



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/2018-19
The Manager,
BSE Limited
Listing Division,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Date: 26.02.2019

Sub: Notice of Postal Ballot and Publication in Newspaper: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

With reference to our earlier letter dated February 18, 2019, this is to inform you that the Company has on February 25, 2019 (i) completed the dispatch of Postal Ballot Notice dated February 18, 2019 (who have not registered their e-mail ids with Depositories/RTA) and (ii) sent an e-mail of Notice of Postal Ballot dated February 18, 2019 (whose e-mail ids are registered with the Depository Participants/RTA), to the members whose name appears on the Register of Members/List of Beneficial Owners maintained by the Depositories/RTA as on February 15, 2019 (Cut-off Date) in relation to the Special Resolutions for seeking members' consent as set out in the Postal Ballot Notice and simultaneously published a Public Notice in the following newspapers:

1. Financial Express (Delhi edition) in English Language dated 26.02.2019
2. Jansatta (Delhi edition) in Hindi Language dated 26.02.2019.

Further, please find below the schedule of events for postal ballot:

Benpose Date for Sending Notice	February 15, 2019 (Friday)
Cut Off Date	February 15, 2019 (Friday)
Date of Completion of Dispatch	February 25, 2019 (Monday)
Remote e-Voting Start Date	February 26, 2019 (Tuesday)
Remote e-Voting Start Time	09.00 A.M.
Remote e-Voting End Date	March 27, 2019 (Wednesday)
Remote e-Voting End Time	5:00 P.M.
Date of declaration of Postal Ballot Process Result	March 29, 2019 (Friday)

We are enclosing a copy of Postal Ballot Notice along with Postal Ballot Form and copies of the Public Notice published in above newspaper(s).

You are requested to kindly take note of the same.

Yours faithfully,
For KEI INDUSTRIES LIMITED
For KEI INDUSTRIES LTD.


(Kishore Kunal)

(Kishore Kunal) Company Secretary
GM (Corporate) & Company Secretary

Encl: Postal Ballot Notice, Postal Ballot Form and Copies of Newspaper publication.

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
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Works-II : Bhiwadi : SP-920, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel : 01493-220106, 221731 Fax : 01493-221732.
Works-III : Silvassa : 99/2/7, Madhuban Istrial Estate, Rakholi, Silvassa UT of D &N.H-396240. Tel/Fax : 0091-260-2644404, 2630944,2645896
Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803363 Fax : 044-24803404.
Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
Kolkata : Arihanth Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-700046 Telfax : 033-40620820/4062



KEI INDUSTRIES LIMITED

(CIN: L74899DL1992PLC051527)

Registered Office: D-90, Okhla Industrial Area, Phase-I, New Delhi-110020

E-mail id: cs@kei-ind.com ; Website : www.kei-ind.com

Tel.: +91-11-26818840, 26818642, Fax: +91-11-26811959, 26817225

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of The Companies (Management and Administration) Rules, 2014]

Voting starts on	Voting ends on
Tuesday, February 26, 2019 (9:00 am onwards)	Wednesday, March 27, 2019 (upto 5:00 pm)

Dear Member(s),

Sub: Passing of Resolutions by Postal Ballot

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018 ("Listing Regulations") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable Laws and Regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company is seeking approval of the members, to pass the proposed resolutions appended below as Special Resolutions through Postal Ballot i.e. voting by post or voting by Electronic Voting ("e-voting").

The proposed resolutions and explanatory statement pertaining to the said resolutions pursuant to Section 102 of the Act and other applicable provisions of the Act, setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a Postal Ballot Form ("Form" or "Postal Ballot Form") and self-addressed postage pre-paid Business Reply Envelope.

The Board of Directors of the Company (the "Board") has appointed Mr. Sumit Batra, Practising Company Secretary (Membership No FCS-7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries as the Scrutinizer ("Scrutinizer") for conducting the postal ballot including e-voting process in accordance with law and in a fair and transparent manner.

In compliance with Regulation 44 of Listing Regulations and the provisions of Section 108 and 110 of the Act and other applicable provisions of the Act read with the Rules made thereunder, KEI Industries Limited (the "Company") is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. E-voting is optional and all members (whether holding shares in the dematerialized form or in physical form) may vote either by completing and dispatching the postal ballot form by post, or by e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing their signature at designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid Business Reply envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 pm on Wednesday, March 27, 2019. If any postal ballot is received after 5:00 pm on Wednesday, March 27, 2019 it will be considered that no reply from such member has been received and such postal ballot would not be considered.

Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions given in the Notes under the Section 'Voting through electronic means' in this Notice. Reference to Postal Ballot(s) in the notice include votes received electronically.

Upon completion of the e-voting process and scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman-cum-Managing Director or any other person authorized by Board. The results of the postal ballot would be announced by the Chairman-cum-Managing Director or the Company Secretary of the Company or any other person authorized by the Board on or before Friday, March 29, 2019 by or before 5.00 p.m.at the registered office of the Company.

The aforesaid result of the postal ballot along with the scrutinizer's report would be displayed at the registered office of the Company and shall be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website www.kei-ind.com as well as on NSDL's website www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age

To consider and to give assent or dissent for passing the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, of the Companies Act, 2013 read with rules made thereunder and any other applicable law(s), regulation(s), guideline(s) and such other approvals as may be necessary in this regard, approval of the members of the Company hereby accorded to Mr. Kishan Gopal Somani (DIN 00014648), Independent Director (Category : Non-Executive) of the Company, who has attained the age of 75 years, to continue as an Independent Director (Category : Non-Executive) of the Company on or after April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing term i.e., upto September 18, 2019.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

2. Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years

To consider and to give assent or dissent for passing the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Kishan Gopal Somani (DIN 00014648) who was appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019 and who has attained the age of 75 years, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby re-appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years with effect from September 19, 2019 to September 18, 2024, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

3. Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age

To consider and to give assent or dissent for passing the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, of the Companies Act, 2013 read with rules made thereunder and any other applicable law(s), regulation(s), guideline(s) and such other approvals as may be necessary in this regard, approval of the members of the Company hereby accorded to Mr. Vikram Bhartia (DIN 00013654), Independent Director (Category : Non- Executive) of the Company, who has attained the age of 75 years, to continue as an Independent Director (Category : Non-Executive) of the Company on or after April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing term i.e., upto September 18, 2019.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

4. **Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years**

To consider and to give assent or dissent for passing the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149,150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Vikram Bhartia (DIN 00013654) who was appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019 and who has attained the age of 75 years, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby re-appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years with effect from September 19, 2019 to September 18, 2024, on the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

5. **Appointment of Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category : Non-Executive) of the Company for a term of five (5) consecutive years**

To consider and to give assent or dissent for passing the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), members of the Company hereby accord its approval for appointment of Mrs. Shalini Gupta (DIN: 02361768) who has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment be and is hereby appointed as an Independent Women Director (Category : Non-Executive) of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from February 18, 2019 to February 17, 2024, on the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

**By Order of the Board of Directors
For KEI INDUSTRIES LIMITED**

**Place: New Delhi
Date: February 18, 2019**

**CIN: L74899DL1992PLC051527
Regd. Office: D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020**

**(Kishore Kunal)
GM (Corporate) & Company Secretary
M. No. : FCS-9429**

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons in respect of the proposed Special Resolutions are annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.kei-ind.com under Investor Relation section.
- 2) The Board of Directors of the Company in its Meeting held on 18th February, 2019 has approved continuation of Mr. Kishan Gopal Somani (DIN: 00014648) and Mr. Vikram Bhartia (DIN: 00013654) who have attained the age of 75 years to continue as an Independent Director(s) (category: Non-Executive) on or after April 1, 2019 till the expiry of their existing term i.e., upto September 18, 2019. Further, the Board of Directors of the Company in its Meeting held on 18th February, 2019 has also re-appointed Mr. Kishan Gopal Somani (DIN: 00014648) and Mr. Vikram Bhartia (DIN 00013654) who have attained the age of 75 years as an Independent Director(s) (Category: Non-Executive) of the Company for the second term of 5 (Five) consecutive years w.e.f. 19th September, 2019 upto 18th September, 2024 and has also appointed Mrs. Shalini Gupta (DIN 02361768) as an Additional Director (Independent Women Director, Category: Non-Executive) of the Company for a term of 5 (Five) consecutive years w.e.f. 18th February, 2019 upto 17th February, 2024 subject to approval of shareholders through postal ballot. The information or details about the director(s) proposed to be re-appointed/appointed to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI) and Schedule IV of the Companies Act, 2013 is annexed herewith.
- 3) The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on February 15, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
- 4) The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar and Transfer Agent (in case of shares held in physical form) unless any Member has requested for a physical copy of the same. For members whose e-mail ids are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE). Members may note that this Notice will be available on the Company's website www.kei-ind.com under Investor Relation Section, NSDL's website www.evoting.nsdl.com and also on Stock Exchanges website (www.bseindia.com and www.nseindia.com).
- 5) The completion of dispatch of the postal ballot notice and explanatory statement will be announced through an advertisement in an English and a vernacular newspaper and will be updated on the website of the Company at www.kei-ind.com under Investor Relation section and also on Stock Exchanges website (www.bseindia.com and www.nseindia.com).
- 6) Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
- 7) In case a Member is desirous of obtaining a Postal Ballot Form or a duplicate, he/she may send an e-mail to cs@kei-ind.com or kunal@kei-ind.com or write to the Company at its registered office, D-90, Okhla Industrial Area, Phase-I, New Delhi-110020 or download the Postal Ballot Form from the Company's website www.kei-ind.com under Investor Relation section or from the website of NSDL www.evoting.nsdl.com.
- 8) The Board of Directors on February 18, 2019, has appointed Mr. Sumit Batra, Practicing Company Secretary (Membership No FCS-7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries), 3393, 01st Floor, South Patel Nagar, Adjacent Jaypee Siddharth Hotel, New Delhi-110008, as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- 9) The Postal Ballot Form and the self-addressed postage pre-paid business reply envelopes are enclosed for use by the Member(s).
- 10) Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their rights to vote on resolutions proposed to be passed by means of electronic means ("e-voting"). The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure and instructions for the shareholders for e-voting forms part of this Notice.

Members may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at the Registered Office of the Company at D-90, Okhla Industrial Area, Phase-I, New Delhi-110 020.
- 11) Members can cast their vote online from Tuesday, February 26, 2019 (9:00 am onwards) till Wednesday, March 27, 2019 (upto 5:00 pm) as the e-voting module shall be disabled for voting by National Securities Depository Limited (NSDL) thereafter. No voting shall be allowed beyond 5:00 pm of Wednesday, March 27, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 pm on Wednesday, March 27, 2019. However, envelopes containing Postal Ballot Form, if sent by the courier or registered/speed post at the expense of the Members will also be accepted. Please note that if any Postal Ballot Form(s) received after 5.00 pm on Wednesday, March 27, 2019 it will be considered that no reply from member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made

any amendment to the resolution set out herein or imposed any condition while exercising his vote.

- 12) It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
- 13) Institutional shareholder (i.e. other than Individuals, HUF, NRI, etc) are requested to send the duly completed Ballot Form accompanied with scanned copy (PDF/JPG Format) of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at skbatrapcs@gmail.com or cs@kei-ind.com with a copy marked to evoting@nsdl.co.in.
- 14) A member cannot exercise his vote by proxy on postal ballot.
- 15) There will be one Postal Ballot Form/e-voting for every DP ID- Client ID/ Folio No., irrespective of the number of joint holders.
- 16) The Scrutinizer's decision on validity of the Postal ballot shall be final.
- 17) Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 18) The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman-cum-Managing Director or any Director of the Company, as may be authorized by the Board in this regard, on Friday, March 29, 2019. The result of the Postal Ballot will be announced by the Chairman-cum-Managing Director or any person authorized by the Board, on or before Friday, March 29, 2019 by or before 5:00 pm at the Company's registered office at D-90, Okhla Industrial Area, Phase-I, New Delhi-110020. In addition to the results being communicated to Stock Exchanges (www.bseindia.com and www.nseindia.com), the results along with Scrutinizer's report will also be placed on Company's website i.e. www.kei-ind.com under Investor Relation section and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com. The results alongwith the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office at New Delhi. Resolution passed by the members through postal ballot including e-voting is deemed to have been passed as if it has been passed at a General Meeting by the Members.
- 19) All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till March 27, 2019.
- 20) In case of any queries, you may contact the Mr. Kishore Kunal, Company Secretary and Compliance Officer at cs@kei-ind.com and or the Registrar and Transfer Agent M/s. 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.
- 21) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The instruction for the shareholders for e-voting are as under:

(a) In case of Shareholders receiving e-mail from NSDL:

- (i) Open e-mail and open the PDF file viz, "KEI-remote e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of E-Voting opens. Click on E-Voting: Active E-Voting Cycles;
- (vii) Select "EVEN" of "KEI Industries Limited";
- (viii) Now you are ready for e-Voting as Cast Vote page opens;
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully " will be displayed;
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (xii) For the votes to be considered valid, the Institutional shareholders (other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at skbatrapcs@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving Postal Ballot Form in Physical Form:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

- (e) Members who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned.

Item No. 1 & 3

Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April, 2019. In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 years unless a Special Resolution is passed to that effect.

At 22nd Annual General Meeting of the Company held on September 19, 2014, Mr. Kishan Gopal Somani and Mr. Vikram Bhartia were appointed as Independent Director(s) (Category: Non-Executive) of the Company pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and rules made thereunder for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019.

Mr. Kishan Gopal Somani and Mr. Vikram Bhartia have already attained the age of seventy five years. Thus, the continuation of Mr. Kishan Gopal Somani (DIN: 00014648) aged 79 years (Date of Birth 11.07.1939) and Mr. Vikram Bhartia (DIN 00013654) aged 80 years (Date of Birth 15.10.1938) as an Independent Director(s) (Category :Non-Executive) of the Company beyond April 1, 2019, till the expiry of their existing tenure upto September 18, 2019, requires approval of members of the Company by way of special resolution pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of Directors at their meeting held on February 18, 2019 have approved continuation of Mr. Kishan Gopal Somani, aged 79 years and Mr. Vikram Bhartia, aged 80 years, as an Independent Director(s) (Category: Non-Executive) of the Company from April 01, 2019 till the completion of their existing tenure upto September 18, 2019.

The Board of Directors and Nomination and Remuneration Committee are of the opinion that Mr. Vikram Bhartia and Mr. Kishan Gopal Somani are person of integrity, possess relevant expertise and vast experience and their continued association would be of immense benefit and it is desirable to avail their services as the Independent Director(s) of the Company which will enable the Board to discharge its functions and duties effectively. It is in the interest of the Company and stakeholders to continue to avail the benefits of their knowledge, expertise and vast experience.

Except Mr. Kishan Gopal Somani and Mr. Vikram Bhartia (for their respective continuation) none of the others Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No.1 & 3 of the Notice through Postal Ballot.

Accordingly, in compliance with the Listing Regulations, the Board/Committee recommends the resolution as set out in Item No.1 & 3 of the Notice for approval of the members through Postal Ballot.

Item No. 2 & 4

At the 22nd Annual General Meeting of the Company held on 19th September, 2014, the members of the Company had approved appointment of Mr. Kishan Gopal Somani and Mr. Vikarm Bhartia as an Independent Director(s) of the Company for a term of five (5) consecutive years commencing from September 19, 2014 to September 18, 2019. Thus their tenure will expire on September 18, 2019.

Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April, 2019. In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 years unless a Special Resolution is passed to that effect.

Further, pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of directors of a company, but shall be eligible for re-appointment for another term of upto five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company.

Mr. Kishan Gopal Somani and Mr. Vikram Bhartia have already attained the age of seventy five years. Thus as per said amendment in the Listing Regulations and pursuant to the provisions of the Act, re-appointment of Mr. Kishan Gopal Somani (DIN: 00014648) aged 79 years (Date of Birth 11.07.1939) and Mr. Vikram Bhartia (DIN 00013654) aged 80 years (Date of Birth 15.10.1938) as an Independent Director(s) (Category : Non-Executive) of the Company for the second term of 5 (five) consecutive years commencing from September 19, 2019 to September 18, 2024 will require approval of the members of the Company by way of special resolution.

Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of Directors at their meeting held on February 18, 2019 have approved their re-appointment as an Independent Director(s) (Category: Non-Executive) for a second term of 5 (five) consecutive years with effect from September 19, 2019 to September 18, 2024 and that they shall not be liable to retire by rotation.

The Board, based on the performance evaluation report of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, the continued association of Mr. Kishan Gopal Somani and Mr. Vikram Bhartia would be beneficial to the Company and it is desirable to continue to avail their services as Independent Director(s).

Mr. Kishan Gopal Somani and Mr. Vikram Bhartia have given Form DIR-2, intimation in Form DIR-8 to the effect that they are not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s), a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intimation to the effect that they are not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

In the opinion of the Board, Mr. Kishan Gopal Somani and Mr. Vikram Bhartia fulfill the conditions specified in the Companies Act, 2013 read with rules made thereunder and Listing Regulations for re-appointment as an Independent Director(s) (Category: Non-Executive) and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mr. Kishan Gopal Somani and Mr. Vikram Bhartia is now being placed before the Members for their approval through Postal Ballot.

The terms and conditions of re-appointment of the Independent Director(s) shall be open for inspection by the members at the registered office during normal working business hours on any working days of the Company upto date of closing of the postal ballot.

Except Mr. Kishan Gopal Somani and Mr. Vikram Bhartia (for their respective appointment) none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No.2 & 4 of the Notice through Postal Ballot.

Accordingly, the Board/Committee recommends the resolution as set out in Item No.2 & 4 of the Notice for approval of the members through Postal Ballot.

Item No. 5

Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. In terms of proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board of Directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020.

Accordingly, Nomination and Remuneration Committee and Board of Directors at its meeting held on 18th February, 2019 has appointed Mrs. Shalini Gupta as an Additional Director (Independent Women Director, Category: Non-Executive) for a period of 5 (five) consecutive years with effect from 18th February, 2019 to 17th February, 2024 pursuant to Section 161(1), 149 and Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 09, 2018 and she shall not be liable to retire by rotation.

Mrs. Shalini Gupta has given Form DIR-2, intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director, a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intimation to the effect that she is not disqualified from being appointed as a Director of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

In the opinion of the Board, Mrs. Shalini Gupta fulfills the conditions specified in the Companies Act, 2013 read with Rules made thereunder and Listing Regulations for appointment as an Independent Women Director and she is independent of the management.

In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mrs. Shalini Gupta is now being placed before the Members for their approval through Postal Ballot.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal working business hours on any working days of the Company upto date of closing of the postal ballot.

Except Mrs. Shalini Gupta (for her respective appointment), none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No. 5 of the Notice through Postal Ballot.

**By Order of the Board of Directors
For KEI INDUSTRIES LIMITED**

Place: New Delhi

Date: February 18, 2019

CIN: L74899DL1992PLC051527

**Regd. Office: D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020**

**(Kishore Kunal)
GM (Corporate) & Company Secretary
M. No. : FCS-9429**

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION REGARDING CONTINUATION OF PRESENT TERM OF DIRECTORSHIP/DIRECTOR PROPOSED TO BE RE- APPOINTED/APPOINTED UNDER ITEM NO. 1, 2, 3, 4 & 5 IS FURNISHED AS BELOW:

1	Name of Director	Mr. Vikram Bhartia (DIN 00013654)	Mr. Kishan Gopal Somani (DIN 00014648)	Mrs. Shalini Gupta (DIN: 02361768)
2	Date of Birth	15.10.1938	11.07.1939	09.11.1974
3	Date of first appointment on the Board	02.08.1994	02.08.1994	18.02.2019
4	Nationality	Indian	Indian	Indian
5	Occupation	Business	Chartered Accountant	Business
6	Qualification	B.tech from IIT Kharagpur	B.com, FCA, ACIS, ACS	- MBA (Finance and Systems) from Faculty of Management Studies (FMS) - B.E. (Mechanical Engineering) from Delhi College of Engineering (DCE)
7	Nature of Expertise	Shri Vikram Bhartia is a qualified B. tech.(Hons.) from IIT Kharagpur and has more than 50 years experience as an Industrial Entrepreneur.	Shri K.G. Somani is Fellow member of ICAI and was elected as a member of the Central Council of the ICAI of India in the year 1979 and was a Council Member during 1979-1992. He was the President of ICAI in 1988-89 and has worked on all the standing committees during his continued membership of the council during 1979-1992. He was Chairman of Professional Development Committee, Board of Studies and Company Law Committee of the Institute during this period and was the Chairman of the Technical Standards Committee of South Asian Federation of Accountants (SAFA). He has participated in a large number of Seminars & Conferences all over India & Abroad. He is partner of M/s K.G. Somani & Co. Chartered Accountants, Delhi and he has vast experience in Finance, Companies Act, tax laws and has handled large number of audits and cases of sick Companies before B.I.F.R and its Appellate authority.	Mrs. Shalini Gupta is a Business and Technology professional with over 20 years of experience. She has held a variety of Senior roles in strategy and technology with emphasis on planning, long range road mapping, budgeting, pre-sales and sales operations, project execution and account management. She has a experience in rolling out and program managing large, complex transformational projects and managing multiple internal and external stakeholders. She has a Multicultural experience, having lived and worked in US and India.
8	Terms and conditions of appointment/re-appointment	As mentioned in explanatory statement of this Notice in Item No. 3 & 4	As mentioned in explanatory statement of this Notice in Item No. 1 & 2	As mentioned in explanatory statement of this Notice in Item No.5
9	Remuneration sought and last drawn	Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings. Remuneration last drawn as Independent Director Rs. 75,000/- paid as Sitting fees for attending each meetings of the Board and its Committees.	Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings. Remuneration last drawn as Independent Director Rs. 75,000/- paid as Sitting fees for attending each meetings of the Board and its Committees.	Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings.
10	Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related with any Director	Not related with any Director	Not related with other Director
11	Name of Companies in which he/she holds Directorship	KEI Industries Limited.	- KEI Industries Limited - NTB Bowsmith Irrigation Limited - Anand Rathi Wealth Services Limited - K.G. Somani Management Consultants Private Limited - K.G. Somani Insolvency Professionals Private Limited	- Ishwa Consulting (LLP)
12	Name of Committees of Companies in which he / she is Chairman/ Member	KEI Industries Ltd - Nomination and Remuneration Committee (Chairman) - Audit Committee (Member) - Stakeholders Relationship Committee (Member)	KEI Industries Ltd - Audit Committee (Member)	None
13	No. of Equity Shares held in the Company	10000	1000	NIL
14	Number of meetings of Board attended during the financial year 2018-19 (as on 4th February, 2019)	5	4	None
15	Performance Evaluation Report by Board	Good	Good	Good



KEI INDUSTRIES LIMITED

CIN: L74899DL1992PLC051527

Regd. Office : D-90, Okhla Industrial Area, Phase I, New Delhi-110020

Website: www.kei-ind.com, E-mail: cs@kei-ind.com

Tel: +91-11-26818840, 26818642, Fax: +91-11-26811959, 26817225

POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

Serial No.: _____

1. Name & Address of the Sole/ First :
named Shareholder as registered
with the Company

2. Name(s) of the joint Shareholder(s), :
if any, registered with the Company

3. Registered Folio No./ DPID No. * & :
Client ID No.* (*Applicable to investors
holding shares in dematerialized form)

4. No. of share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated February 18, 2019 by conveying my/our assent or dissent to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held by me	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.			
2.	Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.			
3.	Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.			
4.	Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.			
5.	Appointment of Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category: Non-Executive) of the Company for a term of five (5) consecutive years.			

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	USER ID	PASSWORD /PIN

Note:

1. Kindly read the instructions printed overleaf before filling the form
2. Last date for receipt of Postal Ballot Forms is Wednesday, March 27, 2019

INSTRUCTIONS

- i) A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer of the company in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the shareholder will also be accepted.
- ii) This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
- iii) Duly completed Postal Ballot Form should reach the Scrutinizer of the Company on or before the closing of working hours i.e., 5:00 pm. on Wednesday, March 27, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
- iv) There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
- v) In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a Board Resolution/ Authority Letter.
- vi) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- vii) A Shareholder need not use all the votes or cast all the votes in the same way.
- viii) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- ix) The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The instruction for the shareholders for e-voting are as under:

- (a) In case of Shareholders receiving e-mail from NSDL:
 - (i) Open e-mail and open the PDF file viz, "KEI-remote e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>;
 - (iii) Click on Shareholder - Login;
 - (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
 - (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
 - (vi) Home Page of e-voting opens. Click on e-voting: Active E-voting Cycles;
 - (vii) Select "EVEN" of "KEI Industries Limited";
 - (viii) Now you are ready for e-voting as Cast Vote page opens;
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
 - (xii) For the votes to be considered valid, the Institutional shareholders (other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at skbatrapcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) **In case of Shareholders receiving Postal Ballot Form in Physical Form:**
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) Members who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available.

18 INTERNATIONAL

FINANCIAL EXPRESS

Page: 25-02-2019, Place: Delhi Sd/- Authorised Officer, DENA BANK

KEI INDUSTRIES LIMITED
(CIN: L74899DL1992PLC051527)
Registered Office: D-90, Okhla Industrial Area, Phase-I, New Delhi-110020
E-mail id: cs@kei-ind.com; Website: www.kei-ind.com
Tel.: +91-11-26818840, 26818642, Fax: +91-11-26811959, 26817225

NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and such other applicable laws and regulations (including any statutory modification(s) or amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company has on February 25, 2019: (i) completed the dispatch of Notice of Postal Ballot dated February 18, 2019 containing draft resolutions, Postal Ballot Form and a self-addressed postage pre-paid Business Reply Envelop to the members (who have not registered their e-mail ids with Depositories/RTA); (ii) sent an e-mail of Notice of Postal Ballot dated February 18, 2019 with relevant form to the Members (whose e-mail ids are registered with the Depository Participants/RTA) through National Securities Depository Limited (NSDL) along with the details of login id and password. The Postal Ballot Notice has been sent to all the members whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Depositors/Registrar & Transfer Agent ("RTA") as on Friday, February 15, 2019, for seeking their consent on the agenda item listed in the Postal Ballot Notice dated February 18, 2019, including voting by electronic means for the following special resolutions:

Item No.	Description of the Resolution
1.	Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.
2.	Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.
3.	Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.
4.	Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.
5.	Appointment of Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category: Non-Executive) of the Company for a term of five (5) consecutive years.

The Board of Directors of the Company has appointed Mr. Sumit Batra, Practicing Company Secretary (Membership No. FCS-7714 & CP No. 8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries, as the Scrutinizer for conducting postal ballot/e-voting process in a fair and transparent manner. The Members are also informed and requested to note that:

- The business to be transacted through Postal Ballot may also be transacted by e-voting as provided in the Act read with related Rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time;
- In compliance of provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations as amended from time to time, the Company has provided facility for e-voting through National Securities Depository Limited (NSDL). The procedure for e-voting is given in the notes forming part of the Postal Ballot Notice. In case of electronic mode (for e-voting instructions), Members may go through the Instructions given in the Notice and in case of any queries connected with e-voting, the user manual is available for Members at download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 and in case of any grievances with respect to e-voting/Postal Ballot, you may contact Mr. Kishore Kunal, GM (Corporate) & Company Secretary at the designated e-mail id: kunal@kei-ind.com or cs@kei-ind.com or at telephone nos. +91-11-26818840/26818642.
- The Voting including E-voting shall commence on Tuesday, February 26, 2019 from 9:00 am and ends on Wednesday, March 27, 2019 at 5:00 pm. The e-voting module shall be disabled by NSDL thereafter;
- Postal Ballot Forms should reach the Scrutinizer not later than the close of business hours (i.e. 5:00 PM) on Wednesday, March 27, 2019. Postal Ballot Form received from the Members beyond the said date will not be valid and voting by post shall not be allowed beyond the said date;
- Voting rights of the Members has been reckoned as on February 15, 2019, which is the Cut-off Date;
- Member can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case of receipt of vote by both the modes, voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid;
- The Notice of the Postal Ballot along with the explanatory statement and other annexures is displayed on the website of the Company www.kei-ind.com and also on the website of the NSDL at www.evoting.nsdl.com. In case a Member is desirous of obtaining a Postal Ballot Form or a duplicate, he/she may send an e-mail to cs@kei-ind.com or kunal@kei-ind.com or write to the Company at its registered office, D-90, Okhla Industrial Area, Phase-I, New Delhi-110020 or download the Postal Ballot Form from the Company's website www.kei-ind.com under Investor Relation section or from the website of NSDL www.evoting.nsdl.com.
- The result of voting (through Postal Ballot forms and e-voting) by postal ballot will be announced on or before Friday, March 29, 2019 by or before 05:00 pm at the registered office of the Company. The result along with the Scrutinizer Report will be displayed at the registered office of the Company and shall be placed on the website of the Company www.kei-ind.com and on the website of the NSDL at www.evoting.nsdl.com and shall also be communicated to Stock Exchanges where shares of the Company are listed.

By the order of Board of Directors
For KEI Industries Limited
Sd/-

Place: New Delhi
Date: 25.02.2019
(Mr. Anil Gupta)
Chairman-cum-Managing Director
DIN: 00006422

second) Ordinance, 2002 (Ord. 3 conferred under Section 13(12) rest (Enforcement) Rules 2002, 06/11/2018, calling upon the Late Sh. Bhagwan Singh & Mr. Guarantor: Mr. Lal Chand S/o. punt mentioned in notice being Thirty Nine Thousand Six within 60 days from the date of owers having failed to repay the the borrowers and the public in aken possession of the Vehicle e of powers conferred on him read with rule 8 of the Security 2 on this day 19/02/2019. The ic in general is hereby cautioned Date: 22.07 dealing with the Vehicle will be Place: Ghank of India, New Seelampur, 2,39,677/- (Rupees Two Lakh ed Seventy Seven Only) and

वैक
Bal to provisions of Sub-Notice the Act, in respect of time of Secussets.
Rules, OF VEHICLE
The BOEL NO.7 STAR. CHASSIS and the 88 AND REGISTRATION below is on the caution Authorized Officer, Central Bank of India

DEVELOPERS LIMITED
NUMBER : L74893UP1990PLC015721)
Napur Bareilly Road, Rampur - 244 901 (U.P.)
m, Website: www.Indiantoners.com
71 Fax No. 0595-2356273
OF SHARES

Borre certificate(s) have been reported as w/o Registered holder(s) has/have applied to 100 7ificates.

Guar	No. of Shares	Name of Shareholder
Mr. S	100	Sudhir Kumar Jain
Nea	100	Jt. Rita Jain

pect of these share certificates should above within 15 days from the date of Dayjection is received within 15 days, the Guar are certificates. The public is hereby ay with the above share certificates.
Mr. Indian Toners & Developers Limited
Bot
Colc
Agrt
Sd/- (S.C. SINGHAL)
COMPANY SECRETARY

Bo/s/o F-15, Shastri Nagar, Ghaziabad, Gu/Utter Pradesh- 201001, Mr.0120-2767430, 9868394314 H.8890@syndicatebank.co.in

roviso to rule 8 (6))
movable Properties
Assets under the Securitisation and cement of Security Interest Act, 2002 (rest (Enforcement) Rules, 2002.

Bo/ and in particular to the Borrower and She/ property mortgaged/charged to the 11 hichever is applicable) possession of Naer of Secured Creditor, will be sold on Ag/here is" on 22.03.2019, for recovery of Yaf/ Two Thousand Eight Hundred Fifty 322.2019 and costs etc. to the Secured

Bc
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33
Je
El
Mf
At

B/ees Twenty Five Lacs Only) and the K/ (Rupees Two Lacs Fifty Thousand sl,
Property
13, Panchsheel Prim Rose Apartment, Pan Kumar and Smt Pallavi Singh.
A, please refer to the link provided in bank.in
Authorized Officer

PRESS TRUST OF INDIA
Islamabad, February 25

A COURT IN Pakistan rejected the bail application of deposed prime minister Nawaz Sharif on Monday, refusing to grant him relief on medical grounds in a corruption case. The reasons will be given in a detailed judgment to be issued later.

Sharif, 69, has been serving a seven-year jail term in Lahore's Kot Lakhpat jail in the Al-Azizia Steel Mills corruption case.

Sharif was sentenced to seven years in jail on December 24 by an Islamabad-based Accountability Court and he was sent to Kot Lakhpat jail in Lahore to serve the sentence

The Islamabad High Court's two-member Bench comprising Justice Aamer Farooq and Justice Mohsin Akhtar Kayani announced that the bail application was "dismissed".

Several leaders of Pakistan Muslim League-Nawaz (PML-N), including former prime minister Shahid Khaqan Abbasi and former foreign minister Khawaja Asif, were present inside the court when the verdict was announced.

"We are disappointed by the decision because different panels diagnosed the disease (of Sharif) and recommended treatment. But we accept the verdict and will explore more forums to get a remedy," Abbasi told reporters after the verdict. Asif said "we will go for appeal against the verdict" which will be filed in the Supreme Court.

Dozens of PML-N supporters were also present outside the court premises and raised slogans against the verdict.

Sharif was sentenced to seven years in jail on December 24 by an Islamabad-based Accountability Court and he was sent to Kot Lakhpat jail in Lahore to serve the sentence.

Last month, he filed the bail application through his counsel Khawaja Haris for bail on medical reasons.

Last week, the court heard the counsel and lawyers of the anti-corruption body National Accountability Bureau (NAB) and reserved the verdict for February 25.

महाद्वीप में लावा कम से कम की दूरी तक फैल गया था। का निर्माण हुआ।

ने आइएस क भेजा

की हैं। बयान के मुताबिक कियों को हमारे पास वापस के एक प्रवक्ता ने बताया कि जिहादियों का पहला जत्था के सुपुर्द किया गया। हालांकि ना के प्रवक्ता ने इस दावे से बयान में कहा गया है कि अभी जारी रहेगी। यह सभी ही समाप्त होगी। प्रधानमंत्री दी ने साप्ताहिक संवादादाता र्ण पूर्वी सीरिया में हालात पर रही है।

देशीय कार्यालय-
मार्ग, हजरतगंज, लखनऊ

मुम्बई 400021 एवं शाखा कार्यालय, पुनर्गठन एवं प्रतिभूति हित का प्रवर्तन कियों का प्रयोग करते हुए ऋणी (1) श्री अलमनगर, राजाजीपुरम, लखनऊ को ग करने की मांग की थी। हमारे शाखा - +ब्याज सहित (रूपदे उन्तालीस लाख नसकर्ता और जनसाधारण की सूचना दी की धारा 13(4) एवं संप्रति नियम 8 के कब्जा प्राप्त कर लिया है।
धक सम्पत्ति के सम्बन्ध में लेनदेन न करे 3 वीसठ हजार एक सौ उन्मास+ब्याज प्रमारों के अधीन होगा।

बाई-आलम नगर, राजाजीपुरम, जिला हि राजपुत्र श्री अशोक सिंह राजपुत्र।
शेण-लक्ष्मी नरायन की भूमि।

इंडिया, क्षेत्रीय कार्यालय लखनऊ

जन्म

नेयम (सरफेसी एक्ट) 2002
ला जारी की जाती है।

मोंक को निम्नवर्णित बकाया राशि शेष एवं पुनर्गठन एवं प्रतिभूति हित प्रवर्तन पोस्ट/कोरियर द्वारा आप सभी को क्रेत दिनांकों में हमने आशय को स्पष्ट अधिनियम की धारा 13(4) के अनुसार षच्य ले लिया जायेगा और कब्जा निम्नानुसार है:-

शेक्वोर्ड
को का विवरण

स्टॉक, बुक डेड्स और फर्म की अन्य

श्रेणिक
प्रोडक्ट्स के नाम पर है। प्लॉट नं. भी, वॉटर टैंक पास, 23 एनआईटी

ग्लेड प्लॉट नं. 160 और 161, जिसे से जानते हैं, क्षेत्रफल 208 वर्ग गजख कॉलोनी) सैक्टर-23, फरीदाबाद में। पत्नी सयाम सिंह के नाम पर है। नव रोड के पास, गौंधी कॉलोनी उत्तर में - पी के गुप्ता की सम्पत्ति, जगन नाथ की सम्पत्ति, पश्चिम में -

क्षरी से मूल नोटिस प्राप्त कर लें (2) के भीतर जमा करें ताकि सरफेसी

क्षरी, ऑरियन्टल बैंक ऑफ कॉमर्स

सिंडिकेट बैंक Syndicate Bank
Branch- Ghaziabad Main, 47, Navyug Market, Ghaziabad, Uttar Pradesh- 201001, Ph.: 0120-2790205, 2790145 (CM) Fax: 0120-2796725 E: br.8556@syndicatebank.co.in

परिशिष्ट - IV - ए [नियम 8 (6) का परत्वुक देखें] अचल सम्पत्तियों की बिक्री हेतु बिक्री सूचना

वित्तीय आस्तियों का प्रतिभूतिकरण एवं पुनर्निर्माण तथा प्रतिभूति हित प्रवर्तन अधिनियम, 2002 के साथ पठित प्रतिभूति हित (प्रवर्तन) नियमावली, 2002 के नियम 8 (6) के परत्वुक के अधीन अचल आस्तियों की बिक्री के लिए ई-नौलामी बिक्री सूचना।
एतद्वारा सर्व साधारण को तथा विशेष रूप से कर्जदार तथा गारंटर को सूचित किया जाता है कि प्रतिभूत क्रेडिटर के पास बंधक रखी गई/प्रमारित निम्नवर्णित सम्पत्ति, जिसका प्रलक्षित/भौतिक (जो भी लागू है) कब्जा प्रतिभूत क्रेडिटर के प्राधिकृत अधिकारी द्वारा अधिनियम की धारा 13(4) के तहत प्राप्त किया जा चुका है, प्रतिभूत क्रेडिटर की निम्नलिखित कर्जदारों की तरफ बकाया राशि रु. 4,68,69,875 (रु. चार करोड़ अड़सठ लाख उन्मासह हजार आठ सौ पिवहत्तर मात्र) + 01-08-2012 से ब्याज तथा लागतों इत्यादि सहित की वसूली के लिए, दिनांक 22-03-2019 को 'जैसी है जहाँ है', जैसी है जो है' तथा 'जो भी है वहाँ है' आधार पर बेची जाएगी।

- उधारकर्ता:-**
श्रीमति अमरजीत कौर साहनी पति श्री त्रलोक सिंह साहनी।
डी-924, न्यू फंडस कॉलोनी, नई दिल्ली-110065.
श्रीमति सुरिंद्र कौर साहनी पति श्री दरशन सिंह साहनी।
ए-14, निजामुद्दीन वैस्ट, नई दिल्ली-110003.
श्रीमति परनजीत कौर साहनी पति श्री नरिन्द्रपाल सिंह साहनी।
डी-647, न्यू फंडस कॉलोनी, नई दिल्ली-110065.
जमानती:-
श्री त्रलोक सिंह साहनी पुत्र स्व. श्री प्रेम सिंह साहनी।
डी-924, न्यू फंडस कॉलोनी, नई दिल्ली-110065.
श्री दरशन सिंह साहनी पुत्र स्व. प्रेम सिंह साहनी।
ए-14, निजामुद्दीन वैस्ट, नई दिल्ली-110003.
श्री नरिन्द्रपाल सिंह साहनी पुत्र स्व. श्री प्रेम सिंह साहनी।
डी-647, न्यू फंडस कॉलोनी, नई दिल्ली-110065.

सुरक्षित मूल्य रु. 4,05,00,000/- (रु. चार करोड़ पांच लाख मात्र) होगा तथा वधोहर राशि जमा रु. 40,50,000/- (रु. चालिस लाख पचास हजार मात्र) होगी।
सम्पत्ति का वर्णन
द्वितीय मंजिल के सामने का भाग, नमन नं. ए-8, निजामुद्दीन वैस्ट, नई दिल्ली मालिक श्रीमती अमरजीत कौर साहनी पति श्री त्रलोक सिंह साहनी, श्रीमती सुरिंद्र कौर साहनी पति दरशन सिंह साहनी, श्रीमती परनजीत कौर साहनी पति श्री नरिन्द्रपाल सिंह साहनी।
बिक्री के विस्तृत नियम एवं शर्तों के लिए, कृपया प्रतिभूत क्रेडिटर की वेबसाइट नामतः www.syndicatebank.in में उपलब्ध करवाया गया लिंक देखें।
दिनांक: 22-02-2019 प्राधिकृत अधिकारी

सिंडिकेट बैंक Syndicate Bank
Branch- Sahibabad, Cel, Industrial Area-IV, Sahibabad-201010, Ghaziabad Ph.: 0120-2895170, 7889026548 E: br.8776@syndicatebank.co.in

परिशिष्ट - IV - ए [नियम 8 (6) का परत्वुक देखें] अचल सम्पत्तियों की बिक्री हेतु बिक्री सूचना

वित्तीय आस्तियों का प्रतिभूतिकरण एवं पुनर्निर्माण तथा प्रतिभूति हित प्रवर्तन अधिनियम, 2002 के साथ पठित प्रतिभूति हित (प्रवर्तन) नियमावली, 2002 के नियम 8 (6) के परत्वुक के अधीन अचल आस्तियों की बिक्री के लिए ई-नौलामी बिक्री सूचना।
एतद्वारा सर्व साधारण को तथा विशेष रूप से कर्जदार तथा गारंटर को सूचित किया जाता है कि प्रतिभूत क्रेडिटर के पास बंधक रखी गई/प्रमारित निम्नवर्णित सम्पत्ति, जिसका प्रलक्षित/भौतिक (जो भी लागू है) कब्जा प्रतिभूत क्रेडिटर के प्राधिकृत अधिकारी द्वारा अधिनियम की धारा 13(4) के तहत प्राप्त किया जा चुका है, प्रतिभूत क्रेडिटर की निम्नलिखित कर्जदारों की तरफ बकाया राशि रु. 6,13,34,520.04 (रु. छ करोड़ तेरह लाख चौतिस हजार पांच सौ बीस और चार पचास मात्र) + 01-02-2019 से ब्याज तथा लागतों इत्यादि सहित की वसूली के लिए, दिनांक 22-03-2019 को 'जैसी है जहाँ है', जैसी है जो है' तथा 'जो भी है वहाँ है' आधार पर बेची जाएगी।

- उधारकर्ता:-**
श्री. डी. बोनी पलेक्सकॉम (आई) लि.।
अपने निर्देशकों द्वारा किया गया:- 1). श्री तरुन कुकरेजा 2). श्री पुनीता चौधरी 3). श्री अंजन मुखर्जी।
कार्यालय पता:- दिल्ली:- प्रथम तल, कुकरेजा मकान-46, रानी झांसी रोड, नई दिल्ली-110055, भारत।
मुम्बई:- प्लॉट नं. 9-10, जय दुर्गा बिल्डिंग, द्वितीय तल, प्लॉट नं. 154, सरकल सियाल ईस्ट के पास, मुम्बई-400022.
फैक्टरी पता:- ए-48/8, साईट-4, इण्डस्ट्रियल एरिया, साहिबाबाद, गाजियाबाद।
जमानती:-
श्री त्रलोक सिंह साहनी पुत्र स्व. श्री प्रेम सिंह साहनी।
डी-924, न्यू फंडस कॉलोनी, नई दिल्ली-110065.
श्री दरशन सिंह साहनी पुत्र स्व. प्रेम सिंह साहनी।
ए-14, निजामुद्दीन वैस्ट, नई दिल्ली-110003.
श्री नरिन्द्रपाल सिंह साहनी पुत्र स्व. श्री प्रेम सिंह साहनी।
डी-647, न्यू फंडस कॉलोनी, नई दिल्ली-110065.

सुरक्षित मूल्य रु. 2,85,00,000/- (रु. दो करोड़ पचासी लाख मात्र) होगा तथा वधोहर राशि जमा रु. 28,50,000/- (रु. अट्ठाईस लाख पचास हजार मात्र) होगी।
सम्पत्ति का वर्णन
एक प्लॉट जिसकी माप 327.50 स्क्वियर यार्ड्स, डब्ल्यू जेड-283, श्री नगर, रेलवे रोड, शकुलबस्ती, गांव शकुलपुर, दिल्ली।
बौद्धदी- उत्तर- सर्विस लाईन, दक्षिण- रेलवे रोड, पूर्व- पश्चिम- उक्त सम्पत्ति का शेष भाग।
बिक्री के विस्तृत नियम एवं शर्तों के लिए, कृपया प्रतिभूत क्रेडिटर की वेबसाइट नामतः www.syndicatebank.in में उपलब्ध करवाया गया लिंक देखें।
दिनांक: 22-02-2019 प्राधिकृत अधिकारी

केआई इंडस्ट्रीज लिमिटेड
(CIN: L74899DL1992PLC051527)
पंजीकृत कार्यालय: डी-90, ओखला इंडस्ट्रियल एरिया, फेज-1, नई दिल्ली-110020
E-mail id: cs@kei-ind.com; Website: www.kei-ind.com
Tel.: +91-11-26818840, 26818642, Fax: +91-11-26811959, 26817225

पोस्टल बिलेट की सूचना
एतद्वारा समय-समय पर संशोधित अनुसार कंपनीज (प्रबंधन व प्रशासनिक) नियम, 2014, के नियम 22 के साथ पठित कंपनीज अधिनियम, 2013 ("अधिनियम") की धारा 110 व अन्य लागू प्रावधान, यदि कोई है और ऐसे अन्य लागू नियम व विनियम (समय अनुसार उसमें किसी वैधानिक संशोधन(ओं) या सुधार(ओं), स्पष्टीकरण(ओं), जोड़(ओं) या कमी(यों) सहित) के प्रावधानों के अनुपालन में सूचित किया जाता है कि कंपनी ने 25 फरवरी, 2019 को सदस्यों को (जिनके ई-मेल आईडी डिपोजिटरीज/आरटीए के साथ पंजीकृत नहीं हैं) को स्व-पता पोस्टल प्री-पेड बिजनेस उत्तर लिफाफे और ड्राफ्ट प्रस्तावों, पोस्टल बिलेट फॉर्म के सहित पोस्टल बिलेट सूचना दिनांक 18 फरवरी, 2019 का प्रेषण पूरा कर लिया है। (2) सदस्यों (जिनके ई-मेल आईडी डिपोजिटरीज/आरटीए के साथ पंजीकृत हैं) लॉगिन आईडी व पासवर्ड के विवरण के सहित नेशनल सिक्वोरिटीज डिपोजिटरी लिमिटेड (एनएसडीएल) के द्वारा संबंधित फॉर्म के साथ पोस्टल बिलेट सूचना दिनांक 18 फरवरी, 2019 की सूचना ई-मेल द्वारा भेजी जा चुकी है।
पोस्टल बिलेट सूचना उन सभी सदस्यों को, जिनके नाम निम्नलिखित विशेष प्रस्तावों के लिए इलेक्ट्रॉनिक माध्यमों द्वारा वोटिंग सहित पोस्टल बिलेट सूचना दिनांक 18 फरवरी, 2019 में सूचीबद्ध एजेंडा मद पर अपनी सहमति देने के लिए शुक्रवार, 15 फरवरी, 2019 तक डिपोजिटरीज/रजिस्ट्रार व ट्रांसफर एजेंट ("आरटीए") द्वारा बनाए गए सदस्यों के रजिस्टर/लाभाधी स्वामियों की सूची में प्रदर्शित हैं, को भेजी जा चुकी है।

मद नं.	प्रस्ताव का विवरण
1.	शेष अवधि अर्थात् 18 सितंबर, 2019 तक के लिए स्वतंत्र निदेशक (श्रेणी: गैर-कार्यकारी) के रूप में श्री किशन गोपाल सोमनी (डीआईएन 00014648) के निदेशकता की वर्तमान अवधि को जारी करना, ये 75 वर्ष की आयु से भी अधिक हैं।
2.	पांच (5) लगातार वर्षों की दूसरी अवधि के लिए कंपनी के स्वतंत्र निदेशक (श्रेणी: गैर-कार्यकारी) के रूप में श्री किशन गोपाल सोमनी की पुन-नियुक्ति
3.	शेष अवधि अर्थात् 18 सितंबर, 2019 तक के लिए स्वतंत्र निदेशक (श्रेणी: गैर-कार्यकारी) के रूप में श्री विक्रम भारतिआ (डीआईएन 00013654) के निदेशकता की वर्तमान अवधि को जारी करना, ये 75 वर्ष की आयु से भी अधिक हैं।
4.	पांच (5) लगातार वर्षों की दूसरी अवधि के लिए कंपनी के स्वतंत्र निदेशक (श्रेणी: गैर-कार्यकारी) के रूप में श्री विक्रम भारतिआ (डीआईएन 00013654) की पुन-नियुक्ति
5.	पांच (5) लगातार वर्षों की अवधि के लिए कंपनी के स्वतंत्र महिला निदेशक (श्रेणी: गैर-कार्यकारी) के रूप में श्रीमती शालिनी गुप्ता (डीआईएन 02361768) नियुक्ति

कंपनी के निदेशक मंडल ने निष्पक्ष व पारदर्शी तरीके से पोस्टल बिलेट/ई-वोटिंग प्रक्रिया आयोजित करने के लिए जांचकर्ता के रूप में मैसर्स एस.के. बजा एंड एसोसिएट्स, कंपनी सचिव के मालिक श्री सुमित बजा, अम्यारत कंपनी सचिव (सदस्यता सं. एफसीएस-7714 व सीपी नं. 8072) को नियुक्त किया है।
सदस्यों को यह भी सूचित किया जाता है और ध्यान देने का अनुरोध है कि:
ए) पोस्टल बिलेट द्वारा लेन-देन किए जाने वाले व्यापार समय-समय पर संशोधित अनुसार सेबी (सूचीबद्ध दायित्व व प्रकटीकरण आवश्यकताएं) विनियम, 2015 ("सूचीबद्ध विनियम") और उससे संबंधित नियमों के साथ पठित अधिनियम में दिए अनुसार ई-वोटिंग द्वारा लेन-देन किया जा सकता है।

बी) समय-समय पर संशोधित अनुसार कंपनीज (प्रबंधन व प्रशासनिक) नियम, 2014, के नियम 20 व 22 के साथ पठित अधिनियम की धारा 108, 110 व अन्य लागू प्रावधानों और सूचीबद्ध विनियमों के अधिनियम के अनुपालन में, कंपनी ने नेशनल सिक्वोरिटीज डिपोजिटरी लिमिटेड (एनएसडीएल) द्वारा ई-वोटिंग की सुविधा प्रदान की है। ई-वोटिंग की प्रक्रिया पोस्टल बिलेट सूचना के नोटस शेष भाग में दी गई है। यदि इलेक्ट्रॉनिक मॉड, (ई-वोटिंग निर्देशों के लिए), सदस्य सूचना में दिए निर्देशों को देख सकते हैं और ई-वोटिंग से संबंधित किसी पूछताछ के मामले में, www.evoting.nsdl.com के डाउनलोड सेक्शन में सदस्यों के उपलब्ध यूजर पुस्तिका देखें या टॉल फ्री नं. 1800-222-990 पर कॉल करें और ई-वोटिंग/पोस्टल बिलेट के संबंध में किसी शिकायत के मामले में, आप श्री किशन कुनाल, जीएम (निगमित) व नामित ई-मेल आईडी: kunal@kei-ind.com के कंपनी सचिव से संपर्क कर सकते हैं या टेलीफोन कर +91-11-26818840/26818642
सी) ई-वोटिंग सहित वोटिंग की शुरुआत मंगलवार, 26 फरवरी, 2019 को सुबह 9.00 बजे होगी और बुधवार, 27 मार्च, 2019 को शाम 5.00 बजे समाप्त होगी। ई-वोटिंग मॉड्यूल इस्कैबद एनएसडीएल द्वारा बंद कर दिए जाएंगे।
डी) पोस्टल बिलेट फॉर्म बुधवार, 27 मार्च, 2019 पर व्यावसायिक घंटों (अर्थात् शाम 5.00) बंद होने के बाद जांचकर्ता तक पहुंच जाने चाहिए। उक्त तिथि के बाद सदस्यों से प्राप्त पोस्टल बिलेट फॉर्म वैध नहीं होंगे और प्राप्त द्वारा वोटिंग उक्त तिथि से बाद अनुमति नहीं दी जाएगी।

ई) सदस्यों के वोटिंग अधिकार 15 फरवरी, 2019 के बाद रिनॉक हो चुके हैं जो कट-ऑफ तिथि है।
एफ) सदस्य भौतिक बिलेट या ई-वोटिंग में से केवल किसी एक प्रकार को अपना सकते हैं। दोनों मॉड द्वारा वोट प्राप्त के मामले में, ई-वोटिंग द्वारा डाले गए वोट प्रबल होंगे और भौतिक बिलेट द्वारा डाले गए वोट को अवेध माना जाएगा।

जी) व्याख्यात्मक विवरण सहित पोस्टल बिलेट की सूचना और अन्य परिशिष्ट कंपनी की वेबसाइट www.kei-ind.com और एनएसडीएल की वेबसाइट www.evoting.nsdl.com पर प्रदर्शित हैं। यदि सदस्य पोस्टल बिलेट फॉर्म या दुप्लीकेट प्राप्त करने के इच्छुक हैं, यह ई-मेल cs@kei-ind.com or kunal@kei-ind.com पर भेज सकते हैं या कंपनी के पंजीकृत कार्यालय डी-90, ओखला इंडस्ट्रियल एरिया, फेज-1, नई दिल्ली-110020 को लिखें या कंपनी की वेबसाइट www.kei-ind.com पर एनएसडीएल की वेबसाइट www.evoting.nsdl.com से डाउनलोड करें।
एफ) पोस्टल बिलेट द्वारा वोटिंग (पोस्टल बिलेट फॉर्म और ई-वोटिंग) के परिणाम कंपनी के पंजीकृत कार्यालय में शुक्रवार, 29 मार्च, 2019 को शाम 5.00 तक या पहले घोषित किए जाएंगे। जांचकर्ता की रिपोर्ट के सहित परिणाम कंपनी के पंजीकृत कार्यालय में प्रदर्शित किए जाएंगे और कंपनी की वेबसाइट www.kei-ind.com पर डाले जाएंगे और एनएसडीएल की वेबसाइट www.evoting.nsdl.com पर भी डाले जाएंगे। स्टॉक एक्सचेंज जहां कंपनी को शेयर सूचीबद्ध हैं, को भी भेजे जाएंगे।

निदेशक मंडल के आदेशानुसार
केआई इंडस्ट्रीज लिमिटेड के लिए
हस्ता./-
(श्री अनिल गुप्ता)
अध्यक्ष सह प्रबंध निदेशक
डीआईएन: 00006422
स्थान: नई दिल्ली
दिनांक: 25.02.2019