

NOTICE

THE 26TH 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 19TH DAY OF SEPTEMBER, 2018 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2018, 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 on 31st March, 2018 and the Report of Auditors thereon.
- To consider and approve declaration of Dividend for the Financial Year ended on 31st March, 2018.
- To appoint a Director in place of Mrs. Archana Gupta (holding DIN: 00006459), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- Re-appointment of Mr. Anil Gupta (holding DIN:00006422) as Chairman-cum-Managing Director of the Company:**

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and 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) and such other approvals as may be necessary, the members of the Company hereby accord its approval for re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director (CMD) of

the Company with effect from **July 01, 2018 to June 30, 2021** on the terms & conditions set out here below and with further discretion to the Committee/Board to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Anil Gupta:

1. Period	from 1 st July, 2018 to 30 th June 2021
2. Remuneration	
a. Salary	₹ 30,00,000/- basic salary per month w.e.f. 1 st July, 2018 upto maximum basic salary of ₹ 40,00,000/-per month
b. Perquisites	Perquisites shall be restricted to an amount equal to not exceeding ₹ 6,00,000/- per month w.e.f. 1 st July 2018 up to maximum of ₹ 7,00,000/-per month.
c. Commission	Up to 5% of the Net Profit less remuneration payable under point no. (a) & (b) above, calculated as per the provisions of Section 197 of the Companies Act, 2013.
For this purpose perquisites are classified into three categories A, B and C:	

Category - A

- Housing:** The expenditure by the Company on hiring furnished / unfurnished accommodation for him will be subject to the following ceilings:
 - ₹ 3,00,000/- per month w.e.f. 1st July, 2018 up to maximum of ₹ 6,00,000/-per month.

The expenditure incurred by the Company on gas, electricity, water and furnishings evaluated as per Income Tax Rules, 1962.

- Medical Reimbursement:** Expenses incurred for himself and his family as per rules of the Company.
- Club Fees:** Fees of clubs to a maximum of two clubs. This will not include admission and life membership fees.

Category - B

- 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.
- Gratuity, leave and other entitlements: As per Company's policy.

Category - C

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

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

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

5. Appointment of Mr. Sadhu Ram Bansal (holding DIN: 06471984) as Independent Director (Non-Executive) of the Company:

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, members of the Company hereby accord its approval for appointment of Mr. Sadhu Ram Bansal (holding DIN:06471984) who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and being eligible for appointment be and

is hereby appointed as an Independent Director (Non-Executive) of the Company for a term of 5 (Five) consecutive years commencing from **January 24, 2018 to January 23, 2023.**

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

6. Approval for Borrowing limits of the Company:

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at their meeting held on September 19, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bank(s) or any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) at any one time."

7. Approval for Creation of mortgage/charge on assets of the Company:

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at their meeting held on September 19, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities, the Board of Directors of the Company and / or Committee thereof be and are hereby authorised and shall be deemed to have always been so authorised to create such mortgages/ charges/ hypothecation and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situate, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Bank(s), Financial Institution(s), Foreign Financial Institution(s), other Lending Institution and / or to such other persons, if any, from whom the Company has / or proposed / proposes to borrow money/ sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors / Committee(s) thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013 i.e. ₹ 2,000 Crores (Rupees Two Thousand Crores Only) at any one time."

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) 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 2018-19, be paid the remuneration of ₹ 2,30,000/- plus Goods and Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for this purpose by the said Cost Auditors.

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

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

(Kishore Kunal)

Place: New Delhi GM (Corporate) & Company Secretary
Date: August 09, 2018 M. No. : FCS-9429

CIN: L74899DL1992PLC051527

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

NOTES:

1. At 25th AGM, M/s Pawan Shubham and Co., Chartered Accountants (Firm Registration number 011573C) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 30th AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013,

is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

2. 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.

3. 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.
4. 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.
5. 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.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

7. The Register of Members and Share Transfer Books will remain closed from September 13, 2018 to September 19, 2018 (both days inclusive).

8. 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 19, 2018. 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 12, 2018, as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

9. Un-claimed / Unpaid Dividend for the Financial Year 2009-10 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 from Company/RTA. Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company uploaded the details of unpaid and unclaimed amounts lying with the Company as on 19th July, 2017 (date of last Annual General Meeting) on the website of the Company at www.kei-ind.com under Investor Relations Section and also on the website of the Ministry of Corporate Affairs at 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.

Further, the Company has also transferred 1,69,395 Equity Shares of the Company to the Demat Account of Investor Education and Protection Fund held with NSDL and CDSL pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time for the FY 2009-10 in respect of which dividend has not been paid or claimed for seven consecutive years or more.

Further, the details of shareholders whose dividend and shares are transferred to Investor Education and Protection Fund are updated on the website of the Company at www.kei-ind.com under Investor Relations Section.

Concerned shareholders may claim their shares or apply for refund of dividend to the IEPF Authority by making an application in the prescribed form. For claiming Refund from IEPF, website link: <http://www.iepf.gov.in/IEPFA/refund.html>.

10. In terms of Article 113 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Archana Gupta (holding DIN: 00006459) retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Further, Board of Directors of the Company in its Meeting held on 24th January, 2018 has appointed Mr. Sadhu Ram Bansal (holding DIN: 06471984) as an Additional Director and also appointed him as a Non-Executive, Independent Director of the Company for a term of 5 (Five) years w.e.f. 24th January, 2018 to 23rd January 2023, subject to approval of shareholders at the ensuing AGM. The information or details about the director(s) proposed to be appointed / re-appointed to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 is annexed herewith.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 4, 5, 6, 7 and 8 are annexed hereto.
12. 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.
13. Ministry of Corporate Affairs (MCA) took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice of Annual General Meeting (along with instruction for e-voting, attendance slip and proxy form) and Annual Report in electronic form to all Members whose e-mail ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
14. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) 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 M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11-26387384, e-mail:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
15. 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.
16. The Securities and Exchange Board of India vide its gazetted notification dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from December 05, 2018 would be in dematerialized form only. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares. Information on dematerialization of shares including the process for dematerialization is available on the website of the Company at www.kei-ind.com under Investor Relations Section.

17. Members may also note that the Notice of Annual General Meeting and Annual Report 2017-18 is available on the website of the Company at www.kei-ind.com under Investor Relations Section.
18. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
19. 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.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their rights to vote on resolutions proposed to be passed by means of electronic means ("e-voting"). The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure and instructions for the shareholders for e-voting are contained in covering letter being sent to the shareholders.
- Members may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at the Registered Office of the Company at D-90, Okhla Industrial Area, Phase-I, New Delhi-110 020.
21. The voting period begins on 16th September, 2018 (at 09:00 A.M (IST)) and ends on 18th September, 2018 (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) i.e. 12th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

22. The route map to the venue of the Meeting included in this Notice for easy location. The route map of the venue of the Meeting is also available on the website of the Company at www.kei-ind.com under Investor Relations Section.

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

(Kishore Kunal)

Place: New Delhi GM (Corporate) & Company Secretary
Date: August 09, 2018 M. No. : FCS-9429

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. 4

At the 24th Annual General Meeting of the Company held on 06th September, 2016, the members of the Company had approved re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director (CMD) of the Company for a period of 3 years with effect from July 01, 2016 to June 30, 2019. He has been on the Board of Directors of the Company since inception of the Company. He is B.Com and has about 37 years of experience in managing the Company, as a partner of erstwhile Krishna Electrical Industries thereafter as Chairman-cum-Managing Director of KEI INDUSTRIES LIMITED which has successfully set up manufacturing plants at Bhiwadi, Chopanki & Pathredi in Rajasthan and Silvassa. Under his leadership, the Company has ventured into manufacturing of whole range of cables including Extra High Voltage (EHV) cables up to 400kV.

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

Subject to the shareholder's approval, Nomination & Remuneration Committee and the Board of Directors at their meeting held on April 30, 2018 and May 17, 2018 respectively have re-appointed

Mr. Anil Gupta, as Chairman-cum-Managing Director of the Company for a period of three years **with effect from July 1, 2018 to June 30, 2021** on the terms and conditions set out in the resolution under Item No. 4.

Re-appointment of Mr. Anil Gupta, as Chairman-cum-Managing Director (CMD) of the Company and remuneration payable to him requires the approval of the members of the Company under Section 196 and 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Board/Committee considers that the re-appointment of Mr. Anil Gupta and remuneration payable to him is commensurate with his duties and responsibilities as the Chairman-cum-Managing Director of the Company. Therefore, the Special Resolution at Item No. 4 is placed before the members for their approval.

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

Except Mr. Anil Gupta, Mrs. Archana Gupta and Mr. Akshit Diviaj Gupta being directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No. 4 of the Notice.

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

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

ITEM NO. 5

Nomination and Remuneration Committee and Board of Directors at its meeting held on 24th January, 2018 had appointed Mr. Sadhu Ram Bansal as an Additional Director (Non-Executive, Independent Director) for a period of five years with effect from 24th January, 2018 pursuant to Section 161(1), 149 and Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Sadhu Ram Bansal will hold office only upto the date of ensuing Annual General Meeting.

Mr. Sadhu Ram Bansal has given Form DIR-2, intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director and a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Sadhu Ram Bansal fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director and he is independent of the management.

In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Mr. Sadhu Ram Bansal is now being placed before the Members in General Meeting for their approval.

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

Except Mr. Sadhu Ram Bansal (for his respective appointment), none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No. 5 of the Notice.

Accordingly, the Board/Committee recommends the resolution as set out in Item No. 5 of the Notice for approval of the members.

ITEM NO. 6 & 7

The members may kindly be informed that in Extra-Ordinary General Meeting held on 23/11/2006 and Annual General Meeting held on 19/09/2014 respectively, the shareholders had authorized the Board of Directors:

- To borrow monies upto ₹ 1,000 crores under Section 293(1)(d) of the Companies Act, 1956 and corresponding provision Section 180(1)(c) of the Companies Act, 2013 and
- To secure the same by suitable mortgage/charge on all or any of the movable and/or immovable properties, regarded as disposal of the Company's undertakings under Section 293(1)(a) of the Companies Act, 1956 and corresponding provision Section 180(1)(a) of the Companies Act, 2013.

To meet the funds requirements of the Company, the Company may require to borrow monies from time to time by way of loans from Company's Banks or any other Indian or Foreign Bank(s), financial institution and / or any other lending institutions or persons from time to time and therefore it is recommended to enhance the borrowing limits of the Company from ₹ 1,000 crores to ₹ 2,000 crores.

As per Section 180(1)(c) of the Companies Act, 2013, Board of Directors cannot borrow monies more than the aggregate of the paid-up capital of the Company, its free reserves and securities premium (apart from temporary loans obtained from Company's banker in the ordinary course of business by the Company) except with the approval from shareholders of the Company by way of Special Resolution. In order to secure the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power of Board of Directors to lease or otherwise dispose of the whole or substantially the whole of the undertaking subject to the approval from shareholders of the Company by way of Special Resolution.

The Board of Directors of your Company has approved these matters in their meeting held on 17th May, 2018 and recommends the resolution as set out in Item No. 6 & 7 of Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is connected or interested in the Resolutions set out at Item No. 6 & 7 of the Notice except to the extend of their shareholding in the Company, if any.

ITEM NO. 8

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, 2018 at a remuneration of ₹ 2,30,000/- plus Goods and 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2019.

None of the Directors/ Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

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

(Kishore Kunal)

Place: New Delhi GM (Corporate) & Company Secretary
Date: August 09, 2018 M. No. : FCS-9429

CIN: L74899DL1992PLC051527

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

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

ITEM NO. 3

Name of Director	Mrs. Archana Gupta (holding DIN:00006459)
Date of Birth	23.07.1961
Date of First Appointment	31.01.2005
No. of Equity Shares held (face value of ₹ 2 each)	8,37,315
Qualification	BA (Hons.)
Nature of Expertise	Mrs. Archana Gupta is serving as Director of the Company since January 31, 2005. Mrs. Archana Gupta is BA (Hons.) and has been associated with KEI Industries Limited for a long period. She is looking after day to day affairs of the Company's Stainless Steel Wire Segment at Bhiwadi (Rajasthan).
Relationship with other Director(s)	Related with Mr. Anil Gupta, Chairman-cum-Managing Director and Mr. Akshit Diviaj Gupta, Whole Time Director of the Company.
Name of Listed Companies in which she holds Directorship	KEI Industries Limited
Name of Committees of Listed Companies in which she is Chairman/Member	KEI Industries Limited - Finance Committee (Member)
Number of Meetings of the Board attended during the FY 2017-18	7

ITEM NO. 4

Name of Director	Mr. Anil Gupta (holding DIN:00006422)
Date of Birth	24.05.1959
Date of First Appointment	31.12.1992
No. of Equity Shares held (face value of ₹ 2 each)	1,36,80,776
Qualification	B.Com
Nature of Expertise	He is B.Com and has about 37 years of experience in managing KEI Industries Limited. He looks after the policies of marketing, production, quality control and product development.
Relationship with other Director(s)	Related with Mrs. Archana Gupta, Non-executive Director and Mr. Akshit Diviaj Gupta, Whole Time Director of the Company.
Name of Listed Companies in which he holds Directorship	KEI Industries Limited
Name of Committees of Listed Companies in which he is Chairman/Member	KEI Industries Limited -Finance Committee (Chairman) -Share Allotment Committee (Member) -Corporate Social Responsibility Committee (Member)
Number of Meetings of the Board attended during the FY 2017-18	7

ITEM NO. 5

Name of Director	Mr. Sadhu Ram Bansal (holding DIN: 06471984)
Date of Birth	03.01.1956
Date of First Appointment	24.01.2018
No. of Equity Shares held (face value of ₹ 2 each)	NIL
Qualification	M.A English, CAIIB
Nature of Expertise	He has a rich experience in the field of Finance / Banking / Administration.
Relationship with other Director(s)	Not related with any Director of the Company
Name of Listed Companies in which he holds Directorship	Nil
Name of Committees of Listed Companies in which he is Chairman/Member	Nil
Number of Meetings of the Board attended during the FY 2017-18	Nil

ADDITIONAL INFORMATION AS REQUIRED PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO 4 OF THE NOTICE:

I. GENERAL INFORMATION:

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

(₹ In Millions)

Particulars - On Standalone Basis	FY 2018	FY 2017*	FY 2016**
Revenue from Operations (Gross)	34,964.19	28,324.25	24,980.15
Other Income	92.99	100.67	53.48
Total Income	35,057.18	28,424.92	25,033.63
Total Expenses	33,015.58	27,162.41	22,355.84
Profit before tax	2,041.60	1,262.51	953.44
Tax Expenses (including Current tax, MAT Credit Entitlement, Deferred Tax, short/excess provision for earlier years)	596.04	324.23	331.42
Profit for the year	1,445.56	938.28	622.02
Appropriations			
Proposed Dividend on Equity Shares	78.36	46.68	38.62
Dividend Distribution Tax on Proposed Dividend	16.11	9.50	7.86
Paid-up Share Capital	156.72	155.59	154.47
Reserves and Surplus	5,888.60	4,453.54	3,511.77
Net Worth	6,045.32	4,609.13	3,666.24

*Figures for the year ended 31.03.2017 have been regrouped / re-arranged as per Ind AS.

**Figures for the year ended 31.03.2016 are as per audited balance sheet as on 31.03.2016 and figures have not been regrouped / re-arranged as per Ind AS.

(5)	Foreign investments or collaborators, if any	<ul style="list-style-type: none"> • Foreign Technical Collaboration Agreement with Brugg Kabel A.G, Switzerland for manufacturing of Extra High Voltage (EHV) cables ranging from 66kV to 400kV. • Invested towards initial and further share capital for setting up subsidiary in Australia.
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II. INFORMATION ABOUT THE APPOINTEE:

Mr. Anil Gupta, Chairman-cum Managing Director

(1)	Background details	Mr. Anil Gupta has been on the Board of Directors of the Company since formation of the Company i.e. 31/12/1992. Under his leadership, Company has moved up to the present level of turnover of ₹ 35,057.18 millions. He is B.Com and has about 37 years of experience in managing the Company, as a partner of erstwhile Krishna Electrical Industries thereafter as CMD of KEI INDUSTRIES LIMITED which has successfully set up manufacturing plants of Cables, Wires and Stainless Steel Wires and also ventured into Engineering Procurement and Construction (EPC) projects. He looks after the policies of marketing, production, quality control and product development.
(2)	Past remuneration	(a) Salary: ₹ 3,00,00,000/- per annum (b) Perquisites: ₹ 60,00,000/- per annum (c) Commission Upto 5% of the Net profit less remuneration payable under point no. (a) & (b) above, calculated as per the provisions of Section 197 of the Companies Act, 2013.
(3)	Recognition or awards	None
(4)	Job profile and his suitability	Mr. Anil Gupta, being the Chairman-cum-Managing Director (CMD) of the Company is entrusted with substantial powers of management in relation to normal business matters. He looks after policies of marketing, production, quality control and product development. As CMD of the Company he is responsible for motivating the team of professionals to implement management policies.
(5)	Remuneration proposed	As per resolution under Item No.4
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualifications and experience.

(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	There is no other pecuniary relationship of Mr. Anil Gupta, Chairman-cum-Managing Director with the Company except the Remuneration payable to him as CMD and shares held by him and his relatives in the Company. There is no relationship of Mr. Anil Gupta with any other Managerial Personnel except Mrs. Archana Gupta, a Non-executive Director and Mr. Akshit Diviaj Gupta, Whole Time Director of the Company. He is Promoter of the Company.
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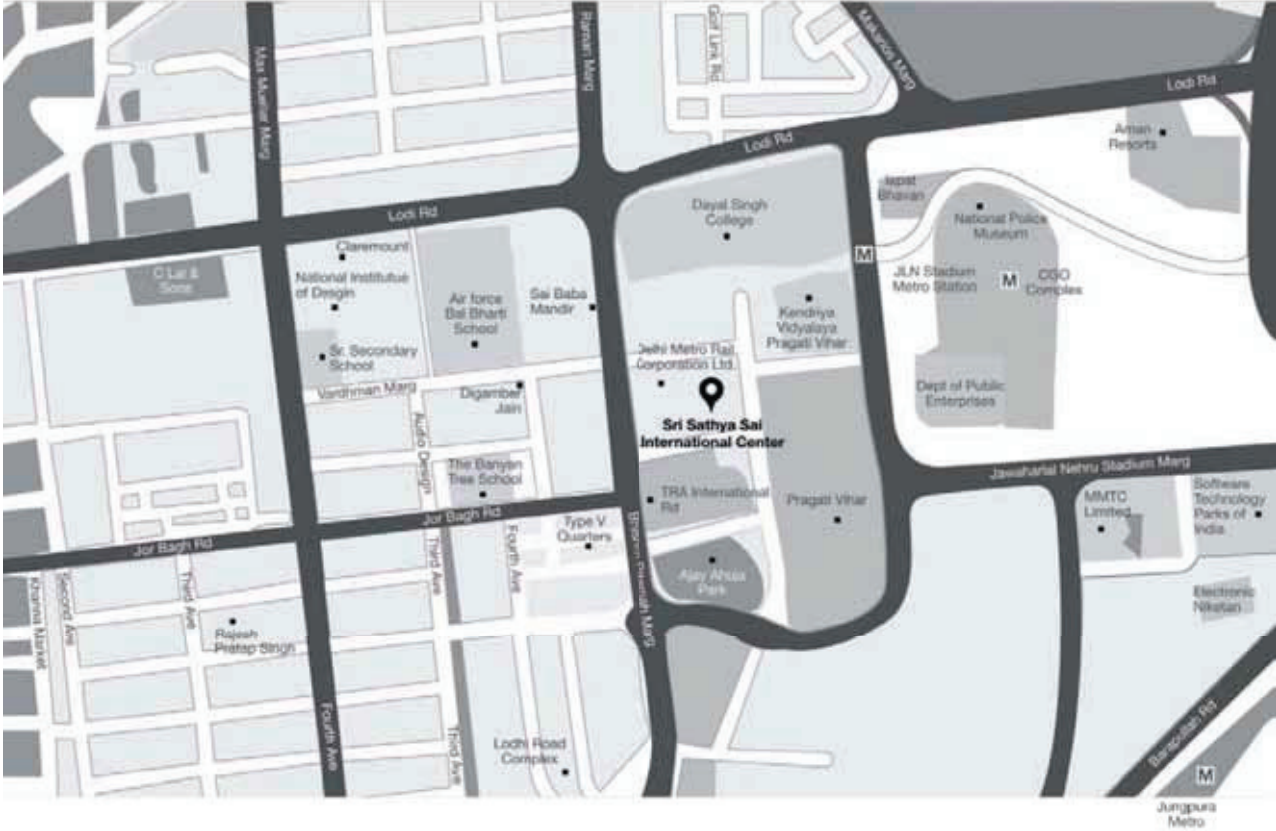
III. OTHER INFORMATION:


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

IV. DISCLOSURES:

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

ROUTE MAP TO THE VENUE OF THE 26TH AGM OF KEI INDUSTRIES LIMITED



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

KEI INDUSTRIES LIMITED

CIN: L74899DL1992PLC051527

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

FORM NO. MGT-11

PROXY FORM

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

CIN : L74899DL1992PLC051527

Name of the Company : KEI INDUSTRIES LIMITED

Registered office : D-90, Okhla Industrial Area, Phase - 1, New Delhi - 110020

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

*Applicable to shareholders holding shares in electronic form.

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

- Name :
Address :
E-mail Id :
Signature : or failing him/her
- Name :
Address :
E-mail Id :
Signature : or failing him/her
- Name :
Address :
E-mail Id :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on 19th September, 2018 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution No.	Description	For	Against
Ordinary Business			
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31 st March, 2018 and Report of the Board of Directors and the Auditors of the Company thereon.		
2.	Declaration of Dividend for the Financial Year 2017-18 on Equity Shares of the Company.		
3.	Re-appointment of Mrs. Archana Gupta as a Director, who retires by Rotation.		
Special Business			
4.	Re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director of the Company.		
5.	Appointment of Mr. Sadhu Ram Bansal as an Independent Director of the Company.		
6.	Approval for Borrowing limits of the Company.		
7.	Approval for Creation of mortgage/charge on assets of the Company.		
8.	Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company.		

Signed this _____ day of _____ 2018.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note:

- 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.
- 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.
- ** 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.
- For the Resolutions, Explanatory Statements and Notes, please refer the Notice of 26th Annual General Meeting.

KEI INDUSTRIES LIMITED
Form for updation of Email Address

To,
The Company Secretary

Date:

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

Dear Sir,

Sub: Updation of email address

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

Name:

Email Id:

Folio No. / DP Id:

Client Id:

.....
Signature of the First named Shareholder

Name:

Address:

.....

KEI INDUSTRIES LIMITED
CIN: L74899DL1992PLC051527
Regd. Office: D-90, Okhla Industrial Area, Phase - 1, New Delhi - 110020
Tel.: +91-11-26818840, 26818642, 26815558, 26815559 Fax: +91-11-26811959, 26817225
E-mail: cs@kei-ind.com, Website: www.kei-ind.com

ATTENDANCE SLIP

Annual General Meeting: 19th September, 2018

Folio No. /DP Id-Client Id : _____

Name and Address of First/ Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 26th Annual General Meeting of the Company being held on Wednesday, the 19th day of September, 2018 at 10.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

Signature of Member/ Proxy

Notes:

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

SECOND REMINDER

**Dear Shareholders,
Unit: KEI Industries Limited**

Sub: Mandatory updation of PAN and Bank account details in Company records and Dematerialization for transfer of shares

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 Dated 20th April, 2018 and SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 Dated July 16, 2018 every listed Company has to update Bank Account details and PAN number of all the shareholders holding shares in physical form.

In this regard we have sent a letter dated July 02, 2018 by Registered/Speed Post. We are again sending this reminder letter and request the shareholders who have not updated their Bank Account Details and PAN till date to send the following documents to the Company/RTA, within a period of 21 days from the date of this letter so as to update your details in records of the Company:

- 1) Duly filled and signed Request Form (enclosed);
- 2) Self attested copy of PAN card, including that of joint shareholders; (exempt for shareholders resident of Sikkim state);
- 3) An original cancelled cheque of 1st shareholder only;
 - Name of 1st shareholder should be printed on cheque leaf and;
 - If name of shareholder is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker alongwith cancelled cheque shall be required;
- 4) Copy of Share Certificate.

As directed by SEBI, in case of failure to register PAN and Bank details as aforesaid, any transaction in the securities of the Company shall be subject to enhance due diligence by the Company / RTA, as may be prescribed. Also, it may be noted that issue of payment instruments without bank details may be disallowed.

Further, pursuant to Gazette notification issued by SEBI on June 08,2018, BSE Circular Ref No: LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref No: NSE/CML/2018/26 dated July 09, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has mandated that transfer of securities with effect from December 05, 2018 would be in dematerialized form only.

In other words, request for effecting transfer of equity shares held in physical form will not be processed from the effective date i.e. December 05, 2018. It shall be mandatory to convert physical holding into electronic mode i.e. demat, for transferring shares to another person(s).

Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares. Information on dematerialization of shares including the process for dematerialization is available on the website of the Company at www.kei-ind.com under Investor Relations Section.

For KEI INDUSTRIES LIMITED

**Place: New Delhi
Dated: August 09, 2018**

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

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

REQUEST FORM

**To,
MAS SERVICES LIMITED
T-34, 2nd Floor,
Okhla Industrial Area, Phase II,
New Delhi - 110020**

Date:

Sub: Updation of PAN and Bank Account details in Company records

Unit: KEI Industries Limited
FOLIO NO:

Dear Sir,

With reference to your letter regarding the captioned subject, please find below our Bank and PAN details for updating the same in Company records (attach self attested proofs also) :

A	PAN of 1 st shareholder															
	PAN of 2 nd shareholder															
	PAN of 3 rd shareholder															
B	Bank Details of 1 st Shareholder	[Attach Original cancelled cheque(with name printed on it)]														
	Name of bank:	_____														
	Branch address :	_____														
	9 Digit MICR Code	<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td> </tr> </table>														
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Account type:	Saving / Current account / cash credit															
C	E-MAIL-ID (in block letters):	_____														
	MOBILE No. /PHONE No.:	<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td><td style="width: 11.1%;"></td> </tr> </table>														

Signature of 1 st Shareholder	Signature of 2 nd Shareholder	Signature of 3 rd Shareholder
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For change of address only:

Kindly change/update my address in your records. I am enclosing SELF ATTESTED COPY of any two Photo Id proofs: Driving license /Passport/Aadhar card/Voter ID card.

New Address: (FILL IN BLOCK LETTERS ONLY)

Pin Code (Mandatory)									
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Thanking you,

Yours truly,

Signature of 1 st Shareholder	Signature of 2 nd Shareholder	Signature of 3 rd Shareholder
Name:	N.A.	N.A.

SIGNATURE ATTESTATION

Account no. of Shareholder: _____

Signature of above FIRST shareholder as per bank's records: _____

Signature of Bank Manager: _____

Bank & Branch Seal with employee name & number: _____

Bank Telephone nos.(with STD code.) : _____