



KEI Industries Limited

Regd. Office: D-90, Okhla Industrial Area, Phase – 1 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/2017-18
The Manager
BSE Limited
Listing Division
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Date: 19.07.2017

Subject: Proceedings, Voting Results and Scrutinizer Report for E-voting & Poll in respect of 25th AGM held on July 19, 2017

Dear Sir / Madam,

This is to inform you that the members at the 25th Annual General Meeting (AGM) of the Company held on Wednesday, 19th July, 2017 at 10.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003, inter alia, have approved the following resolutions:

Ordinary Business:

1. Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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, 2017 and the Report of Auditors thereon (**Ordinary Resolution**).
2. Approval for payment of dividend of ₹ 0.60/- per share (i.e @30 %) on each equity shares of ₹ 2/- (**Ordinary Resolution**).
3. Re-appointment of Mr. Rajeev Gupta (DIN: 00128865) as Director who retires by rotation and being eligible, offers himself for re-appointment (**Ordinary Resolution**).
4. Appointment of M/s Pawan Shubham & Co., Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2017-18 (**Ordinary Resolution**).

Special Business:

5. Approval for appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Director of the Company (**Special Resolution**).
6. Approval for appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Whole Time Director of the Company (**Special Resolution**).
7. Ratification of remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2017-18 (**Ordinary Resolution**).

Works-II : Bhiwadi: SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel: 01493-220106, 22173 Fax: 01493-221731.
Works-III : Silvassa: 99/27, Madhuban Industrial Estate, Rakholi, Silvassa -396230 Dadra & Nagar Haveli Tel: 0260-2644404, 2630944 Fax: 0260-2645896
Branch : Chennai: Flat No. 10, 1st Floor, rams Apartment, New No. 68, (Old No:141), Eldams Road, Teynampet, Chennai- 600018 Tel: 044-42009120 Fax: 044-42009130.
Offices : Mumbai: Nirvan Corporate, 7th Floor, Opposite Aghadi Nagar, Pump House, Rajmata Jijabai Road, Andheri(E), Mumbai-400093 Tel: 022-28239673/28375642 Fax: 022-28258277
Kolkata: Arihanth Benchmark, 4th Floor 113-F, Matheshwartola Road Ps. Tiljala, Kolkata-700046 Tel: 033-40620820/40620822 Fax: 033-40620821

For KEI INDUSTRIES LTD.

ANIL GUPTA
Chairman-Cum Managing Director



KEI Industries Limited

Regd. Office: D-90, Okhla Industrial Area, Phase – 1 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

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretary (ICSI), the Company had provided e-voting & polling facility to its Shareholders whose names appeared on the Register of Members of the Company as on cut off date (i.e. 12th July, 2017) for the purpose of e-voting of the resolutions as set out in the Notice for the 25th Annual General Meeting of the Company.

The e-voting facility was made available to the members through National Securities Depository Limited (NSDL) portal and was kept open from 15th July, 2017 (9.00 A.M.) (IST) to 18th July, 2017 (5.00 P.M.) (IST). In addition to the e-voting, polling was also conducted at the venue of the Annual General Meeting by distribution of ballot papers to the members attending the meeting individually or through authorized person.

Mr. Baldev Singh Kashtwal, Partner of RSM & Co., Company Secretaries was appointed as the scrutinizer to scrutinize e-voting and also the polling conducted by the Company through Ballot Paper at AGM and he has submitted his final consolidated report on the votes polled in e-voting and by poll at the AGM.

Based on the report submitted by the scrutinizer, all the 7 resolutions set out in the notice of the 25th Annual General Meeting has been duly passed as per enclosed report of Scrutinizer.

This is for your information and records.

Thanking you,
Yours faithfully,

For KEI INDUSTRIES LIMITED

ANIL GUPTA

(ANIL GUPTA) Chairman-cum-Managing Director

Chairman-cum-Managing Director

Encl: Minutes / Proceeding of AGM
Voting Results as per SEBI (LODR) Reg, 2015
Scrutinizer(s) Report
Combined Scrutinizer report for e-voting & poll

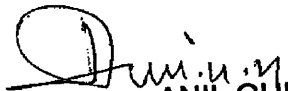
CC: NSE & CSE

Works-II : Bhiwadi: SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel: 01493-220106, 22173 Fax: 01493-221731.
Works-III : Silvassa: 99/27, Madhuban Industrial Estate, Rakholi, Silvassa -396230 Dadra & Nagar Haveli Tel: 0260-2644404, 2630944 Fax: 0260-2645896
Branch : Chennai: Flat No. 10, 1st Floor, rams Apartment, New No. 68, (Old No:141), Eldams Road, Teynampet, Chennai- 600018 Tel : 044-42009120 Fax : 044-42009130.
Offices : Mumbai: Nirvan Corporate, 7th Floor, Opposite Aghadi Nagar, Pump House, Rajmata Jijabai Road, Andheri(E), Mumbai-400093 Tel: 022-28239673/28375642 Fax: 022-28258277
: Kolkata: Arihant Benchmark, 4th Floor 113-F, Matheshwartola Road Ps. Tijjala, Kolkata-700046 Tel: 033-40620820/40620822 Fax: 033-40620821

Annexure I

Date of the AGM/EGM	19 July, 2017
Total number of shareholders on record date (i.e. 12.07.2017)	28693
No. of shareholders present in the meeting either in person or through proxy:	1620
Promoter and Promoter Group:	8
Public:	1612
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	NOT APPLICABLE

For KEI INDUSTRIES LTD.



ANIL GUPTA
Chairman-Cum Managing Director

RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, Report of Board of Directors and Auditors of the Company thereon and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and Report of the Auditors thereon.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]* 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]* 100$	% of Votes against on votes polled $(7)=[(5)/(2)]* 100$
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	16701188	14063911	84.21	14063911	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16701188	14063911	84.21	14063911	0	100.00
Public- Non Institutions	E- Voting	24847784	597428	2.40	597428	0	100.00	0.00
	Poll		1771	0.01	1271	500	71.77	28.23
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24847784	599199	2.41	598699	500	99.92
Total		77797438	60911576	65.44	60911076	500	100.00	0.00

For KEI INDUSTRIES LTD.



ANIL GUPTA,

Chairman-Cum Managing Director

RESOLUTION NO.02 : Declaration of Dividend for the Financial Year 2016-17 on Equity Shares of the Company.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	16701188	14375873	86.08	14375873	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16701188	14375873	86.08	14375873	0	100.00
Public- Non Institutions	E- Voting	24847784	597428	2.40	597428	0	100.00	0.00
	Poll		1771	0.01	1271	500	71.77	28.23
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24847784	599199	2.41	598699	500	99.92
Total		77797438	51223538	65.84	51223038	500	100.00	0.00

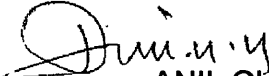
FOR KETNER JEWELLERS LTD.


ANIL GUPTA
 Chairman-Cum Managing Director

RESOLUTION NO.03 : Re-appointment of Mr. Rajeev Gupta as Director, who retires by rotation.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]* 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]* 100$	% of Votes against on votes polled $(7)=[(5)/(2)]* 100$
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	16701188	14375873	86.08	14375873	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16701188	14375873	86.08	14375873	0	100.00
Public- Non Institutions	E- Voting	24847784	368018*	1.48	367788	230	99.94	0.06
	Poll		1771	0.01	1266	505	71.49	28.51
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24847784	369789	1.49	369054	735	99.80
Total		77797438	50994128	65.55	50993393	735	100.00	0.00

* The votes of Mr. Rajeev Gupta and Mrs. Vimla Devi, relative of Mr. Rajeev Gupta as defined under the Companies Act, 2013 are not considered.


ANIL GUPTA
 Chairman-Cum Managing Director

RESOLUTION NO.04: Appointment of M/s. Pawan Shubham & Co., Chartered Accountant (Firm Registration No. 011573C) as Statutory Auditors of the Company.

Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	16701188	14375873	86.08	14375873	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16701188	14375873	86.08	14375873	0	100.00
Public- Non Institutions	E- Voting	24847784	597428	2.40	597428	0	100.00	0.00
	Poll		1761	0.01	1256	505	71.32	28.68
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24847784	599189	2.41	598684	505	99.92
Total		77797438	51223528	65.84	51223023	505	100.00	0.00

FOR KEI INDUSTRIES LTD.


ANIL GUPTA
 Chairman-Cum Managing Director

RESOLUTION NO.05 : Appointment of Mr. Akshit Diviaj Gupta as Director of the Company.

Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	21730375*	59.95	21730375	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	21730375	59.95	21730375	0	100.00
Public - Institutions	E- Voting	16701188	13195873	79.01	12883911	311962	97.64	2.36
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16701188	13195873	79.01	12883911	311962	97.64
Public- Non Institutions	E- Voting	24847784	597108	2.40	596978	130	99.98	0.02
	Poll		1761	0.01	1256	505	71.32	28.68
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24847784	598869	2.41	598234	635	99.89
Total		77797438	35525117	45.66	35212520	312597	99.12	0.88

*The votes of Mr. Anil Gupta and Mrs. Archana Gupta, relatives of Mr. Akshit Diviaj Gupta as defined under the Companies Act, 2013 are not considered.

FOR KEI INDUSTRIES LTD.


ANIL GUPTA

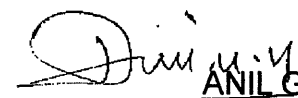
Chairman-Cum Managing Director

RESOLUTION NO.06: Appointment of Mr. Akshit Diviaj Gupta as a Whole Time Director of the Company.

Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	21730375*	59.95	21730375	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	21730375	59.95	21730375	0	100.00
Public - Institutions	E- Voting	16701188	13195873	79.01	12883911	311962	97.64	2.36
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16701188	13195873	79.01	12883911	311962	97.64
Public- Non Institutions	E- Voting	24847784	597108	2.40	596726	382	99.94	0.06
	Poll		1771	0.01	1266	505	71.49	28.51
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24847784	598879	2.41	597992	887	99.85
Total		77797438	35525127	45.66	35212278	312849	99.12	0.88

*The votes of Mr. Anil Gupta and Mrs. Archana Gupta, relatives of Mr. Akshit Diviaj Gupta as defined under the Companies Act, 2013 are not considered.

FOR KEI INDUSTRIES LTD.



ANIL GUPTA

Chairman-Cum Managing Director

RESOLUTION NO.07: Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants appointed as Cost Auditors of the Company.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held. (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	16701188	14375873	86.08	14375873	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16701188	14375873	86.08	14375873	0	100.00
Public- Non Institutions	E- Voting	24847784	597083	2.40	596333	750	99.87	0.13
	Poll		1761	0.01	1256	505	71.32	28.68
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24847784	598844	2.41	597589	1255	99.79
Total		77797438	51223183	65.84	51221928	1255	100.00	0.00

For KEI INDUSTRIES LTD.


ANIL GUPTA
-Chairman-Cum Managing Director

MINUTES OF THE 25th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY THE 19TH DAY OF JULY, 2017 AT 10.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

PRESENT

Directors:

- Mr. Anil Gupta - Chairman-cum-Managing Director and as a Member
- Mr. Akshit Diviaj Gupta - Director
- Mr. K G Somani - Independent Director and as a Member
- Mr. Pawan Bholusaria - Independent Director and Chairman of Audit Committee and as a Member
- Mr. Vikram Bhartia - Independent Director and Chairman of Nomination and Remuneration Committee and as a Member
- Mr. Rajeev Gupta - Executive Director (Finance) & CFO and as a Member

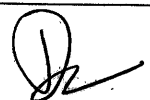
Secretary:

- Mr. Kishore Kunal - GM (Corporate) & Company Secretary and as Member

Auditors:

- Mr. Praveen Kr. Jain - Statutory Auditor (M/s Jagdish Chand & Co.)
- Mr. Baldev Singh Kashtwal - Secretarial Auditor and Scrutinizer (Partner of RSM & Co., Company Secretaries)

- Members:** 1612 Members were present in person from Public/Others and 8 from Promoters and Promoters group as per Attendance / Proxy Register.



MINUTE BOOK

With the consent of the shareholders present at the Annual General Meeting and Directors of the Company, Mr. Anil Gupta, CMD of the Company acted as the Chairman of the 25th Annual General Meeting of the Company.

At 10.10 a.m., the Chairman commenced the meeting by welcoming all the shareholders present at the Annual General Meeting and all the members of the Board sitting on the dice.

The requisite quorum being present, the Chairman called the meeting to order.

Registers of Directors and Key Managerial Personnel and their shareholding, Register of contracts or arrangements in which Directors are interested and Minutes of last Annual General Meeting were kept open during the meeting for inspection.

The Chairman's speech was already circulated to the shareholders present at the Annual General Meeting.

With the permission of the shareholders present at the Annual General Meeting, the Audited Annual Accounts, Auditors' Report, Report on Corporate Governance and Directors' Report for the Financial Year 2016-17 were taken as read.

The Chairman made brief observation about the working of the Company and major developments.

The Chairman stated that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI), the Company had provided e-voting and polling facility to its Shareholders, whose names appeared on the Register of Members of the Company as on record date i.e. 12th July, 2017 for passing of resolutions as set out in the Notice for the 25th Annual General Meeting of the Company. The e-voting facility was made available to the members through NSDL portal and was kept open from 15th July, 2017 (9.00 A.M.) (IST) upto 18th July, 2017 (5.00 P.M.) (IST).

He then stated that Mr. Baldev Singh Kashtwal, Partner of RSM & Co., Company Secretaries was appointed as the scrutinizer to scrutinize e-voting and also the polling conducted by the Company through Ballot Paper at AGM. Thereafter the Chairman stated that the result of e-voting dated 19.07.2017 along with combined result of voting (e-voting and poll) will be submitted by the scrutinizer and would be declared on or before 21st July, 2017 by 11.00 a.m. at the



Registered Office of the Company situated at D-90, Okhla Industrial Area, Phase-I, New Delhi-110020.

He further stated that the members who could not exercise their vote through e-voting process may cast their vote by way of polling instead of voting by show of hands. The ballot papers were distributed to the members for taking poll and the same were also available at counter.

He then requested the Company Secretary to read the items of the Business to be transacted at Annual general Meeting. He explained the procedure for polling.

In the meanwhile, the physical poll process was started. The empty ballot box was placed by the scrutinizer.

After the poll was over, the ballot box was sealed by the scrutinizer.

At the conclusion of the 25th Annual General Meeting, the Chairman of the Meeting conveyed his thanks to the members and Directors of the Company present for their kind co-operation and participation in the proceedings of the meeting and declared the meeting as closed at 11.00 a.m.

Based on the combined report of e-voting and poll submitted by the scrutinizer, Mr. Anil Gupta, Chairman of the meeting announced the following combined result as under:

Agenda Item No. of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	No s.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting	50909805	100.00%	0	0.00%	0	0.00%
	Poll	1271	71.77%	500	28.23%	7	0.00%
	TOTAL	50911076	100.00%	500	0.00%	7	0.00%
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting	51221767	100.00%	0	0.00%	0	0.00%
	Poll	1271	71.77%	500	28.23%	7	0.00%
	TOTAL	51223038	100.00%	500	0.00%	7	0.00%
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting	50992127	100.00%	230	0.00%	0	0.00%
	Poll	1266	71.49%	505	28.51%	7	0.00%
	TOTAL	50993393	100.00%	735	0.00%	0	0.00%
Item No. 4 of the Notice (As an Ordinary Resolution)	E- Voting	51221767	100.00%	0	0.00%	0	0.00%
	Poll	1256	71.32%	505	28.68%	7	0.00%
	TOTAL	51223023	100.00%	505	0.00%	0	0.00%



MINUTE BOOK

Item No. 5 of the Notice (As a Special Resolution)	E- Voting Poll	35211264 1256	99.38% 71.32%	312092 505	0.62% 28.68%	0 7	0.00% 0.00%
	TOTAL	35212520	99.12%	312597	0.88%	0	0.00%
Item No. 6 of the Notice (As a Special Resolution)	E- Voting Poll	35211012 1266	99.38% 71.49%	312344 505	00.62% 28.51%	0 7	0.00% 0.00%
	TOTAL	35212278	99.12%	312849	0.88%	0	0.00%
Item No. 7 of the Notice (As a Ordinary Resolution)	E- Voting Poll	51220672 1256	100.00% 71.32%	750 505	00.00% 28.68%	0 7	0.00% 0.00%
	TOTAL	51221928	100.00%	1255	0.00%	0	0.00%

Mr. Anil Gupta, Chairman of the Meeting stated that all the above resolutions were approved under e-voting and poll with the requisite majority.

The Resolutions for the ordinary and special business as set out in item No. 1 to 7 in the notice of the 25th AGM of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 25th AGM of the members held on 19th July, 2017.

ORDINARY BUSINESS:

RESOLUTION No.1 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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, 2017 and the Report of Auditors thereon be and are hereby adopted and approved."

RESOLUTION No. 2 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT a dividend on the equity shares @ ₹ 0.60/- per share (i.e. @ 30%) for the year ending March 31, 2017 be and are hereby approved."

RESOLUTION No. 3 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT Mr. Rajeev Gupta (holding DIN: 00128865), director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation."



RESOLUTION No.4 (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, M/s. PAWAN SHUBHAM & CO., Chartered Accountants (Firm Registration number 011573C), who have offered themselves for 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 appointed as Statutory Auditors of the Company from the conclusion of 25th Annual General Meeting (AGM) till the conclusion of the 30th AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM) on such remuneration as may be mutually agreed upon between the Board of Directors / Audit Committee and the Auditors, in place of M/s. JAGDISH CHAND & CO., Chartered Accountants (Firm Registration Number 000129N) who will vacate their office at the conclusion of this AGM pursuant to the provisions of Section 139 of the Companies Act, 2013."

SPECIAL BUSINESS:**RESOLUTION No.5 (AS A SPECIAL RESOLUTION)**

"**RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Akshit Diviaj Gupta (DIN:07814690) who was appointed as an Additional Director and who holds office only upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- in terms of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation."

RESOLUTION No.6 (AS AN SPECIAL RESOLUTION)

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors, Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), members of the Company hereby accord its approval for appointment of Mr. Akshit Diviaj Gupta (DIN:07814690) as Whole Time Director of the Company for a period of 5 years with effect from May 10, 2017 to May 09, 2022, with his period of office liable to



MINUTE BOOK

retire by rotation 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. Akshit Diviaj Gupta:

1. Period	from 10th May, 2017 to 09th May, 2022
2. Remuneration	
a. Salary	Rs.4,00,000/-basic salary per month w.e.f. 10th May, 2017 upto maximum basic salary of Rs.8,00,000/-per month
b. Perquisites	For this purpose perquisites are classified into three categories A, B, and C:

Category – A

- i) Medical Reimbursement: Expenses incurred for himself and his family as per policies and rules of the Company.
- ii) Club Fees: Fees of clubs to a maximum of two clubs. This will not include admission and life membership fees.
- iii) Bonus: As per policies and rules of the Company.
- iv) Personal Accident Insurance / Term Life Insurance: As per policies and rules of the Company.


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 policies and rules of the Company.

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.

CHAIRMAN'S INITIALS



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 the Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorized by the Board be and are hereby severally authorized to file the necessary applications, e-forms, documents with MCA/ROC 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."

RESOLUTION No.7 (AS AN ORDINARY RESOLUTION)

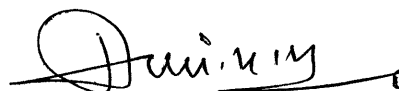
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof 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 2017-18, 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 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."

Place: New Delhi

Date: July 19, 2017

**Entered By: Mr. Kishore Kunal
GM (Corporate) & Company Secretary**

(ANIL GUPTA)

Chairman-cum-Managing Director

Place: New Delhi

Date: July 19, 2017



FORM No. MGT-13
Report of Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman

25th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on Wednesday, the 19th July, 2017 at 10.00 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

Dear Sir,

I, CS Baldev Singh Kashtwal, Practising Company Secretary, holding Membership Number FCS 3616 and Certificate of Practice Number 3169, Partner of RSM & Co. Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 25th Annual General Meeting of the Equity Shareholders of **KEI Industries Limited** held on Wednesday, the 19th July, 2017 at 10.00 A. M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



Agenda Item No.	1
Subject	(A)Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31 st March, 2017 and Reports of the Board of Directors and Auditors of the Company thereon. (B)Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31 st March, 2017 and the report of Auditors thereon
Type of Resolution	Ordinary Resolution

(I) Voted in favour of the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
86	1271	71.77%

(II) Voted against the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	500	28.23%

(III) Invalid Votes:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	7

Agenda Item No.	2
Subject	Declaration of Dividend on Equity Shares for the Financial Year ended on 31st March, 2017.
Type of Resolution	Ordinary Resolution

(I) Voted in favour of the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
86	1271	71.77%



(II) Voted against the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	500	28.23%

(III) Invalid Votes:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	7

Agenda Item No.	3
Subject	Re-Appointment of Mr. Rajeev Gupta (DIN: 00128865) as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment
Type of Resolution	Ordinary Resolution

(I) Voted in favour of the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
85	1266	71.49%

(II) Voted against the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	505	28.51%

(III) Invalid Votes:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	7



Agenda Item No.	4
Subject	Appointment of Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C) as Statutory Auditors of the Company and to fix their remuneration.
Type of Resolution	Ordinary Resolution

(I) Voted in favour of the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
84	1256	71.32%

(II) Voted against the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	505	28.68%

(III) Invalid Votes:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	7

Agenda Item No.	5
Subject	Appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Director of the Company liable to retire by rotation
Type of Resolution	Special Resolution

(I) Voted in favour of the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
84	1256	71.32%

(II) Voted against the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	505	28.68%



(III) Invalid Votes:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	7

Agenda Item No.	6
Subject	Appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Whole-time Director of the Company for a period of five years.
Type of Resolution	Special Resolution

(I) Voted in favour of the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
85	1266	71.49%

(II) Voted against the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	505	28.51%

(III) Invalid Votes:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	7

Agenda Item No.	7
Subject	Approval of remuneration of S Chander & Associates, Cost Auditors for the year ending 31st March, 2017.
Type of Resolution	Ordinary Resolution

(I) Voted in favour of the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
84	1256	71.32%



(II) Voted against the Resolution:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	505	28.68%

(III) Invalid Votes:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	7

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,


Yours Sincerely


(CS BALDEV SINGH KASHTWAL)
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. No. 3169
PARTNER
RSM & CO.
COMPANY SECRETARIES

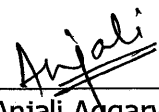


Place : Delhi
Dated : July 19, 2017

Witness -1

Signature : 
Name : Sharwan Mangla
Address : T-34, (IInd Floor), Okhla Industrial Area,
Phase-2, New Delhi-110020

Witness -2

Signature : 
Name : CS Anjali Aggarwal
Address : B-15, Acharya Niketan, Mayur Vihar Phase-1
Delhi-110091

For KEI INDUSTRIES LTD.


ANIL GUPTA
Chairman-Cum Managing Director

COUNTER SIGNED BY CHAIRMAN

: _____



RSM & Co.

COMPANY SECRETARIES

106, (1st Floor) Madhuban Tower, A-1, V. S. Block,
Shakarpur Crossing, Delhi - 110 092
Phone : 011-22444827, Mobile : 9811297944
E-mail : baldev@csrsm.com, bskashtwal@yahoo.co.in

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

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Amendment Rules, 2015**

To,

**The Chairman,
25th Annual General Meeting of
KEI Industries Limited
(CIN: L74899DL1992PLC051527)
D-90, Okhla Industrial Area,
Phase – 1,
New Delhi – 110 020**

**Subject : Passing of Resolution(s) through electronic voting and poll
conducted at the 25th Annual General Meeting of KEI Industries Limited
("The Company") held on Wednesday, the 19th July, 2017 at 10.00 A. M. at
Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi
Road, New Delhi - 110 003.**

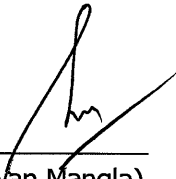
I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 Partner of RSM & Co. Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the KEI Industries Limited at their meeting held on May 27, 2017 on the resolutions mentioned in the Notice dated 27th May, 2017 for 25th Annual General Meeting of the Members of the Company held on Wednesday, the 19th July, 2017 at 10:00 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. The Remote e-Voting facility was kept open from 15th July, 2017 (9:00 A.M.) to 18th July, 2017 (5:00 P.M.)

At the 25th Annual General Meeting of the Company held on Wednesday, the 19th July, 2017, the Chairman of the Company had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 11:00 A. M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at Annual General Meeting.




Thereafter, the Remote e-voting results were unblocked by me on July 19, 2017 after the AGM of the company in the presence of two witnesses Mr. Sharwan Mangla and CS Anjali Aggarwal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Sharwan Mangla)
T-34, IInd Floor,
Okhla Industrial Area, Phase-2
New Delhi-110020

Witness – 1



(CS Anjali Aggarwal)
B-15, Acharya Niketan,
Mayur Vihar, Phase-1
Delhi-110091

Witness - 2

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

Agenda Item No. 1

ORDINARY RESOLUTION FOR

(a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and Reports of the Board of Directors and Auditors' of the Company thereon.

(b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year Ended on 31st March, 2017 and the Report of 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 Total Valid Votes Received
Total Votes received by electronic mode	113	50909805	100.00%
Total Votes received through physical ballot mode	87	1771	0.00%
Total Number of Invalid Votes	2	7	-
Total Number of Valid Votes	200	50911576	100.00%
Total Number of Votes against the resolution	1	500	--
Total Number of Votes in favour of Resolution	199	50911076	100.00%

Therefore, the Resolution No. 1 has been approved with requisite majority.



Agenda Item No. 2

Ordinary Resolution for Declaration of Dividend on Equity Shares for the Financial Year ended on 31st March, 2017.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	118	51221767	100.00%
Total Votes received through physical ballot mode	87	1771	0.00%
Total Number of Invalid Votes	2	7	-
Total Number of Valid Votes	205	51223538	100.00%
Total Number of Votes against the resolution	1	500	--
Total Number of Votes in favour of Resolution	204	51223038	100.00%

Therefore, the Resolution No. 2 has been approved with requisite majority.

Agenda Item No. 3

Ordinary Resolution for Re-Appointment of Mr. Rajeev Gupta (DIN: 00128865) as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	*116	*50992357	100.00%
Total Votes received through physical ballot mode	87	1771	0.00%
Total Number of Invalid Votes	2	7	-
Total Number of Valid Votes	*203	*50994128	100.00%
Total Number of Votes against the resolution	5	735	--
Total Number of Votes in favour of Resolution	*198	*50993393	100.00%

***The votes of Mr. Rajeev Gupta and Mrs. Vimla Devi, relative of Mr. Rajeev Gupta as defined under the Companies act, 2013 are not considered.**

Therefore, the Resolution No. 3 has been approved with requisite majority.



Agenda Item No. 4

Ordinary Resolution For appointment of Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C) as Statutory Auditors of the Company 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 Total Valid Votes Received
Total Votes received by electronic mode	118	51221767	100.00%
Total Votes received through physical ballot mode	86	1761	0.00%
Total Number of Invalid Votes	2	7	-
Total Number of Valid Votes	204	51223528	100.00%
Total Number of Votes against the resolution	2	505	--
Total Number of Votes in favour of Resolution	202	51223023	100.00%

Therefore, the Resolution No. 4 has been approved with requisite majority.

Agenda Item No. 5

Special Resolution for appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Director of the Company liable to retire 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 Total Valid Votes Received
Total Votes received by electronic mode	*113	*35523356	100.00%
Total Votes received through physical ballot mode	86	1761	0.00%
Total Number of Invalid Votes	2	7	-
Total Number of Valid Votes	*199	*35525117	100.00%
Total Number of Votes against the resolution	8	312597	0.88%
Total Number of Votes in favour of Resolution	*191	*35212520	99.12%

***The votes of Mr. Anil Gupta and Mrs. Archana Gupta, relatives of Mr. Akshit Diviaj Gupta as defined under the Companies Act, 2013 are not considered.**

Therefore, the Resolution No. 5 has been approved with requisite majority.



Agenda Item No. 6

Special Resolution for appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Whole-time Director of the Company for a period of five years.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	*113	*35523356	100.00%
Total Votes received through physical ballot mode	87	1771	0.00%
Total Number of Invalid Votes	2	7	-
Total Number of Valid Votes	*200	*35525127	100.00%
Total Number of Votes against the resolution	11	312849	0.88%
Total Number of Votes in favour of Resolution	*189	*35212278	99.12%

***The votes of Mr. Anil Gupta and Mrs. Archana Gupta, relatives of Mr. Akshit Diviaj Gupta as defined under the Companies Act, 2013 are not considered.**

Therefore, the Resolution No. 6 has been approved with requisite majority.

Agenda Item No. 7

Ordinary Resolution for approval of remuneration of S Chander & Associates, Cost Auditors for the year ending 31st March, 2017.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	116	51221422	100.00%
Total Votes received through physical ballot mode	86	1761	0.00%
Total Number of Invalid Votes	2	7	-
Total Number of Valid Votes	202	51223183	100.00%
Total Number of Votes against the resolution	5	1255	--
Total Number of Votes in favour of Resolution	197	51221928	100.00%

Therefore, the Resolution No. 7 has been approved with requisite majority.



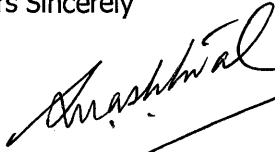
All the Resolutions stand passed under e-voting and poll with the requisite majority.

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.

The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

Thanking you

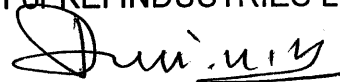
Yours Sincerely



BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
C. P. NO. 3169
SCRUTINIZER
PARTNER
RSM & CO.
COMPANY SECRETARIES

Date : 19.07.2017
Place : New Delhi

For KEI INDUSTRIES LTD.



ANIL GUPTA
Chairman-Cum Managing Director

Counter Signed by Chairman



RSM & Co.

COMPANY SECRETARIES

106, (1st Floor) Madhuban Tower, A-1, V. S. Block,
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**SCRUTINIZER'S REPORT ON REMOTE E-VOTING
FOR KEI INDUSTRIES LIMITED**

**The Chairman
KEI Industries Limited
D-90, Okhla Industrial Area,
Phase – 1,
New Delhi – 110020**

**25th Annual General Meeting Of The Members Of KEI Industries Limited
Held on Wednesday, the 19th July, 2017 at 10.00 A. M. at Sri Sathya Sai
International Centre, Pragati Vihar Institutional Area, Lodhi Road, New
Delhi - 110 003.**

**Subject: Passing of Resolutions through Electronic Voting pursuant to
Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Amendment Rules, 2015.**

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of KEI Industries Limited. (hereinafter referred to as **(the "Company")**) on 27th May, 2017 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 25th Annual General Meeting ("**AGM**") of the Company, which was held on Wednesday, the 19th July, 2017. National Securities Depository Limited ("**NSDL**") had set up e-voting facility on their website, <https://evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.



3. As on the cutoff date for the despatch of notice of annual general meeting, there were 28621 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 21024 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 7597 shareholders. There were 2282 incremental shareholders who became member after the despatch of notice, 2210 cases were deleted and there 28693 shareholders of the Company as on 12th July, 2017 i.e. the cut-off date for determining the entitlement to vote.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 12.07.2017. The e-voting facility was kept open from 15th July, 2017 (9.00 A.M.) to 18th July, 2017 (5.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published in Financial Express, in English (All Editions) dated 27th June, 2017 and in Jansatta, Hindi Newspaper (Delhi Edition) dated 28th June, 2017. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on July 18, 2017 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On July 19, 2017 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Sharwan Mangla and CS Anjali Aggarwal, who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.



Resolution No.1 – Ordinary Resolution for (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and Reports of the Board of Directors and Auditors’ of the Company thereon.

(b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year Ended on 31st March, 2017 and the Report of Auditors’ thereon

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	113	50909805	100.00%	65.44%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	0	0	0.00%	0.00%
Total Number of Votes in favour of Resolution	113	50909805	100.00%	65.44%

Resolution No. 2 – Ordinary Resolution for Declaration of Dividend on Equity Shares for the Financial Year ended on 31st March, 2017.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	118	51221767	100.00%	65.84%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	0	0	0.00%	0.00%
Total Number of Votes in favour of Resolution	118	51221767	100.00%	65.84%



Resolution No. 3 – Ordinary Resolution for Re-Appointment of Mr. Rajeev Gupta (DIN: 00128865) as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	118	51221767	100.00%	65.84%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	3	230	0.00%	0.00%
Total Number of Votes in favour of Resolution	115	51221537	100.00%	65.84%

Resolution No. 4 – Ordinary Resolution For appointment of Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C) as Statutory Auditors of the Company and to fix their remuneration.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	118	51221767	100.00%	65.84%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	0	0	0.00%	0.00%
Total Number of Votes in favour of Resolution	118	51221767	100.00%	65.84%



Resolution No. 5 – Special Resolution for appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Director of the Company liable to retire by rotation

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	115	50041447	100.00%	64.32%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	6	312092	0.62%	0.40%
Total Number of Votes in favour of Resolution	109	49729355	99.38%	63.92%

Resolution No. 6 – Special Resolution for appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as Whole-time Director of the Company for a period of five years.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	115	50041447	100.00%	64.32%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	9	312344	0.62%	0.40%
Total Number of Votes in favour of Resolution	106	49729103	99.38%	63.92%



Resolution No. 7 – Ordinary Resolution for approval of remuneration of S Chander & Associates, Cost Auditors for the year ending 31st March, 2017.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	116	51221422	100.00%	65.84%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	3	750	0.00%	0.00%
Total Number of Votes in favour of Resolution	113	51220672	100.00%	65.84%

All the resolutions contained in the notice dated 27th May, 2017 calling 25th annual general meeting of the Company stand passed under e-voting process with 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 by the shareholders of the Company. The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company

Thanking you,

Yours Sincerely

CS BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY

C. P. NO. 3169

SCRUTINIZER

PARTNER

RSM & CO.

COMPANY SECRETARIES

Place : New Delhi

Dated : July 19, 2017



For KEI INDUSTRIES LTD.

Anil Gupta

ANIL GUPTA

Chairman-Cum Managing Director

WITNESS :- 1. Shashwan Mangla
T-34, (Ind Floor), Okhla
Industrial Area,
Phase - 2, New Delhi - 110020

2. *Anjali*
CS Anjali Aggarwal
B-15, Acharya Niketan,
Mayapuri Phase - 1,
Delhi - 110091