adoption and timely updation of the Policies:</u>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	NA  NA
3	<u>Maintenance and disclosures on Website:</u>  <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2)</li> </ul>	Yes  Yes	NA  NA





	are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	NA
4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5	<u>To examine details related to Subsidiaries of listed entities:</u>  (a) Identification of material subsidiary companies.	NA	NA
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The company has one subsidiary company i.e KEI Cables Australia PTY Ltd. but the same is not a material subsidiary. Further, the subsidiary company is under the process of liquidation.
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	NA
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions	Yes	For all the RPT's prior approval was taken.





	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	NA
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	However, outcome of meeting of board of directors held on 08.01.2024 relating to Re-appointment of Independent director was filed with a delay of approx. 39 minutes on NSE due to technical glitch as stated by the management.
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	No Actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder during the year under review.
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There is no appointments or Re-appointment or Resignation of Auditor during the period under review.





13	<p><u>No Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	NA	<p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. during the year under review.</p>
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Date: 27/04/2024	<p>Signature: </p> <p></p> <p>For &amp; on behalf of : S.K. Batra &amp; Associates</p> <p>Name of Company Secretary: Sumit Kumar (Prop.)</p>
Place: New Delhi	<p>FCS Number: 7714</p> <p>COP Number: 8072</p> <p>UDIN: F007714F000259284</p>
Peer Reviewed Unit: Unique Identification Number: S2008DE794900	