

Notice

THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110 003 ON TUESDAY THE 6TH DAY OF SEPTEMBER, 2016 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016, the Report of Board of Directors and Auditors of the Company thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of Auditors thereon.
2. To consider and approve declaration of Dividend for the Financial Year ended on 31st March, 2016.
3. To appoint a Director in place of Mrs. Archana Gupta (DIN: 00006459), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as amended from time to time and pursuant to the resolution passed by the members at the Annual General Meeting held on September 19, 2014, **M/S. JAGDISH CHAND & CO.**, Chartered Accountants (Firm Registration Number-000129N) who have offered themselves for re-appointment and have confirmed their eligibility in terms of provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014 be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2016-17 to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors / Audit Committee and the Auditors.”

SPECIAL BUSINESS:

5. Re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactments) there of for the time being in force or from time to time, the members of the Company hereby accord its approval for re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director (CMD) of the Company with effect from **July 01, 2016 to June 30, 2019** on the terms & conditions set out here below and with further discretion to the Committee/ Board to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Anil Gupta:

1. Period	from 1 st July, 2016 to 30 th June 2019
2. Remuneration	
a. Salary	₹ 2,500,000/-basic salary per month w.e.f. 1 st July, 2016 upto maximum basic salary of ₹ 3,500,000/-per month.
b. Perquisites	Perquisites shall be restricted to an amount equal to not exceeding ₹ 500,000/- per month w.e.f. 1 st July 2016 up to maximum of ₹ 700,000/-per month.
c. Commission	Up to 5% of the Net Profit less remuneration payable under point no. (a) & (b) above, calculated as per the provisions of Section 197 of the Companies Act, 2013.
For this purpose perquisites are classified into three categories A, B and C.	

Category – A

- i) **Housing:** The expenditure by the Company on hiring furnished / unfurnished accommodation for him will be subject to the following ceilings:
 - a) ₹ 300,000/- per month w.e.f. 1st July, 2016 up to maximum of ₹ 500,000/-per month.

The expenditure incurred by the Company on gas, electricity, water and furnishings evaluated as per Income Tax Rules, 1962.
- ii) **Medical Reimbursement:** Expenses incurred for himself and his family as per rules of the Company.
- iii) **Club Fees:** Fees of clubs to a maximum of two clubs. This will not include admission and life membership fees.

Category – B

- i) The Company's contribution for him to provident fund, superannuation fund or annuity fund in accordance with the Rules and Regulations of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii) Gratuity, leave and other entitlements: As per Company's policy.

Category – C

Car with a driver for use on the Company's business and telephone at residence provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to him. The provision of car and telephone will not be considered as perquisites.

RESOLVED FURTHER THAT the minimum remuneration and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure of office shall be as per Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorised by the Board be and are hereby authorized to file the necessary applications, documents with, inter- alia, the Registrar of Companies 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."

6. Ratification of Remuneration of M/s S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force or from time to time), M/s. S. Chander & Associates, Cost Accountants, appointed by the Board of Directors / Audit Committee of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2016-17, be paid the remuneration of

₹ 230,000/- plus applicable service tax thereon and reimbursement of travelling and other incidental expenses that may be incurred for this purpose by the said Cost Auditors.

RESOLVED FURTHER THAT the Board of Directors / Audit Committee of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution."

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

**Place: New Delhi
Date: July 20, 2016**

**(Kishore Kunal)
Company Secretary
M. No. : A18495**

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXY FORM IS ATTACHED HEREWITH.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy should however be deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting.

4. Members or their respective proxies are requested to:
 - i. bring copies of Annual Report sent to them as the copies of Annual Report shall not be distributed at the Annual General Meeting;
 - ii. quote their Folio / DP ID & Client ID in the attendance slips for attending the meeting;
 - iii. bring the attendance slip sent herewith duly filled in for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from August 31, 2016 to September 06, 2016 (both days inclusive).
7. The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Company's Register of Members on September 06, 2016. In respect of shares held in electronic form, the dividend will be payable to those who are the beneficial owners of shares at the close of business hours on August 30, 2016, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
8. Un-claimed/Unpaid Dividend for the Financial Year 2007-08 has been transferred to the Investor Education and Protection Fund established by the Central Government and no claims can be admitted in respect of this Fund. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Company) Rules, 2012, the Company uploaded the details of unpaid and unclaimed amounts lying with the Company as on 16th September, 2015 (date of last Annual General Meeting) on the website of the Company: www.kei-ind.com and also on the website of the Ministry of Corporate Affairs: www.mca.gov.in. Members are therefore requested to encash their dividend warrants for subsequent Financial Years. Members are requested to write to the Company and/or Share Transfer Agents, if any dividend warrant is due and pending to be paid so that fresh/revalidated warrants could be issued by the Company.
9. In terms of Article 113 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Archana Gupta retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Mr. Anil Gupta is also re-appointed as Chairman-cum-Managing Director of the Company. The information or details about the director(s) proposed to be re-appointed to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V of the Companies Act, 2013 is annexed herewith.
10. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 5 and 6 are annexed hereto.
11. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, are open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
12. Ministry of Corporate Affairs (MCA) took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice of Annual General Meeting (along with instruction for e-voting, attendance slip and proxy form) and Annual Report in electronic form to all Members whose e-mail Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
13. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Share Transfer Agent MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- 26387281/82/83, Fax:- 26387384, email:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
14. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Share Transfer Agents, M/s. MAS SERVICES LTD. at the address mentioned in above point.

15. Members may also note that the Notice of Annual General Meeting and Annual Report 2015-16 is available on the website of the Company at www.kei-ind.com under Investor Relations Section.
16. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
18. Pursuant to the provisions of Section 108 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 are contained in covering letter being sent to the shareholders.

Members may contact Mr. Kishore Kunal, Company Secretary 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.
19. The voting period begins on 03rd September, 2016 (at 09.00 A.M (IST)) and ends on 05th September, 2016 (at 05.00 P.M (IST)). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
20. The route map to the venue of the Meeting included in this Notice for easy location. The route map of

the venue of the Meeting is also available on the website of the Company at www.kei-ind.com under Investor Relations Section.

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

**Place: New Delhi
Date: July 20, 2016**

**(Kishore Kunal)
Company Secretary
M. No. : A18495**

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

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

ITEM NO. 5

At the 21st Annual General Meeting of the Company held on 21st June, 2013, the members of the Company had approved re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director of the Company for a period of 3 years with effect from July 01, 2013 to June 30, 2016. He has been on the Board of Directors of the Company since inception of the Company. He is B.Com and has about 35 years of experience in managing the KEI group of Companies, as a partner of erstwhile Krishna Electrical Industries thereafter as Chairman-cum-Managing Director of M/S. KEI INDUSTRIES LIMITED which has successfully set up manufacturing plants at Bhiwadi & Chopanki in Rajasthan and Silvassa. Under his leadership, the Company has ventured into manufacturing of whole range of cables including Extra High Voltage (EHV) cables up to 220kV.

He looks after the policies of marketing, production, quality control and product development. As CMD of the Company, he is responsible for motivating the team of professionals to implement management policies.

Subject to the shareholder's approval, Nomination & Remuneration Committee and the Board of Directors at their meeting held on April 30, 2016 and May 21, 2016 respectively have re-appointed Mr. Anil Gupta, as Chairman-cum-Managing Director of the Company for a period of three years **with effect from July 1, 2016 to June 30, 2019** on the terms and conditions set out in the resolution under Item No. 5.

Re-appointment of Mr. Anil Gupta, as Chairman-cum-Managing Director (CMD) of the Company and remuneration payable to him requires the approval of the members of the Company under Section 196 and

197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Board/Committee considers that the re-appointment of Mr. Anil Gupta and remuneration payable to him is commensurate with his duties and responsibilities as the Chairman-cum-Managing Director of the Company. Therefore, the Special Resolution at Item No. 5 is placed before the members for their approval.

The Special Resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Anil Gupta and Mrs. Archana Gupta being directors and Mr. Akshit Diviaj Gupta being relative of director, 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.

This may be regarded as an abstract of Mr. Anil Gupta's terms of re-appointment and remuneration payable to him as CMD of the Company and Memorandum of interest under Section 190 of the Companies Act, 2013.

ITEM NO. 6

M/s. S. Chander & Associates, Cost Accountants, were re-appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee, to audit the cost records maintained by the Company in connection with manufacture of Electrical

Cables, Wires and Stainless Steel Wires for the Financial Year ending 31st March, 2017 at a remuneration of ₹ 230,000/- plus Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors/ Audit Committee, is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2017.

None of the Directors/ Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

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

**Place: New Delhi
Date: July 20, 2016**

**(Kishore Kunal)
Company Secretary
M. No. : A18495**

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

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED UNDER ITEM NO. 3 & 5 IS FURNISHED AS BELOW:

Name of Director	Mrs. Archana Gupta
Date of Birth	23.07.1961
Date of First Appointment	31.01.2005
No. of Equity Shares held (face value of ₹ 2 each)	837,315
Qualification	BA (Hons.)
Nature of Expertise	Mrs. Archana Gupta is serving as Director of the Company since January 31, 2005. Mrs. Archana Gupta is BA (Hons.) and has been associated with the Group for a long period. She is looking after day to day affairs of the Company's Stainless Steel Wire Segment at Bhiwadi (Rajasthan).
Relationship with other Director (s)	Related with Mr. Anil Gupta, CMD of the Company

Name of Listed Companies in which she holds Directorship	KEI Industries Limited
Name of Committees of Listed Companies in which she is Chairman/Member	KEI Industries Limited - Finance Committee (Member)
Number of Meetings of the Board attended during the FY 2015-16	6 (Six)

Name of Director	Mr. Anil Gupta
Date of Birth	24.05.1959
Date of First Appointment	31.12.1992
No. of Equity Shares held (face value of ₹ 2 each)	15,580,776
Qualification	B.Com
Nature of Expertise	He is B.Com and has about 35 years of experience in managing the KEI group of Companies. He looks after the policies of marketing, production, quality control and product development.
Relationship with other Director (s)	Related with Mrs. Archana Gupta, Non-Executive Director of the Company.
Name of Listed Companies in which he holds Directorship	KEI Industries Limited
Name of Committees of Listed Companies in which he is Chairman/Member	KEI Industries Limited - Finance Committee (Chairman) - Share Allotment Committee (Member) - Corporate Social Responsibility Committee (Member)
Number of Meetings of the Board attended during the FY 2015-16	6 (Six)

ADDITIONAL INFORMATION AS REQUIRED PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO 5 OF THE NOTICE:

I. GENERAL INFORMATION:

(1)	Nature of Industry	The Company is engaged in manufacturing of Electrical Cables & Wires and execution of Engineering Procurement and Construction (EPC) Projects on turnkey basis.
(2)	Date or expected date of commencement of commercial production	The Company is already in existence and is in operation since December 31, 1992.
(3)	In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable
(4)	Financial Performance for last 3 years is given below:	

(₹ In Crores)

Particulars - On Standalone Basis	FY 2016	FY 2015	FY 2014
Revenue from Operations (Gross)	2,498.02	2,170.92	1,753.47
Less: Excise Duty	172.44	139.97	134.56
Net Sales	2,325.58	2,030.95	1,618.91
Other Income	5.35	2.38	1.28
Total Revenue	2,330.93	2,033.33	1,620.19
Total Expenses	2,235.59	1,983.06	1,598.37
Profit before tax	95.34	50.27	21.82
Exceptional Item- Keyman Insurance on Maturity	-	2.61	-
Tax Expenses (including Current tax, Deferred Tax, short/excess provision for earlier years)	33.14	18.63	10.22
Profit for the year	62.20	34.25	11.60
Appropriations			
Proposed Dividend on Equity Shares	3.86	3.09	1.54
Dividend Distribution Tax on Proposed Dividend	0.79	0.63	0.26
Paid-up Share Capital	15.45	15.45	14.75
Reserves and Surplus	351.18	288.40	253.91
Money received against Share Warrants	-	-	4.42
Net Worth	366.63	303.85	273.08

(5)	Foreign investments or collaborators, if any	<ul style="list-style-type: none"> Foreign Technical Collaboration Agreement with Brugg Kabel A.G, Switzerland for manufacturing of Extra High Voltage (EHV) cables ranging from 66kV to 220kV. Invested towards initial share capital for setting up wholly owned subsidiary in Australia.
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II. INFORMATION ABOUT THE APPOINTEE:

Mr. Anil Gupta, Chairman-cum-Managing Director

(1)	Background details	Mr. Anil Gupta has been on the Board of Directors of the Company since formation of the Company i.e. 31/12/1992. Under his leadership, Company has moved up to the present level of turnover of ₹ 2,498 Crores. He is B.Com and has about 35 years of experience in managing the KEI group of Companies, as a partner of erstwhile Krishna Electrical Industries thereafter as CMD of M/S KEI INDUSTRIES LIMITED which has successfully set up manufacturing plants of Cables, Wires and Stainless Steel Wires and also ventured into Engineering Procurement and Construction (EPC) projects. He looks after the policies of marketing, production, quality control and product development.
(2)	Past remuneration	(a) Salary: ₹ 24,000,000/- per annum (b) Perquisites: ₹ 3,000,000/- per annum (c) Commission Upto 5% of the Net profit less remuneration payable under point no. (a) & (b) above, calculated as per the provisions of Section 197 of the Companies Act, 2013.
(3)	Recognition or awards	None
(4)	Job profile and his suitability	Mr. Anil Gupta, being the Chairman-cum-Managing Director of the Company is entrusted with substantial powers of management in relation to normal business matters. He looks after policies of marketing, production, quality control and product development. As CMD of the Company, he is responsible for motivating the team of professionals to implement management policies.
(5)	Remuneration proposed	As per Resolution under Item No.5
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualifications and experience.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel	There is no other pecuniary relationship of Mr. Anil Gupta, Chairman-cum-Managing Director with the Company except the Remuneration payable to him as CMD and shares held by him and his relatives in the Company. There is no relationship of Mr. Anil Gupta with any other Managerial Personnel except Mrs. Archana Gupta, a Non-Executive Director and Mr. Akshit Diviaj Gupta, GM (Business Development) of the Company. He is Promoter of the Company.

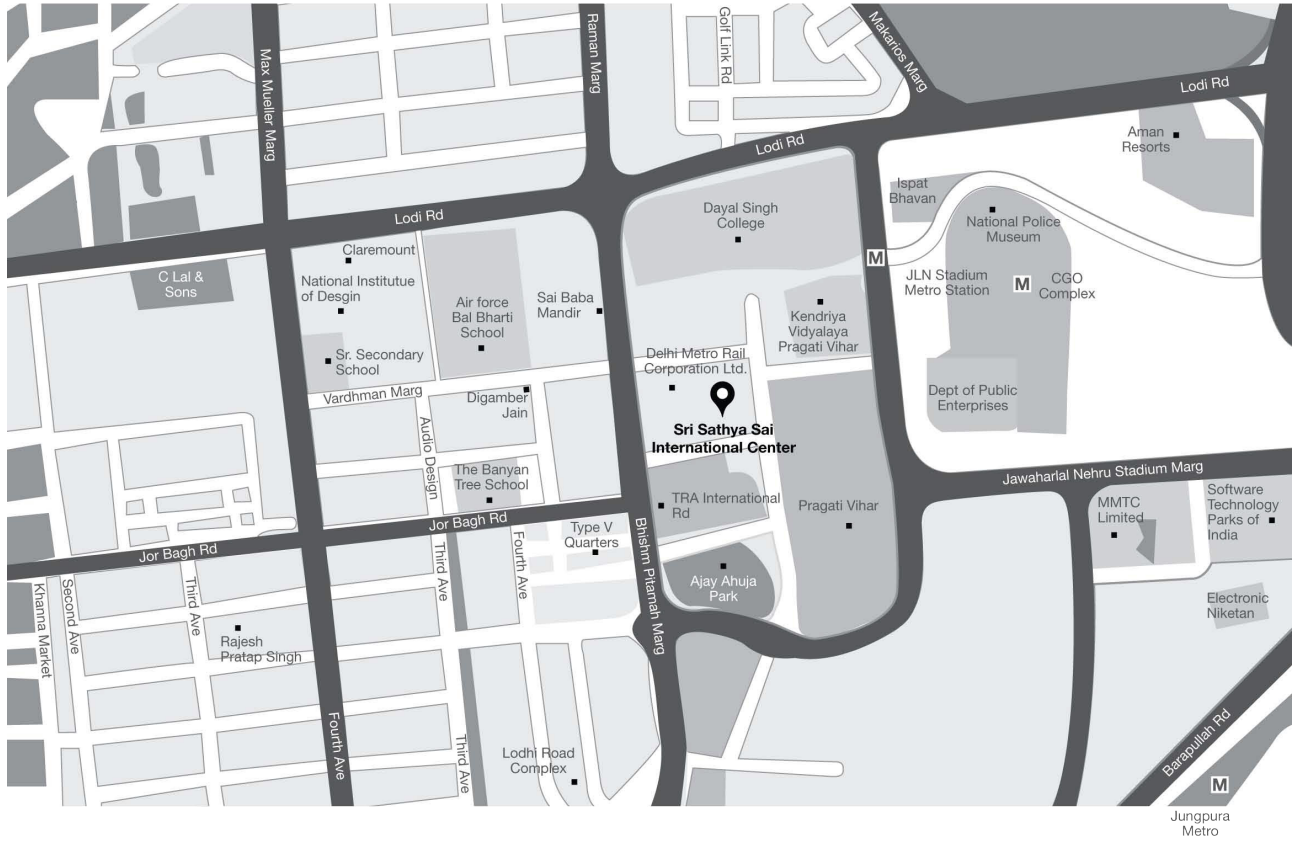
III. OTHER INFORMATION:

(1)	Reasons for loss or inadequate profits	The Company has been making profit since inception. The Company has also good dividend payment record. During the last three years Company has been able to improve operational performance but the profit may be inadequate due to margin pressure, low capacity utilization and competition in the Industry. This is an enabling resolution.
(2)	Steps taken or proposed to be taken for improvement	The Company has taken various steps to improve productivity and increase operational efficiency. Margin has improved with the strong order book position and demand.
(3)	Expected increase in productivity and profits in measurable terms	The Company is expected to close the current financial year with improved production and profits.

IV. DISCLOSURES:

- (1) The Shareholders of the Company shall be informed of the remuneration package of Mr. Anil Gupta as per the provisions of applicable laws.
- (2) Requisite disclosure regarding remuneration, service contracts, stock options etc has been disclosed as a part of Directors' Report under the heading "Corporate Governance" attached to the Annual Report of the Company.

ROUTE MAP TO THE VENUE OF THE 24TH AGM OF KEI INDUSTRIES LIMITED



 **Sri Sathya Sai International Centre**
Pragati Vihar, Lodhi Road, New Delhi- 110 003

KEI INDUSTRIES LIMITED

CIN: L74899DL1992PLC051527

Regd. Office: D-90, Okhla Industrial Area, Phase - 1, New Delhi - 110020
 Tel.: +91-11-26818840, 26818642, 26815558, 26815559. Fax: +91-11-26811959, 26817225.
 Email: cs@kei-ind.com, Website: www.kei-ind.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1992PLC051527
Name of the Company : KEI INDUSTRIES LIMITED
Registered office : D-90, Okhla Industrial Area, Phase - 1, New Delhi - 110020

Name of the Member(s) :	E-mail ID :
Registered Address :	Regd. Folio No./ Client Id *: DP Id *:

*Applicable to shareholders holding shares in electronic form.

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name :
 Address :
 E-mail Id :
 Signature :or failing him/her
2. Name :
 Address :
 E-mail Id :
 Signature :or failing him/her
3. Name :
 Address :
 E-mail Id :
 Signature :or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on 06th September, 2016 at 10.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
Ordinary Business			
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31 st March, 2016.		
2.	Declaration of Dividend for the Financial Year 2015-16 on Equity Shares of the Company.		
3.	Re-appointment of Mrs. Archana Gupta as a Director, who retires by Rotation.		
4.	Re-appointment of M/s. Jagdish Chand & Co., Chartered Accountants, as Statutory Auditors of the Company		
Special Business			
5.	Re-appointment of Mr. Anil Gupta, as Chairman-cum Managing Director of the Company.		
6.	Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company.		

Signed this day of2016.

Signature of Shareholder:

Signature of Proxy holder (s):

Affix
 Revenue
 Stamp

Note:

1. **This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
2. A Proxy need not to be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. ** This is only optional. Please put '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' blank against the any or all the resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
4. For the Resolutions, Explanatory Statements and Notes, please refer the Notice of 24th Annual General Meeting.

KEI INDUSTRIES LIMITED
Form for updation of Email Address

To,
The Company Secretary

Date:

KEI INDUSTRIES LIMITED
D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020

Dear Sir,

Sub: Updation of email address

Please register my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name:

Email Id:

Folio No. / DP Id:

Client Id:

.....
Signature of the First named Shareholder

Name:

Address:

.....

KEI INDUSTRIES LIMITED

CIN: L74899DL1992PLC051527

Regd. Office: D-90, Okhla Industrial Area, Phase - 1, New Delhi - 110020

Tel.: +91-11-26818840, 26818642, 26815558, 26815559. Fax: +91-11-26811959, 26817225.

Email: cs@kei-ind.com, Website: www.kei-ind.com

ATTENDANCE SLIP

Annual General Meeting: 06th September, 2016

Folio No. /DP Id-Client Id :

Name and Address of First/ Sole Shareholder :

No. of Shares held :

I hereby record my presence at the 24th Annual General Meeting of the Company being held on Tuesday, the 06th day of September, 2016 at 10.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

.....
Signature of Member/ Proxy

Notes:

- a) Only Member/Proxy can attend the Meeting. No minors would be allowed at the Meeting.
- b) Member/Proxy wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance duly filled in and signed.
- c) Members are informed that no duplicate attendance slips shall be issued at the Meeting.