



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR KEI INDUSTRIES LIMITED**

To,

**The Chairman,**

**23<sup>rd</sup> Annual General Meeting of KEI Industries Limited**

D – 90, Okhla Industrial Area

Phase – 1

**New Delhi - 110 020**

**Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the 23<sup>rd</sup> Annual General Meeting of KEI Industries Limited ("The Company") held on September 16, 2015 at 10.00 A. M. at Delhi.**

The Board of the Company at its meeting held on August 6, 2015 had appointed me as Scrutinizer for the e-voting held between September 13, 2015 (09:00 A. M.) to September 15, 2015 (5:00 P. M.) and the Chairman of the 23<sup>rd</sup> Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the 23<sup>rd</sup> Annual General Meeting of the Company on September 16, 2015.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Sunday, September 13, 2015 (09:00 A. M.) to Tuesday, September 15, 2015 (5:00 P. M.) The e-voting results were unblocked by me on September 16, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 17, 2015 attached herewith.

At the 23<sup>rd</sup> Annual General Meeting of the Company held on September 16, 2015, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT-13 dated September 17, 2015.

The result of the E- voting together with that of the poll is as under:



**AGENDA ITEM NO. – 1****ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31<sup>ST</sup> MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	8	167	0.00
Total Number of Votes in favour of Resolution	117	42182124	100.00%

**AGENDA ITEM NO : 2****ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	7	7	0.00
Total Number of Votes in favour of Resolution	118	42182284	100.00%



**AGENDA ITEM NO: 3****ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. RAJEEV GUPTA, WHO RETIRES BY ROTATION.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	59	42180383	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	124	42182290	100.00%
Total Number of Votes against the resolution	8	167	0.0
Total Number of Votes in favour of Resolution	116	42182123	100.00%

**AGENDA ITEM NO : 4****ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS M/S JAGDISH CHAND & CO., CHARTERED ACCOUNTANTS AND TO FIX THEIR REMUNERATION.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	14	2847265	6.75%
Total Number of Votes in favour of Resolution	111	39335026	93.25%



**AGENDA ITEM NO: 5****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAJEEV GUPTA AS A WHOLE TIME DIRECTOR (DESIGNATED AS EXECUTIVE DIRECTOR - FINANCE & CFO) OF THE COMPANY AND APPROVAL FOR PAYMENT OF HIS REMUNERATION**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	59	42180184	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	124	42182091	100.00%
Total Number of Votes against the resolution	8	167	0.0
Total Number of Votes in favour of Resolution	116	42181924	100.00%

**AGENDA ITEM NO : 6****SPECIAL RESOLUTION FOR AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY FOR ADOPTION AND IMPLEMENTATION OF "KEI EMPLOYEE STOCK OPTIONS SCHEME-2015".**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	19	3080813	7.30%
Total Number of Votes in favour of Resolution	106	39101478	92.70%



**AGENDA ITEM NO : 7**

**ORDINARY RESOLUTION FOR APPROVAL OF REMUNERATION PAYABLE TO THE COST AUDITORS M/S S. CHANDER & ASSOCIATES, COST ACCOUNTANTS.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	8	167	0.00
Total Number of Votes in favour of Resolution	117	42182124	100.00%

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the Company who is authorised by the Board.

Thanking you

Yours Sincerely

  
**BALDEV SINGH KASHTWAL**  
SCRUTINIZER

C. P. NO. 3169

PARTNER

RSM & CO.,

COMPANY SECRETARIES,

NEW DELHI



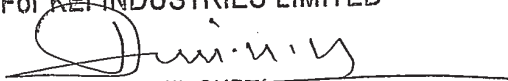
Date : 17.09.2015

Place : New Delhi

Signed by Shri Anil Gupta

Chairman-cum-Managing Director of the Company

For **KEI INDUSTRIES LIMITED**



**ANIL GUPTA**

Chairman-Cum-Managing Director