

Notice

THE 23rd 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 WEDNESDAY THE 16TH DAY OF SEPTEMBER, 2015 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on 31st March, 2015 and Balance Sheet as at that date and report of the Board of Directors and the Auditors of the Company thereon.
2. To consider declaration of dividend for the financial year ended on 31st March, 2015.
3. To appoint a Director in place of Mr. Rajeev Gupta (holding DIN: 00128865), who retires by rotation and being eligible, offers himself 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 and 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 the 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 2015-16 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. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:
“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board, Section 196,197 and other applicable provisions,

if any, of the Companies Act, 2013 read with Schedule V thereof (including any statutory modifications and re-enactment thereof, for the time being in force), the members of the Company hereby accord its approval for the re-appointment of Mr. Rajeev Gupta (holding DIN:00128865) as Whole-time-Director (designated as Executive Director (Finance) & CFO) of the Company for a further period of 5 years with effect from June 01, 2015 to May 31, 2020, with an annual increment upto maximum of 35% effective from April 01, 2015 on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time said terms in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Rajeev Gupta.

Salary: ₹ 2,67,400/- per month, with annual increments up to 35% p.a., effective from 1st April each year, as may be decided by the Board / Committee of Directors of the Company.

Perquisites: Perquisites shall be classified into following three categories A, B & C:

Category-A

- i) **Housing:**
Rent allowance at the rate of ₹ 90,000/- per month (with annual increments up to 35% p.a.)
- ii) **Other Allowances:**
 - (a) Education Allowance: ₹ 2,000/- (per month with annual increments up to 35% p.a.)
 - (b) Special Allowance: ₹ 1,22,957/- (per month with annual increments up to 35% p.a.)
 - (c) Conveyance Allowance: ₹ 58,240/- (per month with annual increments up to 35% p.a.)
- iii) **Medical Reimbursement:** Expenses incurred for himself and his family as per Company rules.
- iv) **Leave Travel Allowance:** Leave Travel Allowance for self and members of his family as per Company rules.
- v) **Leave Encashment:** Leave encashment as per Company rules.

Category-B

The Company's contribution for him to provident fund, superannuation fund, gratuity fund and 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.

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 salary 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 be and are hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of Mr. Rajeev Gupta as approved subject to maximum monthly remuneration as specified above without any further reference to the Company in general meeting

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 the matters connected herewith or incidental hereto."

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

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, SEBI (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to all necessary consents, permissions and approvals and/or sanctions from all appropriate authorities, if required, and subject to such conditions and modifications as may be prescribed or imposed by appropriate authorities and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term, shall be deemed to include Nomination and Remuneration Committee/ any other Committee(s) consisting of one or more members of the Board and/or one or more officials

of the Company appointed by the Board in this behalf which the Board may constitute to exercise powers of the Board), consent of the Company be and is hereby accorded to the Board to adopt and implement proposed "KEI Employee Stock Options Scheme- 2015" or "KEI ESOS-2015" / or "Scheme" and to grant, offer and issue to the present and future employees of the Company, who are in permanent employment of the Company and whether working in India or outside India as selected on the basis of criteria prescribed by the Board in accordance with the SEBI Guidelines (collectively referred as the "Eligible Employees"), except a promoter or a person who belongs to the promoter group and director who directly or indirectly holds more than 10% of the issued capital, options exercisable by employees to subscribe to such number of equity shares of the Company **not exceeding 5% of the Expanded Share Capital** of the Company under the proposed "KEI Employee Stock Options Scheme- 2015", as per the limits and provisions of the Regulations at such price, in such manner, in one or more tranches and on such other terms & conditions as the Board may decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide upon and bring into effect the KEI Employee Stock Options Scheme- 2015 on such terms and conditions as contained in the relevant explanatory statement in the notice and to suspend, withdraw or revive the KEI Employee Stock Options Scheme- 2015.

RESOLVED FURTHER THAT the maximum number of Options that can be granted, in terms of this resolution, to any Non-Executive Directors during any one financial year shall not be more than 1,00,000 equity shares and in aggregate for all Non-Executive Directors shall not be more than 5,00,000 equity shares of the Company.

RESOLVED FURTHER THAT such equity shares, upon allotment, shall rank *pari-pasu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make all such changes as may be required for the purpose of making fair and reasonable adjustments to the number of options and/ or the exercise price consequent to any corporate action(s) such as right issue/ bonus issue/ merger/ de-merger/ subdivision/ splitting etc of shares of the Company.

RESOLVED FURTHER THAT the Board may, at its discretion, or in order to comply with any applicable rules or guidelines, add, amend or put restrictions or any other conditions as it may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the KEI ESOS-2015 on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

7. 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), 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 2015-16, be paid the remuneration of ₹ 2,30,000/- plus applicable service tax thereon and reimbursement of travelling and other incidental expenses that may be incurred for the 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 to give effect to this resolution.”

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

Place : New Delhi
Dated : August 6, 2015

(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 September 10, 2015 to September 16, 2015 (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 16, 2015. 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 September 9, 2015, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

8. Un-claimed / Unpaid Dividend for the Financial Year 2006-07 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 19th September, 2014 (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 en-cash 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, Mr. Rajeev Gupta retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The information or details about the director proposed to be re-appointed to be provided pursuant to the requirements of clause 49 of the Listing Agreement of Stock Exchanges on Corporate Governance 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, 6 and 7 is 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 attendance slip and proxy form) and Annual Report in electronic form to all Members whose email 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 2014-15 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 Annual General Meeting 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 clause 35B of the Listing Agreement 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 instructions for the shareholders for e-voting are contained in covering letter being sent to the shareholders.
19. The voting period begins on 13th September, 2015 (at

09.00 A.M (IST)) and ends on 15th September, 2015 (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 9th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

Place : New Delhi
Dated : August 6, 2015

(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 19th Annual General Meeting of the Company held on September 15, 2011, members of the Company had approved re-appointment of Mr. Rajeev Gupta as Executive Director (Finance) for a period of 5 years w.e.f. April 1, 2011 till March 31, 2016. Mr. Rajeev Gupta is working as Head of Accounts & Finance of the Company for approximately 22 years. His innovative guidance in managing the Finance of the Company has helped the Company to grow in a significant manner. His valuable contribution and guidance has helped the Company to achieve the future targets in sales and value. Presently he is working as Executive Director (Finance) & CFO of the Company. Considering his invaluable contribution & dedication in the management of the Company he has been proposed to be re-appointed as the Executive Director (Finance) & CFO for a fresh term of five years with effect from June 01, 2015 with an annual increment upto maximum of 35% from the last drawn salary w.e.f. April 01, 2015.

Subject to shareholders' approval, Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 28th May, 2015 have re-appointed Mr. Rajeev Gupta as Executive Director (Finance) & CFO of the Company for a period of 5 years w.e.f. 01st June, 2015 till 31st May, 2020 on the terms and conditions as set out in the resolution under Item No. 5.

The detailed terms and conditions of re-appointment of Mr. Rajeev Gupta and remuneration payable to him are set out in resolution under Item No. 5.

Except Mr. Rajeev Gupta, no other Director 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.

Your Board recommends the passing of Resolution as set out in the accompanying Notice as a Special Resolution with respect to re-appointment and revision in the terms and conditions of appointment of Mr. Rajeev Gupta, Executive Director (Finance) & CFO of the Company.

ITEM NO. 6

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help the Company in attracting, motivating and retaining the best talent.

Further, in terms of the provisions of Section 62 of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014, issue of shares to the persons other than the existing Members of the Company/ approval of Scheme to be offered to the employees of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 6 seeks your approval for the issue of further Equity Shares under the KEI Employee Stock Options Scheme-2015, to the employees of the Company as may be determined by the Board.

The Board of Directors in their meeting held on 6th August, 2015, have approved the "KEI Employee Stock Options Scheme- 2015".

The main features and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

a) **Brief description of the Scheme:**

The Scheme shall be called as the 'KEI Employee Stock Options Scheme- 2015' and shall extend its benefits to the present and/or future permanent employees of the Company, in accordance with the applicable laws. The scheme will be implemented directly in which the Company shall make direct allotment of Equity Shares to the Employees pursuant to exercise of options by them.

b) **Total number of Options to be granted under the Scheme:**

The maximum number of options to be granted to the Employees under the KEI ESOS-2015 shall not exceed 5% of the expanded share capital of the Company.

c) **Identification of classes of employees entitled to participate and be beneficiaries in KEI ESOS-2015:**

Employees are the permanent Employees, including Executive Directors and Whole-time Directors of the

Company or as may be decided by the Committee from time to time on such parameters as may be decided by the Committee at its discretion.

d) Requirement of Vesting and period of Vesting:

The options granted under KEI ESOS-2015 shall vest, over a period of four years from the date of grant, so long as the option holder continues to be in the employment in the Company, as the case may be and further subject to the satisfaction of other conditions as stipulated under the KEI ESOS-2015.

e) Maximum period within which the options shall be vested:

All the options will get vested within maximum period of four (4) years from the date of grant.

f) Exercise Price/ Pricing formula:

The Exercise price of the shares will be based upon the Market Price of the shares one day before the date of grant of options. Suitable discount can be provided on a case to case basis, upon the discretion of Committee.

Provided that the Exercise Price shall not go below the PAR Value of the Equity Share, in any case.

However, as the shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

g) Exercise period and process of Exercise:

The Exercise Period will be 30 days from the date of vesting.

The options granted under the KEI ESOS-2015 would be exercisable by the employee by submitting Exercise Form, to the authorized representative of Company during the Exercise Period. After the expiry of exercise period, the options granted under KEI ESOS-2015 shall not be exercisable and shall lapse. The lapsed options shall be available for fresh grants.

h) Appraisal process for determining the eligibility of the employees to KEI ESOS-2015:

The appraisal process for determining the eligibility of the employees will be in accordance with the KEI ESOS-2015 or as may be determined by the Committee at its sole discretion.

The employees would be granted options under the KEI ESOS-2015 based on various parameters including but not limited to:

- (i) minimum period of service,
- (ii) the eligibility of the Employee in the Company, the present and potential contribution of the Employee to the success of the Company,

(iii) the criticality of the Employee,

(iv) high market value/difficulty in replacing the Employee and

(v) high risk of losing the Employee to competition.

i) The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of Options. The Board may decide to grant such number of options equal to or exceeding 1% of the issued capital to any eligible employee as the case may be, subject to the approval of the shareholders in a general meeting.

j) The Maximum quantum of benefits to be provided per employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the Company and the value of Company's share on the stock exchange on the date of exercise of options.

k) Implementation and administration of the scheme:

The scheme shall be implemented and administered directly by the Nomination and Remuneration Committee of the Company.

l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

New Issue of shares by the Company.

m) The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

Not Applicable

o) Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014 or as may be prescribed by regulatory authorities from time to time.

p) The method which the Company shall use to value its Options:

Intrinsic Value Method

As the Company is opting to expense its share based

employee benefit using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

In terms of Section 62 of the Companies Act, 2013 and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the KEI ESOS-2015 and issuance of shares under this KEI ESOS-2015, therefore, your Directors recommend the Resolution as set out at Item No. 6 for your approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and any relatives of such director, key managerial personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

2016 at a remuneration of ₹ 2,30,000/-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.7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2016.

None of the Directors/ Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

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

ITEM NO. 7

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,

Place : New Delhi
Dated : August 6, 2015

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

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

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED UNDER ITEM NO. 3 & 5 IS FURNISHED AS BELOW:

Name of Director	Mr. Rajeev Gupta
Date of Birth	31.01.1964
No. of Equity Shares held (face value of ₹ 2 each)	18910
Qualification	B.Com (Hons) and fellow member of the Institute of Chartered Accountants of India
Relationship with other Directors	Not related with any director of the Company
Nature of Expertise	Mr. Rajeev Gupta has been working as Head of Finance & Accounts of the Company for approximately 22 years. Presently he is working as ED (Finance) & CFO of the Company. He has been instrumental in raising funds for the Company for Expansion/Modernization of Projects of the Company. He looks after the Finance & Accounts Department of the Company. His innovative guidance in managing the Finance of the Company has helped the Company to grow in a significant manner.
Name of Companies in which he holds Directorship	None
Name of Committees of the Companies of which he holds Membership	KEI Industries Ltd - Finance Committee (Member) - Corporate Social Responsibility Committee (Member)

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.
(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	FY 2015	FY 2014	FY 2013
Revenue from Operations (Gross)	2170.92	1753.47	1812.28
Less: Excise Duty	139.97	134.56	153.93
Net Sales	2030.95	1618.91	1658.35
Other Income	2.38	1.28	2.36
Total Revenue	2033.33	1620.19	1660.71
Total Expenses	1983.06	1598.37	1617.63
Profit before tax	50.27	21.82	43.08
Exceptional Item- Keyman Insurance on Maturity	2.61	-	-
Tax Expenses (including Current tax, Deferred Tax, short/excess provision for earlier years)	18.63	10.22	16.74
Profit for the year	34.25	11.60	26.34
Appropriations			
Proposed Dividend on Equity Shares	3.09	1.54	1.40
Dividend Distribution Tax on Proposed Dividend	0.63	0.26	0.24
Paid up Share Capital	15.45	14.75	14.05
Reserves and Surplus	288.40	253.91	241.52
Money received against Share Warrants	-	4.42	-
Net Worth	303.85	273.08	255.57

(5) Foreign investments or collaborators, if any	Foreign Technical Collaboration Agreement with Brugg Kabel A.G, Switzerland for manufacturing of Extra High Voltage (EHV) cables ranging from 66kV to 220kV.
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II. INFORMATION ABOUT THE APPOINTEE:

Mr. Rajeev Gupta, Executive Director (Finance) & CFO

(1) Background details	Mr. Rajeev Gupta has been on the Board of Directors of the Company since April 21, 2006. He joined the Company in 1994. He is B.Com (Hons.) and fellow member of The Institute of Chartered Accountants of India and has about 22 years of experience in managing the financial affairs of the Company. He has been instrumental in raising funds for the Company for Expansion/ Modernization Projects of the Company. He looks after the Finance & Accounts Department of the Company.
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(2)	Past remuneration	Salary & Perquisites: ₹ 60,41,248 /- per annum during FY 2014-15.
(3)	Recognition or awards	None
(4)	Job profile and his suitability	Mr. Rajeev Gupta, being Executive Director (Finance) & CFO of the Company is entrusted with substantial powers of management in relation to financial matters, strategic planning and development of the Company. He looks after the Financial planning of the company and reporting to higher management. As Executive Director (Finance) & CFO of the Company, he is responsible for motivating the team of professional to implement the Financial 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, if any	There is no other pecuniary relationship of Mr. Rajeev Gupta with the Company except the remuneration payable to him as ED (Finance) & CFO and shares held by him and his relatives in 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 two 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.
(2)	Steps taken or proposed to be taken for improvement	The Company has taken various steps to improve productivity and increase operational efficiency. Margin is slowly improving 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. Rajeev 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 the Board of Directors' Report under the heading "Corporate Governance" attached to the Annual Report of the Company.

Dear Shareholders,

Sub: Electronic Clearing Service (ECS)/ Bank particulars for payment of dividend

We wish to inform you that from the last few years, your Company have extended the ECS facility to the members by which they can receive their dividend directly in their bank account through electronic clearing in order to provides protection against fraudulent interception and encashment of dividend warrants or damage of dividend warrants in transit or problem of revalidation/ issuance of duplicate dividend warrants.

We request all the members to provide / update the requisite details in the form given below and submit the same to MAS Services Limited (Registrar & Share Transfer Agent of the Company) in order to avail the ECS facility.

For KEI Industries Limited

(Kishore Kunal)

Company Secretary

M. No.: A18495

ECS MANDATE FORM

(For use by Shareholders holding Shares in physical mode only)

To

MAS Services Limited

T-34, 2nd Floor,

Okhla Industrial Area, Phase - II,

New Delhi - 110 020

Dear Sirs,

Sub: Payment of dividend (Electronic Clearing Service / Bank Particulars)

I wish to participate in the Electronic Clearing Services and give below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below::

1. Folio No.:

[Folio No. Given in Equity Share Certificate(s)]

2. Name of the First Holder:

3. Member's Address:

• Particulars of the Bank Account:

• Bank Name:

• Branch Name & Address:

.....

• mention the 9-digit code number of the bank and branch appearing on the MICR cheque issued by the bank
(Please attach a photocopy of a cheque or a blank cancelled cheque issued by your bank for verifying the accuracy of the code number)

• Account Type (Please ✓) Savings Current Cash Credit

• Account number (as appearing on the cheque book):

I do hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information for any reasons, I would not hold the Company/ RTA responsible.

I also undertake to advise changes, if any, in the particulars of my account to facilitate updation of records for the purposes of credit of Dividend amount through ECS.

.....
Signature of the first named/sole Member

Note:

1. Please complete the form and send it to Registrar & Share Transfer Agent at the above address if you are holding share certificate(s) in physical form.
2. In case your shares are in Dematerialized form, inform/update your information directly with the Depository Participant (DP) with whom you are maintaining Demat Account and not to the Company or its Registrars.
3. In case of more than one Folio, please complete the details on separate sheets.
4. Subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.

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

PROXYFORM

[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 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
2. Name :
 Address :
 E-mail Id :
 Signature :, or failing him
3. Name :
 Address :
 E-mail Id :
 Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on 16th September, 2015 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 Statement of Profit & Loss for the year ended on 31 st March, 2015 and Balance Sheet as at that date and report of the Board of Directors and the Auditors of the Company thereon		
2.	Declaration of Dividend for the Financial Year 2014-15 on Equity Shares of the Company		
3.	Re-appointment of Mr. Rajeev Gupta as Director, who retires by Rotation.		
4.	Re-appointment of M/s. Jagdish Chand & Co. as Statutory Auditors of the Company		
Special Business			
5.	Approval for Re-appointment of Mr. Rajeev Gupta as Executive Director (Finance) & CFO of the Company		
6.	Approval of KEI Employee Stock Options Scheme-2015		
7.	Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants appointed as Cost Auditors of the Company		

Signed this day of 2015.

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 23rd Annual General Meeting.

KEI INDUSTRIES LIMITED

Form for updation of Email Address

To,
The Company Secretary
KEI INDUSTRIES LIMITED
D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020

Date:

Dear Sir,

Sub : Updation of e-mail address

Please register my e-mail 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: 16th September, 2015

Folio No./DP Id-Client Id : _____

Name and Address of First/ Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 23rd Annual General Meeting of the Company being held on Wednesday, the 16th day of September, 2015 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:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- 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.
- Members are informed that no duplicate attendance slips shall be issued at the Meeting.