

Corporate Governance Report

In terms of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the year ended 31st March, 2018 is presented below:

1. STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company believes in adopting best practices in the area of Corporate Governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company's business and financial performance to its shareholders. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices. It is firmly believed that good governance practices would ensure efficient conduct of the affairs of the Company and help the Company to achieve its goal of maximising value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming leader in Power Cable Industry.

The Company is in compliance with the requirements of Regulations on Corporate Governance as per the Uniform Listing Agreements entered with the Stock Exchange(s) as stipulated by Securities and Exchange Board of India.

The Board considers itself as the Trustee of its Shareholders. During the period under review, the Board continued its pursuit by adopting and monitoring of corporate strategies, prudent business plans, major risks and ensuring that the Company pursues policies and procedures to satisfy its social, legal and ethical responsibilities.

2. BOARD OF DIRECTORS:

(A) Composition of the Board of Directors:

- (i) The Company has 9 Directors with an Executive Chairman. Of the 9 Directors, 3 are Executive Directors and 6 are Non-Executive Directors, including one Woman Director and 5 Independent Directors. The Composition of the Board is in conformity with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the listed Companies in which he is a Director. Necessary disclosures regarding Committee positions in other Public Limited Companies as on March 31, 2018 have been made by all the Directors.
- (iii) The names and categories of the Directors on the Board, and the number of Directorships and Committee Chairmanships / Memberships held by them in other Public Limited Companies are given below. Other Directorships do not include Directorships of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013. Chairmanship / Membership of Board Committees include only Audit Committee and Stakeholders' Relationship Committee.

Note1: Shareholders at their meeting held on 19th July, 2017 had approved the appointment of Mr. Akshit Diviaj Gupta as Whole Time Director (Executive, Non-Independent) of the Company for a period of 5 (Five) years w.e.f. 10th May, 2017 to 09th May, 2022.

Note2: Board of Directors at its meeting held on 24th January, 2018 had appointed Mr. Sadhu Ram Bansal as an Additional Director (Non-Executive, Independent Director) of the Company for a period of 5 (Five) years w.e.f. 24th January, 2018 to 23rd January, 2023 subject to the shareholder's approval at the ensuing Annual General Meeting of the Company.

(B) Details of Directors as on March 31, 2018, their attendance at the Board Meetings and Annual General Meeting during the Financial Year ended March 31, 2018 and number of other Board of Directors or Committees in which Director is a Member or Chairperson are given below:

| Name of the Director | Category | No. of Directorships in other Public Limited Companies | No. of the Board Meetings held during the Financial Year 2017-18 | No. of the Board Meetings attended during the Financial Year 2017-18 | Attendance at last AGM (July 19, 2017) | No. of Committee positions held in other Public Limited Companies | |
|--|---|--|--|--|--|---|--------|
| | | | | | | Chairman | Member |
| Mr. Anil Gupta (DIN: 00006422) | Non-Independent, Executive (Promoter & CMD) | 1 | 7 | 7 | Yes | None | None |
| Mrs. Archana Gupta (DIN: 00006459) | Non-Independent, Non-Executive | 2 | 7 | 7 | No | None | None |
| Mr. Akshit Diviaj Gupta (DIN: 07814690) | Non-Independent, Executive | None | 7 | 6 | Yes | None | None |
| Mr. Pawan Bholusaria (DIN: 00092492) | Independent, Non-Executive | 2 | 7 | 7 | Yes | None | 2 |
| Mr. Kishan Gopal Somani (DIN: 00014648) | Independent, Non-Executive | 2 | 7 | 6 | Yes | None | None |
| Mr. Vijay Bhushan (DIN: 00002421) | Independent, Non-Executive | 4 | 7 | 7 | No | 1 | 2 |
| Mr. Vikram Bhartia (DIN: 00013654) | Independent, Non-Executive | None | 7 | 7 | Yes | None | None |
| Mr. Sadhu Ram Bansal* (DIN: 06471984) | Additional Director, Independent, Non-Executive | 1 | 7 | - | No | None | None |
| Mr. Rajeev Gupta (DIN: 00128865) | Non-Independent, Executive | None | 7 | 6 | Yes | None | None |

* Please refer note 2 as mentioned above.

(C) Number of Meetings of the Board of Directors held and dates on which held:

During the financial year 2017-18 agenda of the Board / Committee meeting(s) with proper explanatory notes to agenda was prepared and circulated well in advance to all the Board / Committee members. Draft resolution(s) were also circulated to the Board / Committee members for their comments. In special circumstances, additional or supplementary item(s) on agenda were permitted with the approval of the Chairman of the meeting. The Board also reviewed periodical compliances of all applicable Acts, Law(s) / Rule(s) and Regulation(s) during the financial year 2017-18.

During the year ended March 31, 2018, 7 (Seven) Board Meetings were held and these were on May 10, 2017, May 20, 2017, May 27, 2017, July 19, 2017, August 29, 2017, November 13, 2017 and January 24, 2018.

The Last Annual General Meeting (AGM) of the Company was held on 19th July, 2017.

(D) Disclosure of relationships between Directors inter-se:

Mr. Akshit Diviaj Gupta (holding DIN: 07814690) on the Board is son of Mr. Anil Gupta, Chairman-cum-Managing Director (holding DIN: 00006422) and Mrs. Archana Gupta, Director (holding DIN: 00006459). Further, Mrs. Archana Gupta, Director (holding DIN: 00006459) on the Board is spouse of Mr. Anil Gupta, Chairman-cum-Managing Director (holding DIN: 00006422) and mother of Mr. Akshit Diviaj Gupta (holding DIN: 07814690).

None of the other Directors are related to any other Director on the Board.

(E) Number of shares and convertible Instruments held by Non-Executive Directors:

None of the Non-Executive Directors hold any of the convertible instruments except the following Equity Shares of ₹ 2/- each in their individual capacity:

| Name of the Director | Category | No. of shares held as on 31 st March, 2018 |
|-------------------------|-------------------------------------|---|
| Mrs. Archana Gupta | Non-Executive, Director | 8,37,315 |
| Mr. Pawan Bholusaria | Non-Executive, Independent Director | 4,500 |
| Mr. Kishan Gopal Somani | Non-Executive, Independent Director | 1,000 |
| Mr. Vikram Bhartia | Non-Executive, Independent Director | 10,000 |
| Mr. Vijay Bhushan | Non-Executive, Independent Director | Nil |
| Mr. Sadhu Ram Bansal | Non-Executive, Independent Director | Nil |

(F) Web link where details of Familiarization Programmes imparted to Independent Directors is disclosed:

The details regarding Familiarization Programmes imparted to Independent Directors of the Company are given on the website of the Company at www.kei-ind.com under Investor Relations Section.

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

In terms of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors are required to meet at least once in a year, without the presence of Non-Independent Directors and members of the management, to deal with the matters listed out in Schedule IV to the Companies Act, 2013 and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Independent Directors have given declarations that they meet the criteria of independence as laid down in Section 149(6) & (7) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended March 31, 2018 one meeting of Independent Directors was held on March 23, 2018.

Attendance of the Independent Directors at the meeting is as under:

| Name of the Director | Profession | No. of Meetings held | No. of Meetings attended |
|-------------------------|----------------------|----------------------|--------------------------|
| Mr. Vikram Bhartia | Business | 1 | 1 |
| Mr. Pawan Bholusaria | Chartered Accountant | 1 | 1 |
| Mr. Kishan Gopal Somani | Chartered Accountant | 1 | - |
| Mr. Vijay Bhushan | Business | 1 | 1 |
| Mr. Sadhu Ram Bansal | Business | 1 | 1 |

3. AUDIT COMMITTEE:

(A) Brief Description of terms of reference:

The terms of reference of the Audit Committee are in line with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Specified in Part C of the Schedule II) and Section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee are broadly as under:

- Overview of the Company's financial reporting process and the disclosure of its financial

information to ensure that the financial statements reflect a true and fair position.

- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fees and also approval for payment of any other services.
- Recommendation for appointment, re-appointment, removal and remuneration of Cost Auditors and Internal Auditors of the Company.
- Reviewing the Financial Statements and draft audit report, including quarterly/half yearly financial information.
- Reviewing, with the management the Annual Financial Statements before submission to the Board for approval, for focusing primarily on:
 - ❑ Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Sub-section (3) of Section 134 of the Companies Act, 2013;
 - ❑ Changes, if any in accounting policies and practices and reasons for the same;
 - ❑ Major accounting entries based on the exercise of judgment by management;
 - ❑ Qualification in draft audit report;
 - ❑ Significant adjustments made in the Financial Statements arising out of audit finding;
 - ❑ Compliance with accounting standards;
 - ❑ Compliance with listing and other legal requirements concerning Financial Statements;
 - ❑ Any related party transactions;
- Reviewing the Company's financial and risk management policies;
- Disclosure of contingent liabilities;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspect of fraud or irregularity or a failure of internal control systems of a material nature and reposting the matters to the Board;
- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in Listing Agreement and the Companies Act, as and when amended;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Internal audit reports relating to internal control weaknesses;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;

- Evaluation of internal financial controls and risk management systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Reviewing the functioning of Vigil Mechanism/ Whistle Blower Policy;
- Lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the Company (if required);
- Monitoring of end use of funds raised through public offers and related matters.
- Mandatory review of following information:
 - Management discussion and analysis of financial condition and results of operation;
 - Statement of significant related party transactions submitted by management;
 - Management letters / letters of internal control weaknesses issued by Statutory Auditors;
 - Internal audit reports relating to internal control weakness;
 - Cost Auditor is free from disqualification as specified under Section 148 of the Companies Act, 2013.

(B) Composition, Name of members and Chairperson and meeting and attendance during the Financial Year 2017-18:

During the year ended March 31, 2018, 7 (Seven) Audit Committee Meetings were held on May 10, 2017, May 20, 2017, May 27, 2017, July 19, 2017, August 29, 2017, November 13, 2017 and January 24, 2018.

Mr. Pawan Bholusaria, Chairman of the Audit Committee was present at the last Annual General Meeting held on July 19, 2017.

The composition of the Audit Committee and the attendance of the Members in the meetings are as under:

| Name of the Director | Category | Profession | No. of Meetings held | No. of Meetings attended |
|-------------------------|---------------------------------|----------------------|----------------------|--------------------------|
| Mr. Pawan Bholusaria | Independent Director (Chairman) | Chartered Accountant | 7 | 7 |
| Mr. Kishan Gopal Somani | Independent Director (Member) | Chartered Accountant | 7 | 6 |
| Mr. Vikram Bhartia | Independent Director (Member) | Business | 7 | 7 |

Mr. Kishore Kunal, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee. In addition to the above, the Committee meetings were also attended by the Statutory Auditors and other Executive(s) of the Company as and when required.

4. NOMINATION AND REMUNERATION COMMITTEE:

(A) Brief description of terms of reference:

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the shareholders, the Company's policy governing remuneration payable to the Whole-time Directors as well as the nomination and appointment of Directors.

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Specified in Part D of the Schedule II) and Section 178 of the Companies Act, 2013.

The terms of reference of the Nomination and Remuneration Committee are broadly as under:

- a) To Formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- b) To Formulate criteria for evaluation of Independent Directors and the Board;
- c) To Carry out evaluation of every Director's performance;
- d) To Devise a policy on Board diversity;
- e) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- f) To formulate suitable Employee Stock Option Scheme in terms of the SEBI (Share Based Employee Benefits) Regulations, 2014 for the benefit of employees and Directors of the Company.
- g) To adopt rules and regulations for implementing the Scheme from time to time.
- h) To frame suitable policies and procedures to ensure that there is no violation of Securities Laws, including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003 (as amended from time to time), by the Company and its employees, as applicable.
- i) To consider such other matters as the Board may specify and other areas that may be brought under the purview / role of Committee as specified in Listing Agreement and the Companies Act, 2013 as and when amended.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

(B) Composition, Name of members, Chairperson and meeting and attendance during the financial year 2017-18:

During the year ended March 31, 2018, 2 (Two) meetings were held on April 29, 2017 and January 24, 2018.

The composition of the Committee and attendance of the members at the meeting are as under:

| Name of the Director | Category | Profession | No. of Meetings held | No. of Meetings attended |
|----------------------|---------------------------------|----------------------|----------------------|--------------------------|
| Mr. Vikram Bhartia | Independent Director (Chairman) | Business | 2 | 2 |
| Mr. Vijay Bhushan | Independent Director (Member) | Business | 2 | 2 |
| Mr. Pawan Bholusaria | Independent Director (Member) | Chartered Accountant | 2 | 2 |

Mr. Kishore Kunal, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee. In addition to the above, the Committee meetings were also attended by other Executive(s) of the Company as and when required.

(C) Performance Evaluation criteria for Independent Directors:

The performance evaluation of all the Directors for the financial year 2017-18, was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee and approved by the Board.

The performance evaluation of Independent Directors was done by the entire Board of Directors (excluding the director being evaluated).

5. REMUNERATION OF DIRECTORS:

(a) All pecuniary relationship or transactions of the Non- Executive Directors vis-à- vis the Company:

During the Financial Year 2017-18, the Company has not paid any remuneration to Non-Executive and Independent Director except sitting fees of ₹ 25,000/- per Board / Committee Meeting (upto the Board / Committee Meetings held on or before August 29, 2017) and ₹ 75,000/- per Board/ Committee Meetings (for the Board / Committee Meetings held after August 29, 2017).

(₹ in Millions)

| Name of the Director | Amount |
|-------------------------|--------|
| Mr. Pawan Bholusaria | ₹ 1.10 |
| Mr. Kishan Gopal Somani | ₹ 0.50 |
| Mr. Vikram Bhartia | ₹ 0.85 |
| Mr. Vijay Bhushan | ₹ 0.65 |
| Mrs. Archana Gupta | ₹ 0.65 |

(b) Criteria of making payments to Non-Executive Directors:

The terms of appointment/re-appointment, remuneration/fees, removal of Non-Executive Directors are governed by the resolutions passed by the Board / the Nomination and Remuneration Committee, which cover the terms and conditions of such appointment/re-appointment as per the Nomination and Remuneration Policy and Article of Association of the Company, as amended from time to time. No separate Service Contract is entered into by the Company with any Non-Executive Directors. The statutory provisions will however apply.

Further, the detailed Nomination & Remuneration Policy is annexed to Director's Report as **Annexure A** and forms part of this Annual Report and is also available on the website of the Company at www.kei-ind.com under Investor Relations Section.

(c) Disclosure with respect to Remuneration:

(i) Details of Remuneration paid to Executive Directors for the Year ended on March 31, 2018:

The aggregate value of salary, perquisites and commission paid for the year ended March 31, 2018 to the Chairman-cum-Managing Director (CMD) and Whole Time Directors (WTD) are as follows:

(₹ in Millions)

| Name | Salary | Commission | Co's Cont. to PF | Perquisites | Sitting Fees | Other | Total |
|---|--------|------------|------------------|-------------|--------------|-------|---------------|
| Mr. Anil Gupta (CMD) | 30.00 | 72.83 | 0.02 | 4.88 | NIL | NIL | 107.73 |
| Mr. Rajeev Gupta [ED (Finance) & CFO] | 8.37 | NIL | 0.02 | 42.39* | NIL | NIL | 50.78 |
| Mr. Akshit Diviaj Gupta (Whole time Director) | 4.29 | NIL | 0.02 | 0.01 | NIL | NIL | 4.32 |
| Total | | | | | | | 162.83 |

* Including value of Employee Stock Option.

(d) Service Contract, Severance Fee and Notice Period of the Executive Directors:

The appointment/re-appointment of the Executive Directors is governed by the resolutions passed by the Board / The Nomination and Remuneration Committee/ Nomination and

Remuneration Policy and the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate Service Contract is not entered into by the Company with Executive Directors. No notice period or severance fee is payable to any Director. The statutory provisions will however apply.

The terms of appointment/re-appointment, remuneration and removal of Executive Directors are as per the Nomination and Remuneration Policy.

(e) Stock Options details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:

During the Financial Year 2015-16, Nomination and Remuneration Committee had granted 6,00,000 Stock Options at an Exercise Price of ₹ 35/- per Option to Mr. Rajeev Gupta, Executive Director (Finance) & CFO of the Company.

Out of the above, during the Financial Year 2017-18, Share Allotment Committee at its meeting held on September 25, 2017 has allotted 1,50,000 Equity Shares of face value ₹ 2/- each at an Exercise Price of ₹ 35/- per Equity Shares to Mr. Rajeev Gupta, Executive Director (Finance) & CFO (Previous year has allotted 1,50,000 Equity Shares of face value ₹ 2/- each at an Exercise Price of ₹ 35/- per Equity Shares in Share Allotment Committee meeting held on September 24, 2016).

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The terms of reference and the ambit of powers of the Stakeholders Relationship Committee are in line with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Specified in Part D of the Schedule II) and Section 178 of the Companies Act, 2013.

The Committee looks into redressing investor's grievances / complaints such as non-receipt of notices, annual reports, dividends, revalidation of Dividend Warrants and share transfers related works. The Committee also approves issue of duplicate share certificates, remat of shares etc. The status of grievances / complaints has also been placed before the Committee on quarterly basis.

(a) Name of Non-Executive Director heading the Committee:

During the year ended March 31, 2018, 4 (Four) meetings of the Committee were held on May 10, 2017, August 29, 2017, November 13, 2017 and January 24, 2018.

The Composition of the Committee and attendance of the members at the meeting are as under:

| Name of the Director | Category | Profession | No. of Meetings held | No. of Meetings attended |
|----------------------|---------------------------------|----------------------|----------------------|--------------------------|
| Mr. Vijay Bhushan | Independent Director (Chairman) | Business | 4 | 4 |
| Mr. Vikram Bhartia | Independent Director (Member) | Business | 4 | 4 |
| Mr. Pawan Bholusaria | Independent Director (Member) | Chartered Accountant | 4 | 4 |

Mr. Kishore Kunal, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee. In addition to the above, the Committee meetings were also attended by other Executive(s) of the Company as and when required.

(b) Name and Designation of Compliance Officer:

Mr. Kishore Kunal, General Manager (Corporate) & Company Secretary is the Compliance Officer of the Company.

(c) Number of shareholders complaints received, not solved to the satisfaction of shareholders and pending:

Number of Shareholders complaints received and resolved during the year ended March 31, 2018 are as follows:

| Sr. No. | Nature of Grievances | Received | Status/ Pending |
|---------|---|-----------|-----------------|
| 1 | Non-Receipt of Annual Report / Dividend Warrant/ Others | 01 | Resolved |
| 2 | Non-Receipt of Transfer / Transmission / Duplicate / Split etc. | NIL | NIL |
| 3 | Non Receipt of electronic credit / demat | NIL | NIL |
| 4 | SEBI / ROC | 01 | Resolved |
| 5 | Others | NIL | NIL |
| | Total | 02 | Resolved |

Number of pending Shareholders complaints and Share Transfer as on March 31, 2018 was Nil.

Beside the above, the Board of Directors has Share Allotment Committee, Finance Committee, CSR Committee and Internal Complaint Committee. In respect of these Committees brief role, terms of reference, composition and number of meetings held etc. are given below.

7. SHARE ALLOTMENT COMMITTEE:

Share Allotment Committee was constituted by the Board of Directors of the Company with detailed terms of reference which include, inter-alia, the following powers:

- To consider and allot the equity shares upon conversion of Foreign Currency Convertible Bonds (FCCB), as requested by the bondholders from time to time in the Form of conversion notice.
- To consider and allot the equity shares upon exercise of Stock options by the eligible employees.
- To consider and allot the equity shares upon conversion of other convertible securities issued by the Company from time to time.
- To exercise all other powers as may be delegated by the Board from time to time.

During the year ended March 31, 2018, 1 (One) meeting of the Committee was held on September 25, 2017.

The Composition of the Committee and attendance of the members at the meeting are as under:

| Name of the Director | Category | Profession | No. of Meetings held | No. of Meetings attended |
|----------------------|-------------------------------------|----------------------|----------------------|--------------------------|
| Mr. Pawan Bholusaria | Independent Director (Chairman) | Chartered Accountant | 1 | 1 |
| Mr. Vijay Bhushan | Independent Director (Member) | Business | 1 | 1 |
| Mr. Anil Gupta | Non-Independent, Executive (Member) | Business | 1 | 1 |

Mr. Kishore Kunal, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.

8. FINANCE COMMITTEE:

In addition to the mandatory / non-mandatory Board Committee specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has constituted a Finance Committee comprising of One Non-Executive Director and Two Executive Directors of the Company. The primary role of the Finance Committee is to expeditiously decide business matters of routine nature and regular financial nature.

The detailed terms of reference which include, inter-alia, the following powers:

- opening / operation of Bank Accounts including any matter relating to working capital limits of the Company;
- borrowing from Banks / Financial Institutions / Body Corporate or from any other person up to an amount not exceeding ₹ 800 crores at any time. The same shall be reported in the subsequent Board Meeting. However the borrowing made by the Committee and reported in the subsequent Board Meeting, shall not be considered for computing the said limit of ₹ 800 crores;
- creation of security by way of hypothecation / mortgage on the assets of the Company for the borrowing;
- to provide any loan / deposits / guarantee / investment for an amount not exceeding ₹ 20 crores at any time. As per provisions of Section 186 of the Companies Act, 2013, the Board can make investment up to 60% of the paid-up capital & free reserves or 100% of the free reserves, whichever is more and investment more than this can be made by the Board with the approval of shareholders;
- execution and signing of various documents in respect of above;
- Any other financial matter relating to the Company viz. sales tax, income tax, excise, custom, RBI, Foreign Exchange etc.;

During the year ended March 31, 2018, 7 (Seven) meetings were held on April 21, 2017, June 15, 2017, June 30, 2017, September 08, 2017, October 05, 2017, February 21, 2018 and March 21, 2018.

The Composition of the Committee and attendance of the members at the meeting are as under:

| Name of the Director | Category | Profession | No. of Meetings held | No. of Meetings attended |
|----------------------|--|----------------------|----------------------|--------------------------|
| Mr. Anil Gupta | Non-Independent, Executive (Chairman) | Business | 7 | 7 |
| Mrs. Archana Gupta | Non-Independent, Non- Executive (Member) | Business | 7 | 7 |
| Mr. Rajeev Gupta | Non-Independent, Executive (Member) | Chartered Accountant | 7 | 7 |

Mr. Kishore Kunal, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.

9. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Corporate Social Responsibility Committee of the Company is constituted in line with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2015, with detailed terms of reference which include, inter-alia, the following functions:

- Formulating and recommending to Board, a CSR policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the CSR activities;

- Monitoring the Corporate Social Responsibility Policy of the Company from time to time;
- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

The Corporate Social Responsibility Committee comprises of 3 (Three) members of which the Chairman being Non-Executive and Independent and other two are Executive Directors.

During the year ended March 31, 2018, 3 (Three) meeting was held on July 19, 2017, January 24, 2018 and March 16, 2018.

The Composition of the Committee and attendance of members at the meetings are as under:

| Name of the Director | Category | Profession | No. of Meetings held | No. of Meetings attended |
|----------------------|--|----------------------|----------------------|--------------------------|
| Mr. Pawan Bholusaria | Independent, Non- Executive (Chairman) | Chartered Accountant | 3 | 3 |
| Mr. Anil Gupta | Non-Independent, Executive (Member) | Business | 3 | 3 |
| Mr. Rajeev Gupta | Non-Independent, Executive (Member) | Chartered Accountant | 3 | 3 |

Mr. Kishore Kunal, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.

The Annual Report on Corporate Social Responsibility (CSR) activities is annexed to Directors' Report detailing the CSR projects undertaken by the Company as **Annexure D** and forms part of this Annual Report. Further, the Corporate Social Responsibility Policy has also been uploaded on the Company's website and is available at www.kei-ind.com under Investor Relations Section.

10. GENERAL BODY MEETINGS:

(a) Location and time where the last three Annual General Meeting was held and special resolution passed thereat:

| Year | Day | Date | Time | No. of Special Resolutions passed at AGM | Venue |
|------|-----------|--------------------|------------|--|---|
| 2017 | Wednesday | July 19, 2017 | 10:00 A.M. | 2 | Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110 003 |
| 2016 | Tuesday | September 06, 2016 | 10:00 A.M. | 1 | Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110 003 |
| 2015 | Wednesday | September 16, 2015 | 10:00 A.M. | 2 | Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110 003 |

(b) Details of Special Resolution passed last year through Postal Ballot and person who conducted Postal Ballot exercise:

No Special Resolution was put through Postal Ballot in the last Annual General Meeting.

(c) Details of Special Resolution proposed to be conducted through Postal Ballot and procedure for Postal Ballot:

At the ensuing Annual General Meeting, there is no Special Resolution proposed to be conducted through Postal Ballot.

11. MEANS OF COMMUNICATION:**(i) Quarterly Results:**

The Company published un-audited financial results on a quarterly basis. In respect of the fourth quarter, the Company published the Audited Standalone and Consolidated Financial Results for the whole financial year.

(ii) Newspapers wherein results normally published:

The quarterly, half-yearly, Annual Financial Results of the Company are published in the leading Newspaper i.e. Business Standard English (All Editions) and Hindi (Delhi edition).

(iii) Website, where displayed:

The financial results are displayed on the Company's website www.kei-ind.com. Simultaneously, financial results of the Company are also available at www.bseindia.com and www.nseindia.com.

The website of the Company www.kei-ind.com is regularly being updated with the basic information about the Company e.g. details of its business, financial information, shareholding pattern, annual report, quarterly financial results, corporate announcements, press releases, compliance with corporate governance, various policies, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The Company's website www.kei-ind.com contains a separate dedicated section "Investor Relations" where information related to shareholders is available.

(iv) Presentations made to Institutional Investors or to the analyst:

Institutional Investors / Analyst Reports are available on the website of the Company at www.kei-ind.com under Corporate Governance.

12. General Shareholders Information:**(i) 26th Annual General Meeting – Date, Day, Time and Venue:**

| Day | Date | Time | Venue |
|-----------|--------------------|-----------|---|
| Wednesday | September 19, 2018 | 10:00 A.M | Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110 003 |

(ii) Financial year:

Financial Year 1st April, 2018 to 31st March, 2019

Adoption of Quarterly Results for the quarter ending (tentative and subject to change):

| | |
|-----------------|--|
| June, 2018 | 1 st / 2 nd week of August, 2018 |
| September, 2018 | 1 st / 2 nd week of November, 2018 |
| December, 2018 | 1 st / 2 nd week of February, 2019 |
| March, 2019 | 3 rd / 4 th week of May, 2019 |

(iii) Dividend Payment:

Dividend payment on or after September 24, 2018 but within the statutory time limit of 30 days, subject to Shareholders' approval.

(iv) Name and address of each Stock Exchange(s) at which the Company securities are listed and a confirmation about the payment of annual listing fee to each such Stock Exchange(s):

The Equity Shares of the Company are listed at:

| Sr. No | Name of the Stock Exchange | Address of the Stock Exchange |
|--------|--|---|
| 1 | BSE Limited (BSE) | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 |
| 2 | National Stock Exchange of India Limited (NSE) | Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 |
| 3 | The Calcutta Stock Exchange (CSE) | 7, Lyons Range, Kolkata-700 001 |

Annual Listing fees for the financial year 2018-19 has been paid in time by the Company to Stock Exchanges viz. BSE, NSE & CSE.

(v) Stock Code:

National Stock Exchange of India Ltd. : KEI

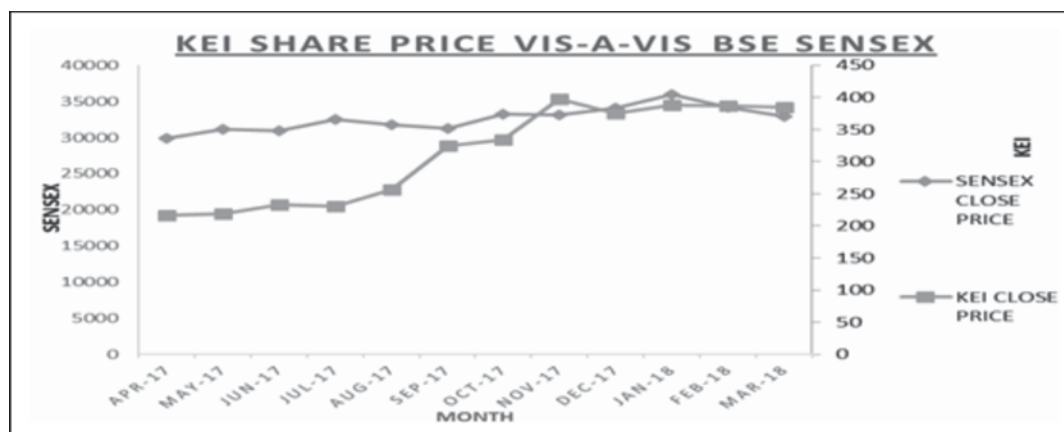
BSE Ltd. : 517569

The Calcutta Stock Exchange Ltd. : 21180

Trading Symbol of BSE & NSE : KEI

(vi) Market Price data - High, Low during each month in last financial year:

| Month | BSE Limited (BSE) | | National Stock Exchange of India Limited (NSE) | |
|-----------------|-------------------|---------|--|---------|
| | High (₹) | Low (₹) | High (₹) | Low (₹) |
| April, 2017 | 219.45 | 184.00 | 219.30 | 185.05 |
| May, 2017 | 238.25 | 198.00 | 238.00 | 198.00 |
| June, 2017 | 239.50 | 210.00 | 239.50 | 210.00 |
| July, 2017 | 248.85 | 225.25 | 263.80 | 227.50 |
| August, 2017 | 265.00 | 206.75 | 264.90 | 206.00 |
| September, 2017 | 366.80 | 253.35 | 366.70 | 253.25 |
| October, 2017 | 371.95 | 312.95 | 371.90 | 312.10 |
| November, 2017 | 410.00 | 315.00 | 409.70 | 314.45 |
| December, 2017 | 423.45 | 351.15 | 423.50 | 351.00 |
| January, 2018 | 421.00 | 365.15 | 421.00 | 354.50 |
| February, 2018 | 407.90 | 334.50 | 407.60 | 331.10 |
| March, 2018 | 398.35 | 346.00 | 391.80 | 345.25 |

(vii) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index, etc:**(viii) In case the securities are suspended from trading, the Director's Report shall explain the reason thereof:**

Not Applicable

(ix) Registrar to an Issue and Share Transfer Agent:

MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020,
Ph:- +91-11-26387281/82/83, Fax:- +91-11-26387384, E-mail:- info@masserv.com
website : www.masserv.com

(x) Share Transfer System:

With a view to expedite the process of share transfer, the Board of Directors has delegated the power of share transfer to MAS Services Ltd., Registrar and Share Transfer Agent. The Share for transfer received in Physical mode by the Company, are transferred expeditiously and thereafter option letter is sent to the transferee(s) for dematerialization, confirmation in respect of the request for dematerialization of shares is sent to the respective Depositories, i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) within 7 days.

(xi) Distribution Schedule of Shareholding as on March 31, 2018:

| No. of Shareholders | % to Total | Shareholding of Nominal Value of (₹) | No. of Shares | Amount in (₹) | % of Total |
|---------------------|---------------|--------------------------------------|-----------------|------------------|---------------|
| 42942 | 97.978 | 0001 TO 5000 | 7254390 | 14508780 | 9.258 |
| 425 | 0.97 | 5001 TO 10000 | 1591545 | 3183090 | 2.031 |
| 192 | 0.438 | 10001 TO 20000 | 1451213 | 2902426 | 1.852 |
| 68 | 0.155 | 20001 TO 30000 | 873245 | 1746490 | 1.114 |
| 32 | 0.073 | 30001 TO 40000 | 566144 | 1132288 | 0.722 |
| 25 | 0.057 | 40001 TO 50000 | 578493 | 1156986 | 0.738 |
| 50 | 0.114 | 50001 TO 100000 | 1881807 | 3763614 | 2.401 |
| 94 | 0.214 | 100001 AND ABOVE | 64164601 | 128329202 | 81.883 |
| 43828 | 100.00 | TOTAL | 78361438 | 156722876 | 100.00 |

Shareholding Pattern as on March 31, 2018:

| Category | No. of Shareholders | No. of Shares (face value of ₹ 2/- each) | No. of shares in demat form | % of Shareholding |
|--|---------------------|--|-----------------------------|-------------------|
| Promoters | 8 | 36248466 | 36248466 | 46.26 |
| Bodies Corporate | 363 | 2475985 | 2474985 | 3.16 |
| NRI/OCBs/Clearing Members/Trust | 1021 | 893258 | 873258 | 1.14 |
| Mutual Funds / Bank / Financial Institutions/ FII's/ Foreign Portfolio Investors | 66 | 15870562 | 15870562 | 20.25 |
| Indian Public | 42370 | 22873167 | 22714690 | 29.19 |
| Total | 43828 | 78361438 | 78181961 | 100.00 |

(xii) Dematerialization of shares and liquidity:-

The shares of the Company are permitted for trading in dematerialized form only. The Company's shares are available for trading in the depository system of both NSDL and CDSL. 78,181,961 Equity shares of ₹ 2/- each forming 99.77 % of the share capital of the Company stands dematerialized as on March 31, 2018. Security Code No. with NSDL and CDSL is - ISIN-INE 878B01027.

The equity shares of the Company are listed at three Stock Exchanges and thus are liquid security. As on 31/03/2018, 7,83,61,438 equity shares of face value of ₹ 2/- each are listed at The National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE).

(xiii) Outstanding GDRs / ADRs / Warrants / Convertible Instruments, conversion date and likely to impact on Equity:

There are no GDRs/ADRs/Warrants outstanding as on 31st March, 2018.

(xiv) Commodity price risk or foreign exchange risk and hedging activities:

The Company has in place Risk Management Policy in order to mitigate commodity price risk and foreign exchange risk. Pursuant to this policy natural hedge is maintained and when required forward contracts / cover are also used to cover these exposures.

(xv) Plant locations:

- 1) SP-919, 920 & 922, RIICO Industrial Area, Phase-III, Bhiwadi, Distt. Alwar (Raj.)-301 019.
- 2) 99/2/7, Madhuban Industrial Estate, Village Rakholi, Silvassa (D&H)-396 240.
- 3) Plot No. A-280-284, RIICO Industrial Area, Chopanki, Distt. Alwar (Raj.)-301 019
- 4) Plot No. SP2-874, RIICO Industrial Area, Patherdi, Dist-Alwar (Rajasthan).

(xvi) Address for correspondence:

The shareholders may address their communication/ suggestion/ grievances/ queries to the following:

(a) Share Transfer Agent:

MAS SERVICES LTD. (Unit-KEI Industries Limited), T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11-26387384, E-mail:- info@masserv.com, website : www.masserv.com.

(b) Company:

KEI INDUSTRIES LIMITED, D-90, Okhla Industrial Area, Phase-I, New Delhi - 110020,
Ph: +91-11-26818840, Fax: +91-11-26811959, E-mail: cs@kei-ind.com,
website: www.kei-ind.com

13. OTHER DISCLOSURES:**(i) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company:**

During the period, there have been no materially significant related party transactions with the Company's promoters, Directors, management or their relatives which may have a potential conflict with the interests of the Company. During the financial year, all the transactions entered into by the Company with Related party(ies) are in conformity with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members may refer to Disclosure of transactions with related parties i.e. Promoters, Directors, Relatives, Associate or Management made in the Balance Sheet in Note No. 46.

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company framed the Policy on materiality of Related Party Transactions and is available on the website of the Company at www.kei-ind.com under Investor Relations Section.

(ii) Details of non-compliances by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or the Board or any statutory authority, or any matter related to capital markets during the last three years:

The Company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the Company on any matters related to the capital markets during the last three years, nor has any penalty or stricture been imposed on the Company by the Stock Exchanges, Securities Exchange Board of India (SEBI) or any other statutory authority.

(iii) Details of establishment of Vigil Mechanism / Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has established a Vigil Mechanism / Whistle Blower Policy pursuant to the provisions of Section 177 of the Companies Act, 2013 and rules made thereunder as amended from time to time and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its Directors and Employees to report the genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

During the year under review, no Director or Employee has been denied access to the Audit Committee.

The Vigil Mechanism / Whistle Blower Policy has been uploaded on the website of the Company and is available at www.kei-ind.com under Investor Relations Section.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(v) Web link where policy for determining material subsidiaries is disclosed:

In order to adhere the requirement of Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Policy for determining 'Material' Subsidiaries of the Company. The policy is disclosed on the website of the Company at www.kei-ind.com under Investor Relations Section.

(vi) Disclosure of commodity price risks and commodity hedging activities:

The Company has in place Risk Management Policy in order to mitigate commodity price risk and pursuant to this policy natural hedge is maintained and when required forward contracts / cover are also used to cover commodity price exposure.

14. The Company has complied with the requirements of Corporate Governance Report as mentioned in Sub Paras (2) to (10) of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED:

(i) The Board:

The Company does not have Non-Executive Chairman and no expenses are being incurred & reimbursed in this regard.

(ii) Shareholder's Rights:

The quarterly and half yearly results are not being sent to the personal address of shareholders as the quarterly performance and financial results of the Company are published in the Newspaper having wide circulation in India. The quarterly/ half-yearly/ annual financial results are also posted on the website of the Company www.kei-ind.com. Also, financial results and shareholding pattern of the Company are available at www.bseindia.com & www.nseindia.com.

(iii) Modified opinion(s) in Audit Report :

The Financial Statements of the Company are Un-modified.

(iv) Separate posts of Chairperson and Chief Executive Officer:

Presently, Mr. Anil Gupta is the Chairman-cum-Managing Director and also CEO of the Company.

(v) Reporting of Internal Auditor:

The Internal Auditor of the Company directly reports to the Audit Committee.

16. DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DECLARATION BY THE CHAIRMAN & CEO PURSUANT TO CLAUSE D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, hereby confirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management, as approved by the Board, for the financial Year ended March 31, 2018.

Place: New Delhi
Date: August 09, 2018

(ANIL GUPTA)
Chairman-cum-Managing Director
DIN:00006422

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any shares in the Demat Suspense Account or Unclaimed Suspense Account.

OTHER USEFUL INFORMATION FOR SHAREHOLDERS:

(I) Green initiative in Corporate Governance:

The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively and Companies Act, 2013 has allowed

the Companies to send official document(s) / communication(s) to their shareholders electronically as part of its green initiatives in Corporate Governance. Recognizing the spirit of the Circular / Act, the Company proposes to send documents like the Notices convening the General Meetings, Financial Statements, Director's Report, Auditor's Report, etc, to the e-mail address provided by you with your Depositories.

We request you to update your e-mail address with your depository participant to ensure that the Annual Report and other documents reach you on your preferred e-mail.

However, in case you wish to receive the above communication/documents in physical mode or have not registered the e-mail address, you will be entitled to receive the above documents at free of cost by sending your request at cs@kei-ind.com/ info@masserv.com quoting your DP ID / Client ID or Folio No. or by sending letter to the Company or Mas Services Ltd (RTA).

(II) Status of Unpaid / Unclaimed Dividend:

| Dividend for the Financial Year | Dividend Declaration date(AGM) | Due Date of Transfer to Investor Education & Protection Fund (IEPF) | Unclaimed Dividend as on 31.03.2018 |
|---------------------------------|--------------------------------|---|-------------------------------------|
| 2010-11 | 15.09.2011 | 22.10.2018 | 1,35,583.00 |
| 2011-12 | 13.09.2012 | 20.10.2019 | 1,68,138.20 |
| 2012-13 | 21.06.2013 | 28.07.2020 | 1,67,135.20 |
| 2013-14 | 19.09.2014 | 26.10.2021 | 1,27,110.20 |
| 2014-15 | 16.09.2015 | 23.10.2022 | 2,86,774.80 |
| 2015-16 | 06.09.2016 | 13.10.2023 | 2,54,828.00 |
| 2016-17 | 19.07.2017 | 25.08.2024 | 3,49,563.80 |

(III) Codes of Fair Disclosure and Conduct for Prohibition of Insider Trading:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Practices and Procedures for Fair disclosure of unpublished price sensitive information and Code of Conduct to regulate, monitor and report insider trading in equity shares of the Company by its employees and connected person.

The Executive Director (Finance) & CFO of the Company has been designated as Chief Investor Relation Officer.

This Code is also available on the Company's website www.kei-ind.com under Investor Relations Section.

(IV) Accounting Standards:

The Company follows the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and there has been no deviation in the accounting treatment during the year.

(V) Internal Control System:

On the recommendation of the Audit Committee, the Company had appointed a firm of Chartered Accountants as the internal auditors of the Company for the financial year 2017-18. Observations made in internal audit reports are presented quarterly to the Audit Committee of the Board. The Company has well established internal control system and procedures and the same has been working effectively throughout the year.

(VI) Subsidiaries / Joint Venture:

Company has one subsidiary in Australia under the name "KEI Cables Australia Pty Ltd" and one Joint Venture under the name of Joint Venture of "M/s KEI Industries Ltd., New Delhi & M/s Brugg Kabel AG, Switzerland (JV)". The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) 110-'Consolidated Financial Statements' and Indian Accounting Standards (Ind AS) 111 - 'Financial Reporting of interest in Joint Venture' specified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. JV is in form of an Association of Persons (AOP) and the Company is having 100% share in Profit/Loss in this AOP. No share capital is invested in the Joint Venture by the respective members of JV.

CERTIFICATION BY CEO & CFO

**The Board of Directors,
KEI INDUSTRIES LIMITED
D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020**

We, Anil Gupta, Chairman-cum-Managing Director and Rajeev Gupta, Executive Director (Finance) & CFO of KEI INDUSTRIES LIMITED to the best of our knowledge and belief, certify that:

- A. We have reviewed the, Standalone and Consolidated Financial Statements and Cash Flow Statement for the year ended on March 31, 2018 and based on our knowledge and believe certify that:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. There are, to the best of their knowledge and belief, no transaction entered into by the listed entity during the year ended on March 31, 2018 which are fraudulent, illegal or violative listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to auditors and the audit committee of the Board that there have been:
- 1) no significant changes in internal control over the financial reporting during the year;
 - 2) no significant changes in accounting policies during the year and the same has been disclosed in the notes to the financial statements; and
 - 3) no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: New Delhi
Date: May 17, 2018**

**(ANIL GUPTA)
Chairman-cum-Managing Director
DIN: 00006422**

**(RAJEEV GUPTA)
Executive Director (Finance) & CFO
DIN: 00128865**