



KEI INDUSTRIES LIMITED

(CIN: L74899DL1992PLC051527)

Registered Office: D-90, Okhla Industrial Area, Phase-I, New Delhi-110020

E-mail id: cs@kei-ind.com ; Website : www.kei-ind.com

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of The Companies (Management and Administration) Rules, 2014]

Voting starts on	Voting ends on
Tuesday, February 26, 2019 (9:00 am onwards)	Wednesday, March 27, 2019 (upto 5:00 pm)

Dear Member(s),

Sub: Passing of Resolutions by Postal Ballot

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018 (**"Listing Regulations"**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable Laws and Regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company is seeking approval of the members, to pass the proposed resolutions appended below as Special Resolutions through Postal Ballot i.e. voting by post or voting by Electronic Voting (**"e-voting"**).

The proposed resolutions and explanatory statement pertaining to the said resolutions pursuant to Section 102 of the Act and other applicable provisions of the Act, setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a Postal Ballot Form (**"Form"** or **"Postal Ballot Form"**) and self-addressed postage pre-paid Business Reply Envelope.

The Board of Directors of the Company (the **"Board"**) has appointed Mr. Sumit Batra, Practising Company Secretary (Membership No FCS-7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries as the Scrutinizer (**"Scrutinizer"**) for conducting the postal ballot including e-voting process in accordance with law and in a fair and transparent manner.

In compliance with Regulation 44 of Listing Regulations and the provisions of Section 108 and 110 of the Act and other applicable provisions of the Act read with the Rules made thereunder, KEI Industries Limited (the **"Company"**) is pleased to provide electronic voting (**"e-voting"**) facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. E-voting is optional and all members (whether holding shares in the dematerialized form or in physical form) may vote either by completing and dispatching the postal ballot form by post, or by e-voting. The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing e-voting facility to all its members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing their signature at designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid Business Reply envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 pm on Wednesday, March 27, 2019. If any postal ballot is received after 5:00 pm on Wednesday, March 27, 2019 it will be considered that no reply from such member has been received and such postal ballot would not be considered.

Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions given in the Notes under the Section 'Voting through electronic means' in this Notice. Reference to Postal Ballot(s) in the notice include votes received electronically.

Upon completion of the e-voting process and scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman-cum-Managing Director or any other person authorized by Board. The results of the postal ballot would be announced by the Chairman-cum-Managing Director or the Company Secretary of the Company or any other person authorized by the Board on or before Friday, March 29, 2019 by or before 5.00 p.m.at the registered office of the Company.

The aforesaid result of the postal ballot along with the scrutinizer's report would be displayed at the registered office of the Company and shall be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website www.kei-ind.com as well as on NSDL's website www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age

To consider and to give assent or dissent for passing 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 provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, of the Companies Act, 2013 read with rules made thereunder and any other applicable law(s), regulation(s), guideline(s) and such other approvals as may be necessary in this regard, approval of the members of the Company hereby accorded to Mr. Kishan Gopal Somani (DIN 00014648), Independent Director (Category : Non-Executive) of the Company, who has attained the age of 75 years, to continue as an Independent Director (Category : Non-Executive) of the Company on or after April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing term i.e., upto September 18, 2019.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, 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."

2. Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years

To consider and to give assent or dissent for passing 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 provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Kishan Gopal Somani (DIN 00014648) who was appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019 and who has attained the age of 75 years, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby re-appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years with effect from September 19, 2019 to September 18, 2024, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, 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."

3. Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age

To consider and to give assent or dissent for passing 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 provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, of the Companies Act, 2013 read with rules made thereunder and any other applicable law(s), regulation(s), guideline(s) and such other approvals as may be necessary in this regard, approval of the members of the Company hereby accorded to Mr. Vikram Bhartia (DIN 00013654), Independent Director (Category : Non- Executive) of the Company, who has attained the age of 75 years, to continue as an Independent Director (Category : Non-Executive) of the Company on or after April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing term i.e., upto September 18, 2019.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, 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."

4. Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years

To consider and to give assent or dissent for passing 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 provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Vikram Bhartia (DIN 00013654) who was appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019 and who has attained the age of 75 years, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby re-appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years with effect from September 19, 2019 to September 18, 2024, on the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, 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 Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category : Non-Executive) of the Company for a term of five (5) consecutive years

To consider and to give assent or dissent for passing 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 read with Schedule IV of the Companies Act, 2013 and proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), members of the Company hereby accord its approval for appointment of Mrs. Shalini Gupta (DIN: 02361768) who has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment be and is hereby appointed as an Independent Women Director (Category : Non-Executive) of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from February 18, 2019 to February 17, 2024, on the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc in relation thereto, 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."

Place: New Delhi
Date: February 18, 2019

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

By Order of the Board of Directors
For KEI INDUSTRIES LIMITED

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

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons in respect of the proposed Special Resolutions are annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.kei-ind.com under Investor Relation section.
- 2) The Board of Directors of the Company in its Meeting held on 18th February, 2019 has approved continuation of Mr. Kishan Gopal Somani (DIN: 00014648) and Mr. Vikram Bhartia (DIN: 00013654) who have attained the age of 75 years to continue as an Independent Director(s) (category: Non-Executive) on or after April 1, 2019 till the expiry of their existing term i.e., upto September 18, 2019. Further, the Board of Directors of the Company in its Meeting held on 18th February, 2019 has also re-appointed Mr. Kishan Gopal Somani (DIN: 00014648) and Mr. Vikram Bhartia (DIN 00013654) who have attained the age of 75 years as an Independent Director(s) (Category: Non-Executive) of the Company for the second term of 5 (Five) consecutive years w.e.f. 19th September, 2019 upto 18th September, 2024 and has also appointed Mrs. Shalini Gupta (DIN 02361768) as an Additional Director (Independent Women Director, Category: Non-Executive) of the Company for a term of 5 (Five) consecutive years w.e.f. 18th February, 2019 upto 17th February, 2024 subject to approval of shareholders through postal ballot. The information or details about the director(s) proposed to be re-appointed/appointed to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI) and Schedule IV of the Companies Act, 2013 is annexed herewith.
- 3) The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on February 15, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
- 4) The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar and Transfer Agent (in case of shares held in physical form) unless any Member has requested for a physical copy of the same. For members whose e-mail ids are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE). Members may note that this Notice will be available on the Company's website www.kei-ind.com under Investor Relation Section, NSDL's website www.evoting.nsdl.com and also on Stock Exchanges website (www.bseindia.com and www.nseindia.com).
- 5) The completion of dispatch of the postal ballot notice and explanatory statement will be announced through an advertisement in an English and a vernacular newspaper and will be updated on the website of the Company at www.kei-ind.com under Investor Relation section and also on Stock Exchanges website (www.bseindia.com and www.nseindia.com).
- 6) Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
- 7) In case a Member is desirous of obtaining a Postal Ballot Form or a duplicate, he/she may send an e-mail to cs@kei-ind.com or kunal@kei-ind.com or write to the Company at its registered office, D-90, Okhla Industrial Area, Phase-I, New Delhi-110020 or download the Postal Ballot Form from the Company's website www.kei-ind.com under Investor Relation section or from the website of NSDL www.evoting.nsdl.com.
- 8) The Board of Directors on February 18, 2019, has appointed Mr. Sumit Batra, Practicing Company Secretary (Membership No FCS-7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries), 3393, 01st Floor, South Patel Nagar, Adjacent Jaypee Siddharth Hotel, New Delhi-110008, as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- 9) The Postal Ballot Form and the self-addressed postage pre-paid business reply envelopes are enclosed for use by the Member(s).
- 10) Pursuant to the provisions of Section 108 and 110 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 forms part of this Notice.

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.
- 11) Members can cast their vote online from Tuesday, February 26, 2019 (9:00 am onwards) till Wednesday, March 27, 2019 (upto 5:00 pm) as the e-voting module shall be disabled for voting by National Securities Depository Limited (NSDL) thereafter. No voting shall be allowed beyond 5:00 pm of Wednesday, March 27, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 pm on Wednesday, March 27, 2019. However, envelopes containing Postal Ballot Form, if sent by the courier or registered/speed post at the expense of the Members will also be accepted. Please note that if any Postal Ballot Form(s) received after 5.00 pm on Wednesday, March 27, 2019 it will be considered that no reply from member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made

any amendment to the resolution set out herein or imposed any condition while exercising his vote.

- 12) It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
- 13) Institutional shareholder (i.e. other than Individuals, HUF, NRI, etc) are requested to send the duly completed Ballot Form accompanied with scanned copy (PDF/JPG Format) of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at skbatrapcs@gmail.com or cs@kei-ind.com with a copy marked to evoting@nsdl.co.in.
- 14) A member cannot exercise his vote by proxy on postal ballot.
- 15) There will be one Postal Ballot Form/e-voting for every DP ID- Client ID/ Folio No., irrespective of the number of joint holders.
- 16) The Scrutinizer's decision on validity of the Postal ballot shall be final.
- 17) Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 18) The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman-cum-Managing Director or any Director of the Company, as may be authorized by the Board in this regard, on Friday, March 29, 2019. The result of the Postal Ballot will be announced by the Chairman-cum-Managing Director or any person authorized by the Board, on or before Friday, March 29, 2019 by or before 5:00 pm at the Company's registered office at D-90, Okhla Industrial Area, Phase-I, New Delhi-110020. In addition to the results being communicated to Stock Exchanges (www.bseindia.com and www.nseindia.com), the results along with Scrutinizer's report will also be placed on Company's website i.e. www.kei-ind.com under Investor Relation section and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com. The results alongwith the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office at New Delhi. Resolution passed by the members through postal ballot including e-voting is deemed to have been passed as if it has been passed at a General Meeting by the Members.
- 19) All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till March 27, 2019.
- 20) In case of any queries, you may contact the Mr. Kishore Kunal, Company Secretary and Compliance Officer at cs@kei-ind.com and or the Registrar and 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.
- 21) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The instruction for the shareholders for e-voting are as under:

(a) In case of Shareholders receiving e-mail from NSDL:

- (i) Open e-mail and open the PDF file viz, "KEI-remote e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of E-Voting opens. Click on E-Voting: Active E-Voting Cycles;
- (vii) Select "EVEN" of "KEI Industries Limited";
- (viii) Now you are ready for e-Voting as Cast Vote page opens;
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully " will be displayed;
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (xii) For the votes to be considered valid, the Institutional shareholders (other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at skbatrapcs@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving Postal Ballot Form in Physical Form:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

- (e) Members who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available.

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned.

Item No. 1 & 3

Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April, 2019. In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 years unless a Special Resolution is passed to that effect.

At 22nd Annual General Meeting of the Company held on September 19, 2014, Mr. Kishan Gopal Somani and Mr. Vikram Bhartia were appointed as Independent Director(s) (Category: Non-Executive) of the Company pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and rules made thereunder for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019.

Mr. Kishan Gopal Somani and Mr. Vikram Bhartia have already attained the age of seventy five years. Thus, the continuation of Mr. Kishan Gopal Somani (DIN: 00014648) aged 79 years (Date of Birth 11.07.1939) and Mr. Vikram Bhartia (DIN 00013654) aged 80 years (Date of Birth 15.10.1938) as an Independent Director(s) (Category :Non-Executive) of the Company beyond April 1, 2019, till the expiry of their existing tenure upto September 18, 2019, requires approval of members of the Company by way of special resolution pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of Directors at their meeting held on February 18, 2019 have approved continuation of Mr. Kishan Gopal Somani, aged 79 years and Mr. Vikram Bhartia, aged 80 years, as an Independent Director(s) (Category: Non-Executive) of the Company from April 01, 2019 till the completion of their existing tenure upto September 18, 2019.

The Board of Directors and Nomination and Remuneration Committee are of the opinion that Mr. Vikram Bhartia and Mr. Kishan Gopal Somani are person of integrity, possess relevant expertise and vast experience and their continued association would be of immense benefit and it is desirable to avail their services as the Independent Director(s) of the Company which will enable the Board to discharge its functions and duties effectively. It is in the interest of the Company and stakeholders to continue to avail the benefits of their knowledge, expertise and vast experience.

Except Mr. Kishan Gopal Somani and Mr. Vikram Bhartia (for their respective continuation) none of the others 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.1 & 3 of the Notice through Postal Ballot.

Accordingly, in compliance with the Listing Regulations, the Board/Committee recommends the resolution as set out in Item No.1 & 3 of the Notice for approval of the members through Postal Ballot.

Item No. 2 & 4

At the 22nd Annual General Meeting of the Company held on 19th September, 2014, the members of the Company had approved appointment of Mr. Kishan Gopal Somani and Mr. Vikarm Bhartia as an Independent Director(s) of the Company for a term of five (5) consecutive years commencing from September 19, 2014 to September 18, 2019. Thus their tenure will expire on September 18, 2019.

Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April, 2019. In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 years unless a Special Resolution is passed to that effect.

Further, pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of directors of a company, but shall be eligible for re-appointment for another term of upto five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company.

Mr. Kishan Gopal Somani and Mr. Vikram Bhartia have already attained the age of seventy five years. Thus as per said amendment in the Listing Regulations and pursuant to the provisions of the Act, re-appointment of Mr. Kishan Gopal Somani (DIN: 00014648) aged 79 years (Date of Birth 11.07.1939) and Mr. Vikram Bhartia (DIN 00013654) aged 80 years (Date of Birth 15.10.1938) as an Independent Director(s) (Category : Non-Executive) of the Company for the second term of 5 (five) consecutive years commencing from September 19, 2019 to September 18, 2024 will require approval of the members of the Company by way of special resolution.

Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of Directors at their meeting held on February 18, 2019 have approved their re-appointment as an Independent Director(s) (Category: Non-Executive) for a second term of 5 (five) consecutive years with effect from September 19, 2019 to September 18, 2024 and that they shall not be liable to retire by rotation.

The Board, based on the performance evaluation report of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, the continued association of Mr. Kishan Gopal Somani and Mr. Vikram Bhartia would be beneficial to the Company and it is desirable to continue to avail their services as Independent Director(s).

Mr. Kishan Gopal Somani and Mr. Vikram Bhartia have given Form DIR-2, intimation in Form DIR-8 to the effect that they are not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s), a declaration to the Board that they meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intimation to the effect that they are not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

In the opinion of the Board, Mr. Kishan Gopal Somani and Mr. Vikram Bhartia fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and Listing Regulations for re-appointment as an Independent Director(s) (Category: Non-Executive) and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mr. Kishan Gopal Somani and Mr. Vikram Bhartia is now being placed before the Members for their approval through Postal Ballot.

The terms and conditions of re-appointment of the Independent Director(s) shall be open for inspection by the members at the registered office during normal working business hours on any working days of the Company upto date of closing of the postal ballot.

Except Mr. Kishan Gopal Somani and Mr. Vikram Bhartia (for their respective appointment) none of the others 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.2 & 4 of the Notice through Postal Ballot.

Accordingly, the Board/Committee recommends the resolution as set out in Item No.2 & 4 of the Notice for approval of the members through Postal Ballot.

Item No. 5

Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. In terms of proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board of Directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020.

Accordingly, Nomination and Remuneration Committee and Board of Directors at its meeting held on 18th February, 2019 has appointed Mrs. Shalini Gupta as an Additional Director (Independent Women Director, Category: Non-Executive) for a period of 5 (five) consecutive years with effect from 18th February, 2019 to 17th February, 2024 pursuant to Section 161(1), 149 and Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 09, 2018 and she shall not be liable to retire by rotation.

Mrs. Shalini Gupta has given Form DIR-2, intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director, a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intimation to the effect that she is not disqualified from being appointed as a Director of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

In the opinion of the Board, Mrs. Shalini Gupta fulfills the conditions specified in the Companies Act, 2013 read with Rules made thereunder and Listing Regulations for appointment as an Independent Women Director and she is independent of the management.

In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mrs. Shalini Gupta is now being placed before the Members for their approval through Postal Ballot.

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 upto date of closing of the postal ballot.

Except Mrs. Shalini Gupta (for her 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 through Postal Ballot.

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

**Place: New Delhi
Date: February 18, 2019**

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

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

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 REGARDING CONTINUATION OF PRESENT TERM OF DIRECTORSHIP/DIRECTOR PROPOSED TO BE RE- APPOINTED/APPOINTED UNDER ITEM NO. 1, 2, 3, 4 & 5 IS FURNISHED AS BELOW:

1	Name of Director	Mr. Vikram Bhartia (DIN 00013654)	Mr. Kishan Gopal Somani (DIN 00014648)	Mrs. Shalini Gupta (DIN: 02361768)
2	Date of Birth	15.10.1938	11.07.1939	09.11.1974
3	Date of first appointment on the Board	02.08.1994	02.08.1994	18.02.2019
4	Nationality	Indian	Indian	Indian
5	Occupation	Business	Chartered Accountant	Business
6	Qualification	B.tech from IIT Kharagpur	B.com, FCA, ACIS, ACS	- MBA (Finance and Systems) from Faculty of Management Studies (FMS) - B.E. (Mechanical Engineering) from Delhi College of Engineering (DCE)
7	Nature of Expertise	Shri Vikram Bhartia is a qualified B. tech.(Hons.) from IIT Kharagpur and has more than 50 years experience as an Industrial Entrepreneur.	Shri K.G. Somani is Fellow member of ICAI and was elected as a member of the Central Council of the ICAI of India in the year 1979 and was a Council Member during 1979-1992. He was the President of ICAI in 1988-89 and has worked on all the standing committees during his continued membership of the council during 1979-1992. He was Chairman of Professional Development Committee, Board of Studies and Company Law Committee of the Institute during this period and was the Chairman of the Technical Standards Committee of South Asian Federation of Accountants (SAFA). He has participated in a large number of Seminars & Conferences all over India & Abroad. He is partner of M/s K.G. Somani & Co. Chartered Accountants, Delhi and he has vast experience in Finance, Companies Act, tax laws and has handled large number of audits and cases of sick Companies before B.I.F.R and its Appellate authority.	Mrs. Shalini Gupta is a Business and Technology professional with over 20 years of experience. She has held a variety of Senior roles in strategy and technology with emphasis on planning, long range road mapping, budgeting, pre-sales and sales operations, project execution and account management. She has a experience in rolling out and program managing large, complex transformational projects and managing multiple internal and external stakeholders. She has a Multicultural experience, having lived and worked in US and India.
8	Terms and conditions of appointment/re-appointment	As mentioned in explanatory statement of this Notice in Item No. 3 & 4	As mentioned in explanatory statement of this Notice in Item No. 1 & 2	As mentioned in explanatory statement of this Notice in Item No.5
9	Remuneration sought and last drawn	Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings. Remuneration last drawn as Independent Director Rs. 75,000/- paid as Sitting fess for attending each meetings of the Board and its Committees.	Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings. Remuneration last drawn as Independent Director Rs. 75,000/- paid as Sitting fess for attending each meetings of the Board and its Committees.	Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings.
10	Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related with any Director	Not related with any Director	Not related with other Director
11	Name of Companies in which he/she holds Directorship	KEI Industries Limited.	- KEI Industries Limited - NTB Bowsmith Irrigation Limited - Anand Rathi Wealth Services Limited - K.G. Somani Management Consultants Private Limited - K.G. Somani Insolvency Professionals Private Limited	- Ishwa Consulting (LLP)
12	Name of Committees of Companies in which he / she is Chairman/ Member	KEI Industries Ltd - Nomination and Remuneration Committee (Chairman) - Audit Committee (Member) - Stakeholders Relationship Committee (Member)	KEI Industries Ltd - Audit Committee (Member)	None
13	No. of Equity Shares held in the Company	10000	1000	NIL
14	Number of meetings of Board attended during the financial year 2018-19 (as on 4th February, 2019)	5	4	None
15	Performance Evaluation Report by Board	Good	Good	Good



KEI INDUSTRIES LIMITED

CIN: L74899DL1992PLC051527

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

Website: www.kei-ind.com, E-mail: cs@kei-ind.com

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

POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

Serial No.: _____

1. Name & Address of the Sole/ First :
named Shareholder as registered
with the Company
2. Name(s) of the joint Shareholder(s), :
if any, registered with the Company
3. Registered Folio No./ DPID No. * & :
Client ID No.* (*Applicable to investors
holding shares in dematerialized form)
4. No. of share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated February 18, 2019 by conveying my/our assent or dissent to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held by me	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.			
2.	Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.			
3.	Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.			
4.	Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.			
5.	Appointment of Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category: Non-Executive) of the Company for a term of five (5) consecutive years.			

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	USER ID	PASSWORD/PIN

Note:

1. Kindly read the instructions printed overleaf before filling the form
2. Last date for receipt of Postal Ballot Forms is Wednesday, March 27, 2019

INSTRUCTIONS

- i) A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer of the company in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the shareholder will also be accepted.
- ii) This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
- iii) Duly completed Postal Ballot Form should reach the Scrutinizer of the Company on or before the closing of working hours i.e., 5:00 pm. on Wednesday, March 27, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
- iv) There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
- v) In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a Board Resolution/ Authority Letter.
- vi) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- vii) A Shareholder need not use all the votes or cast all the votes in the same way.
- viii) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- ix) The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The instruction for the shareholders for e-voting are as under:

- (a) In case of Shareholders receiving e-mail from NSDL:
 - (i) Open e-mail and open the PDF file viz, "KEI-remote e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
 - (iii) Click on Shareholder - Login;
 - (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
 - (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
 - (vi) Home Page of e-voting opens. Click on e-voting: Active E-voting Cycles;
 - (vii) Select "EVEN" of "KEI Industries Limited";
 - (viii) Now you are ready for e-voting as Cast Vote page opens;
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
 - (xii) For the votes to be considered valid, the Institutional shareholders (other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at skbatrapcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) **In case of Shareholders receiving Postal Ballot Form in Physical Form:**
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) Members who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available.