

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

KEI/BSE/2019-20 The Manager **BSE Limited Listing Division** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Date: 18.09.2019

Subject: Proceedings, Voting Results and Scrutinizer Report for E-voting & Poll in respect of 27th AGM held on September 17, 2019

Dear Sir / Madam,

This is to inform you that the members at the 27th Annual General Meeting (AGM) of the Company held on Tuesday, 17th September, 2019 at 10.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003, inter alia, have approved the following resolutions:

Ordinary Business:

- 1. Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Report of Board of Directors and Auditors of the Company thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Auditors thereon (Ordinary Resolution).
- 2. Approval for payment of dividend of ₹ 1.20/- per share (i.e. @ 60 %) on each equity shares of ₹ 2/- (Ordinary Resolution).
- 3. Re-appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as a Director who retires by rotation and being eligible, offers himself for re-appointment (**Ordinary Resolution**).

Special Business:

- 4. Approval for Re-appointment of Mr. Vijay Bhushan (holding DIN: 00002421) as an Independent Director (Category: Non-Executive) of the Company for a second term of five (5) consecutive years. (Special Resolution).
- 5. Approval for Re-appointment of Mr. Pawan Bholusaria (holding DIN: 00092492) as an Independent Director (Category: Non-Executive) of the Company for a second term of five (5) consecutive years. (Special Resolution

or KEI INDUSTRIES LIMITED

ANIL GUPTA

Works-II Works-III Offices

: Bhiwadi : SP-920, RiiCO industrial Area, Phase-IiI, Bhiwadi, Dist. Alwar-301019 (Rabial/mark-to-umo Managing Director : Silvassa : 99/2/7, Madhuban Istrial Estate, Rakholi, Silvassa UT of D &N.H-396240. TeIFax : 0091-260-2644404, 2630944,2645896 : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel: 044-24803363 Fax : 044-24803404. : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri (East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277 : Kolkata : Arihanth Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Telfax : 033-40620820/4062



Regd. Office: D-90, Okhla Industrial Area, Phase - 1 New Delhi - 110020, CIN; L74899DL1992PLC051527, Tel.: +91-11-26818840, 26818642, 26815558, 26815559. Fax: +91-11-26811959, 26817225. Email: info@kei-ind.com Website: www.kei-ind.com

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretary (ICSI), the Company had provided e-voting & polling facility to its Shareholders whose names appeared on the Register of Members of the Company as on cutoff date (i.e. 10th September, 2019) for the purpose of e-voting of the resolutions as set out in the Notice for the 27th Annual General Meeting of the Company.

The e-voting facility was made available to the members through National Securities Depository Limited (NSDL) portal and was kept open from 14th September, 2019 (9.00 A.M.) (IST) to 16th September, 2019 (5.00 P.M.) (IST). In addition to the e-voting, polling was also conducted at the venue of the Annual General Meeting by distribution of ballot papers to the members attending the meeting individually or through authorized person.

Mr. Sumit Kumar, Proprietor of S.K. Batra & Associates, Company Secretaries was appointed as the scrutinizer to scrutinize e-voting and also the polling conducted by the Company through Ballot Paper at AGM and he has submitted his final consolidated report on the votes polled in e-voting and by poll at the AGM.

Based on the report submitted by the scrutinizer, all the 5 resolutions set out in the notice of the 27th Annual General Meeting has been duly passed as per enclosed report of Scrutinizer.

This is for your information and records.

Thanking you, Yours faithfully.

For KEI INDUSTRIES LIMITED

FORKEL INDUSTRIES LIMITED

ANIL GUPTA Chairman-Cum-Managing Director.

(ANIL GUPTA)

Chairman-cum-Managing Director

Encl: Minutes / Proceeding of AGM

Voting Results as per SEBI (LODR) Reg, 2015

Scrutinizer(s) Report

Combined Scrutinizer report for e-voting & poll

Cc: NSDL, NSE & CSE

: Bhiwadi : SP-920, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel : 01493-220106, 221731 Fax : 01493-221732.

Works-III : Silvassa : 99/2/7, Madhuban Istrial Estate, Rakholi, Silvassa UT of D &N.H-396240, TelFax : 0091-260-2644404, 2630944.2645896

Silvassa : 39/271, mathroad intola Estate, ration, silvassa of 1 of Dark 1001-120-141,

Annexure I

Date of the AGM/EGM	17 September, 2019	
Total number of shareholders on record date (i.e. 10.09.2019)	45739	
No. of shareholders present in the meeting either in person or through	971	
proxy:		
Pomoter and Promoter Group: Public:	8 963	
No. of Shareholders attended the meeting through Video Conferencing: Pomoter and Promoter Group: Public:	NOT APPLICABLE	

For KEI INDUSTRIES LIMITED

	O.01 : Adoption of Anne Board of Directors			ed Financial Statements thereon.	s of the Compar	ny for the Finan	cial Year ended on	31st March, 2019
Resolution requ Special)	ired: (Ordinary/	ORDINARY RES	SOLUTION					
Whether promo are interested in agenda/resoluti		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting Poll Postal ballot (if	36248466	36248466 0	100.00	36248466 0	0	100.00	0.00
	applicable) Total	36248466	0 36248466	0.00 100.00	0 36248466	0 0	0.00 100.00	0.00 0.00
Public - Instititions	E- Voting Poll Postal ballot (if applicable)	24833585	17396674 0	70.05 0.00 0.00	17396674 0	0 0 0	100.00 0.00 0.00	0.00 0.00 0.00
	Total	24833585	17396674	70.05	17396674	0	100.00	0.00
Public- Non Institutions	E- Voting Poll Postal ballot (if applicable)	17843387	1309017 58607	7.34 0.33 0.00	1309016 58606 0	1 1 0	100.00 100.00 0.00	0.00 0.00 0.00
Total	Total	17843387 78925438	1367624 55012764	7.66 69.70	1367622 55012762	2 2	100.00 100.00	0.00

FOR KEI INDUSTRIES LIMITED

RESOLUTION N	O.02 : Declaration o	f Dividend for the	Financial Year 20	018-19 on Equity Shares	of the Compan	у.		
Resolution requ Special)	ired: (Ordinary/	ORDINARY RES	SOLUTION					
Whether promo are interested in agenda/resolution		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting Poll Postal ballot (if applicable) Total	36248466 36248466	36248466 0 0 36248466	100.00 0.00 0.00 100.00	36248466 0 0 36248466	0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Instititions	E- Voting Poll Postal ballot (if applicable)	24833585	17674409 0	71.17 0.00 0.00	17674409 0	0 0	100.00 0.00	0.00 0.00 0.00
Public- Non Institutions	Total E- Voting Poll	24833585 17843387	17674409 1309017 58607	71.17 7.34 0.33	17674409 1309016 58607	0 1 0	100.00 100.00 100.00	0.00 0.00 0.00
	Postal ballot (if applicable) Total	17843387 78925438	0 1367624 55290499	0.00 7.66 70.05	0 1367623 55290498	0 1 1	0.00 100.00 100.00	0.00 0.00 0.00

For KELINDUSTRIES LIMITED

Resolution regu	ired: (Ordinary)	ODDINADY DEG	MOLTILON		;				
Special)	esolution required: (Ordinary/ ORDINARY RESOLUTION pecial)								
Whether promo are interested i agenda/resoluti		YES							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
	E- Voting		21730375	59.95	21730375	0	100.00	0.00	
December and	Poll	1	0	0.00	0	0	0.00	0.00	
Promoter and Promoter group	Postal ballot (if applicable)	36248466	0	0.00	0	0	0.00	0.00	
	Total	36248466	21730375	59.95	21730375	0	100.00	0.00	
	E- Voting		17674409	71.17	7952612	9721797	45.00	55.00	
Dublio	Poll	24833585	0	0.00	0	0	0.00	0.00	
Public - Instititions	Postal ballot (if applicable)	24033303	0	0.00	0	0	0.00	0.00	
	Total	24833585	17674409	71.17	7952612	9721797	45.00	55.00	
	E- Voting		1309017	7.34	1304716	4301	99.67	0.33	
Non Institutions	Poll	17843387	58607	0.33	58606	1	100.00	0.00	
	Postal ballot (if applicable)	1/04338/	0	0.00	0	0	0.00	0.00	
	Total	17843387	1367624	7.66	1363322	4302	99.69	0.31	
Total		78925438	40772408	51.66	31046309	9726099	76.15	23.85	

^{*} Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) not considered in Total votes received by Electronic mode due to their interest in proposed resolution.

FORKEL INDUSTRIES LIMITED

	O.04: Re-appointmer five (5) consecutive y		ıshan (holding D	IN: 00002421) as an Ind	ependent Direct	or (Categor <mark>y: N</mark>	on-Executive) of th	e Company for a
Special)		SPECIAL RESO	LUTION					
Whether promo are interested ir agenda/resoluti		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]* 100
	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
Promoter and	Poll		0	0.00	0	0	0.00	0.00
Promoter group	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	36248466	36248466	100.00	36248466	0	100.00	0.00
	E- Voting		17674409	71.17	16631701	1042708	94.10	5.90
Public -	Poll	24833585	0	0.00	0	0	0.00	0.00
Instititions	Postal ballot (if applicable)	2 100000	0	0.00	0	0	0.00	0.00
	Total	24833585	17674409	71.17	16631701	1042708	94.10	5.90
	E- Voting		1309017	7.34	1304716	4301	99.67	0.33
Public- Non Institutions	Poll	17843387	58607	0.33	58606	1	100.00	0.00
	Postal ballot (if applicable)	170-0007	0	0.00	0	0	0.00	0.00
	Total	17843387	1367624	7.66	1363322	4302	99.69	0.31
Total		78925438	55290499	70.05	54243489	1047010	98.11	1.89

For KEI INDUSTRIES LIMITED

RESOLUTION NO.05: Re-appointment of Mr. Pawan Bholusaria (holding DIN: 00092492) as an Independent Director (Category: Non-Executive) of the Company for a second term of five (5) consecutive years. Resolution required: (Ordinary/ Special) SPECIAL RESOLUTION Whether promoter/ promoter group are interested in the NO agenda/resolution? Mode of Voting % of Votes category No. of % of Votes against No. of No. of No. of % of Votes in shares votes Polled on Votes -Votes favour on on votes polled held outstanding polled in favour against votes shares polled (7)=[(5)/(2)]*100(1) (2) (3)=[(2)/(1)]* 100 (4) (5) (6)=[(4)/(2)]* 100 E- Voting 36248466 100.00 36248466 100.00 0.00 Poll 0.00 0 0.00 0.00 Promoter and 36248466 Postal ballot (if Promoter group applicable) 0.00 10.00 10.00 0 Total 36248466 36248466 36248466 100.00 C 100.00 0.00 E- Voting 71.17 16631701 1042708 94.10 5.90 17674409 Poll 0.00 0.00 0.00 Public -24833585 Postal ballot (if Instititions applicable) 0.00 0.00 0.00 24833585 Total 17674409 71.17 16631701 1042708 94.10 5.90 E- Voting 1309017 7.34 1308966 51 100.00 0.00 Poll 0.33 100.00 58607 58606 0.00 Public-17843387 Postal ballot (if Non Institutions applicable) 0.00 l0.00 0.00 17843387 1367624 7.66 52 Total 1367572 100.00 0.00 Total 78925438 70.05 54247739 55290499 1042760 98.11 1.89

FOR KEI INDUSTRIES LIMITED

ANIL GUPTA

Chairman-Cum-Managing Director



MINUTES OF THE 27th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY THE 17TH DAY OF SEPTEMBER, 2019 AT 10.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

PRESENT

Directors:

Mr. Anil Gupta

- Chairman-cum-Managing Director and as

a Member

Mr. Akshit Diviaj Gupta

- Director

Mr. Pawan Bholusaria

- Independent Director and Chairman of Audit

Committee and as a Member

Mr. Rajeev Gupta

- Executive Director (Finance) & CFO and as

A Member

Mr. Kishan Gopal Somani

- Independent Director

Mr. Sadhu Ram Bansal

- Independent Director

Secretary:

Mr. Kishore Kunal

- GM (Corporate) & Company Secretary and as

Member

Auditors:

Mr. Pawan Kr. Aggarwal

- Statutory Auditor (M/s Pawan Shubham & Co.)

Mr. Sumit Kumar

- Secretarial Auditor and Scrutinizer

(Proprietor of S.K. Batra & Associates,

Company Secretaries)

Members:

963 Members were present in person from Public/Others and

8 from Promoters and Promoters group as per Attendance /

Proxy Register.

CHAIRMAN'S INITIALS

1

With the consent of the shareholders present at the Annual General Meeting and Directors of the Company, Mr. Anil Gupta, CMD of the Company acted as the Chairman of the 27th Annual General Meeting of the Company.

At 10.00 a.m., the Chairman commenced the meeting by welcoming all the shareholders present at the Annual General Meeting and all the members of the Board sitting on the dice.

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

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

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

With the permission of the shareholders present at the Annual General Meeting, the Audited Annual Accounts, Auditors' Report, Report on Corporate Governance and Directors' Report for the Financial Year 2018-19 were taken as read.

The Chairman briefed members about performance of the Company during the Financial Year 2018-19 and future outlook.

The Chairman stated that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI), the Company had provided e-voting and polling facility to its Shareholders, whose names appeared on the Register of Members of the Company as on record date i.e. 10th September, 2019 for passing of resolutions as set out in the Notice for the 27th Annual General Meeting of the Company. The e-voting facility was made available to the members through NSDL portal and was kept open from L4th September, 2019 (9.00 A.M.) (IST) upto 16th September, 2019 (5.00 P.M.) (IST).

He then stated that Mr. Sumit Kumar, Proprietor of S.K. Batra & Associates, Company Secretaries was appointed as the scrutinizer to scrutinize e-voting and also the polling conducted by the Company through Ballot Paper at AGM. Thereafter the Chairman stated that the result of e-voting dated 17.09.2019 along with combined result of voting (e-voting and poll) will be submitted by the scrutinizer and would be declared on or before 19th September, 2019

CHAIRMAN'S INITIALS

2



by 11.00 a.m. at the Registered Office of the Company situated at D-90, Okhla Industrial Area, Phase-I, New Delhi-110020.

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

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

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

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

At the conclusion of the 27th Annual General Meeting, the Chairman of the Meeting conveyed his thanks to the members and Directors of the Company present for their kind co-operation and participation in the proceedings of the meeting and declared the meeting as closed at 11.00 a.m.

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

Agenda Item No. of Notice	Particulars of Business	Total No. of Votes in favour of Vote Cast the resolution			Votes aga resolu	
		Nos.	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As	E- Voting Poll	54954157 58607	54954156 58606	99.89 0.11	1 1	0.00
an Ordinary Resolution)	TOTAL	55012764	55012762	100	2	0.00
Item No. 2 of	E- Voting	55231892	55231891	99.89	1	0.00
the Notice (As	Poll	58607	58607	0.11	0	0.00
Resolution)	TOTAL	55290499	55290498	100	1	0.00
*Item No. 3 of	E- Voting	*40713801	30987703	76.00	9726098	23.86
the Notice (As	Poll	58607	58606	0.14	1	0.00
Resolution)	TOTAL	40772408	31046309	76.14	9726099	23.86
Item No. 4 of	E- Voting	55231892	54184883	98.00	1047009	1.89
the Notice (As Special	Poll	58607	58606	0.11	1	0.00

CHAIRMAN'S



Resolution)	TOTAL	55290499	54243489	98.11	1047010	1.89
·	E- Voting	55231892	54189133	98.00	1042759	1.89
Item No. 5 of the Notice (As	Poll	58607	58606	0.11	1	0.00
Special Resolution)	TOTAL	55290499	54247739	98.11	1042760	1.89

*Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) are not considered in total vote cast due to their interest in proposed resolution.

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

The Resolutions for the ordinary and special business as set out in item No. 1 to 5 in the notice of the 27th AGM of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 27th AGM of the members held on 17th September, 2019.

ORDINARY BUSINESS:

RESOLUTION No.1 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Report of Board of Directors and Auditors of the Company thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Auditors thereon be and are hereby adopted and approved."

RESOLUTION No. 2 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT a dividend on the equity shares @ ₹ 1.20/- per share (i.e. @ 60%) for the year ending March 31, 2019 be and are hereby approved."

RESOLUTION No. 3 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT Mr. Akshit Diviaj Gupta (holding DIN: 07814690), director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation."

CHAIRMAN'S INITIALS

De

4



SPECIAL BUSINESS:

RESOLUTION No.4 (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 clarification(s), modification(s), statutory (including any thereunder 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. Vijay Bhushan (DIN 00002421) who was appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019, 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, eforms, 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."

RESOLUTION No.5 (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 (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. Pawan Bholusaria

CHAIRMAN'S

h

(DIN 00092492 who was appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 19th September, 2014 to 18th September, 2019, 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, eforms, 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: September 17, 2019

Entered By: Mr. Kishore Kunal

GM (Corporate) & Company Secretary

(ANIL GUPTA)

Chairman-cum-Managing Director

Place: New Delhi

Date: September 17, 2019

CHAIRMAN'S INITIALS



S.K. Batra & Associates

Company Secretaries
Ph. 09873428930, 011-47532430
Email: skbatrapcs@gmail.com

Pany Sect

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL FOR KEI INDUSTRIESLIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
27thAnnual General Meeting of
KEI Industries Limited
D-90, OkhlaIndl Area
Phase I, New Delhi-110020

Sub: Passing of Resolution(s) through electronic voting and poll conducted at the 27thAnnual General Meeting of KEI Industries Limited (The Company) held on Tuesday, September17th,2019 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003.

I, CS Sumit Kumar, Practicing Company Secretary (Holding Membership No. FCS 7714 and Certificate of Practice No. 8072) having office at 3393, 1st Floor, South Patel Nagar, New Delhi-110008, proprietor of S.K Batra & Associates, Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time by the Board of Directors of the KEI Industries Limited at their meeting held on August 05, 2019 for the 27thAnnual General Meeting of the Members of the Company held on September17, 2019 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003. The Remote e-Voting was kept open from Saturday, September 14, 2019 (09:00 A.M.) to Monday, September 16, 2019 (5:00 P.M.)

At the 27th Annual General Meeting of the Company held on September 17th, 2019, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly reference my Scrutinizer's report in form MGT 13 dated September 17th, 2019.

Regd. Office: 3393, 1st Floor, South Patel Nagar, Delhi - 110008 Opposite Jaypee Siddharth Hotel After completion of Poll at the AGM at 11:00 am votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations/Proxies lodged with the Company.

A detailed register was maintained containing the particulars of the Shareholders who participated in Poll at Annual General Meeting.

The Company had appointed National Securities Depository Limited("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Saturday, September 14, 2019 (09:00 A.M.) to Monday, September 16, 2019 (5:00 P.M.). The e-voting results were unblocked by me on September17th, 2019 after the annual general meeting of the company in the presence of two witnesses Ms. Kanika Chhabra and Ms. Sakshi Batra who are not in the employment of the Company. For further details kindly refer my Scrutinizer's report dated September17th, 2019 attached herewith.

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

Agenda Item No. of Notice	Particular s of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution		
No. of Notice		Nos.	Nos.	% age	Nos.	% age	
Item No. 1 of the Notice (As an Ordinary	E- Voting Poll	54954157 58607	54954156 58606	99.89 0.11	1 1	0.00 0.00	
Resolution)	TOTAL	55012764	55012762	100	2	0.00	
Item No. 2 of the Notice (As an Ordinary	E- Voting Poll	55231892 58607	55231891 58607	99.89 0.11	1 0	0.00 0.00	
Resolution)	TOTAL	55290499	55290498	100	1	0.00	
*Item No. 3 of the Notice (As an Ordinary	E- Voting Poll	*40713801 58607	30987703 58606	76.00 0.14	9726098 1	23.86 0.00	
Resolution)	TOTAL	40772408	31046309	76.14	9726099	23.86	
Item No. 4 of the Notice (As Special	E- Voting Poll	55231892 58607	54184883 58606	98.00 0.11	1047009 1	1.89 0.00	
Resolution)	TOTAL	55290499	54243489	98.11	1047010	1.89	
Item No. 5 of the Notice (As Special	E- Voting Poll	55231892 58607	54189133 58606	98.00 0.11	1042759 1	1.89 0.00ks	
Resolution)	TOTAL	55290499	54247739	98.11	1042760	1	

*Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) are not considered in total vote cast due to their interest in proposed resolution.

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

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

Thanking you

Yours Sincerely For S.K. Batra& Associates

Many Se

SUMIT KUMAR SCRUTINIZER C. P. NO. 8072

For KEI INDUSTRIES LIMITED

Chairman-Cum-Managing Director
Signed by Shri Anil Gupta

Chairman of the Meeting

Date : 17.09.2019 Place : New Delhi



S.K. Batra & Associates

Company Secretaries
Ph. 09873428930, 011-47532430
Email: skbatrapcs@gmail.com

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

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

To
The Chairman
KEI Industries Limited
D-90, Okhla Industrial Area
Phase I, New Delhi-110020

27TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF KEI INDUSTRIES LIMITED HELD ON TUESDAY, 17TH SEPTEMBER, 2019 AT 10:00 A.M., AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

Dear Sir,

I, CS Sumit Kumar, Practising Company Secretary, holding Membership Number FCS 7714 and Certificate of Practice Number 8072, Proprietor of S.K. Batra & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 27th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on 17th September, 2019 at 10.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi–110003 submit my report as under:

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



4. The result of the Poll is as under:

AGENDA ITEM NO.	1
SUBJECT	(A) RESOLUTION FOR ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31 ST MARCH, 2019, 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 31 ST MARCH, 2019 AND THE REPORT OF AUDITORS THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and	Number of votes Cast by	% of total number of
voting (in person or by proxy)	them	Valid Votes Cast
170	58606	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and	Number of votes Cast by	% of total number of
voting (in person or by proxy)	them	Valid Votes Cast
1	1	0.00

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

AGENDA ITEM NO.	2	
SUBJECT	DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31 ST MARCH, 2019.	
TYPE OF RESOLUTION	ORDINARY RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

		/%/
No. of Members present and	Number of votes Cast by	% of total number of
voting (in person or by proxy)	them	Valid Votes GastM.No.
171	58607	100
		Mpany

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

AGENDA ITEM NO.	3	
SUBJECT	RE-APPOINTMENT OF MR. AKSHIT DIVIAJ GUPTA (HOLDING DIN: 07814690), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT	
TYPE OF RESOLUTION	ORDINARY RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and	Number of votes Cast by	% of total number of
voting (in person or by proxy)	them	Valid Votes Cast
170	58606	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	1	0.00

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

4	
RE-APPOINTMENT OF MR. VIJAY BHUSHAN (HOLDING DIN: 00002421) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE) OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS.	
SPECIAL RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

		118 & Asso
No. of Members present and	Number of votes Cast by	% of total number of
voting (in person or by proxy)	them	Valid Votes Cast 1,100
170	58606	100 (*\(\text{M.No. 7/14}\) *\(
(II) VOTED AGAINST THE RESO	I LITION.	Companiescie

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	1	0.00

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present	Total Number of votes Cast	% of total number of
and voting (in person or by	by them	Valid Votes Cast
proxy) whose votes were		
declared invalid		
0	0	0

AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF MR. PAWAN BHOLUSARIA (HOLDING DIN: 00092492) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE) OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and	Number of votes Cast by	% of total number of
voting (in person or by proxy)	them	Valid Votes Cast
170	58606	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and	Number of votes Cast by	% of total number of
voting (in person or by proxy)	them	Valid Votes Cast
1	1	0.00

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

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

Thanking you,

Yours Sincerely

For S.K. Batra & Associates

(CS SUMIT KUMAR)
SCRUTINIZER

Dany Sec

C P No. 8072

Place: NEW DELHI

Dated: 17th September, 2019

Kaniler Chabre 878-35A, word No 6

Mehrauli, Delu

For KEI INDUSTRIES LIMITED

Chairman-Cum-Managing Director Shri Anil Gupta

of the Meeting



S.K. BATRA & ASSOCIATES

Company Secretaries Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

SCRUTINIZER'S REPORT ON REMOTE E-VOTING

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To, The Chairman KEI Industries Limited D-90, Okhla Indl Area Phase I, New Delhi-110020

27th Annual General Meeting of the Members of KEI Industries Limited held on Tuesday, the 17th September, 2019 at 10.00 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003.

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Sir,

- 1. Pursuant to the resolution passed by the Board of Directors of KEI Industries Limited (hereinafter referred to as the "Company") on 17th September, 2019, I, Sumit Kumar, Practicing Company Secretary, holding Membership Number FCS 7714, have been appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 27th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on Tuesday, the 17th day of September, 2019 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- 2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 27th Annual General Meeting ("AGM") of the Company, which was held on Tuesday, the 17th day of September, 2019. National Securities Depository Limited ("NSDL") had set up e-voting facility on their website, https://www.evoting.nsdl.com. The Company had uploaded all the items of

Scrutinizer's Report -KEI Industries Limited

Page 1 of 5

M.No. 771

Regd. Office : 3393, 1st Floor, South Patel Nagar, Delhi - 110008 Opposite Jaypee Siddharth Hotel the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through evoting.

- 3. As on the cutoff date (09.08.2019) for dispatch of notice of Annual General Meeting, there were 44996 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 38888 shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and to 6108 shareholders in the physical form. There was increase in number of shareholders upto 45739 as on 10.09.2018 (Cutoff Date) those were entitled to vote at AGM.
- 4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4) (iii) (A) to (C) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- 5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 10th September, 2019. The e-voting facility was kept open from Saturday, 14th September, 2019 (9.00 A.M.) to Monday, 16th September, 2019 (5.00 P.M).
- 6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company also released an advertisement, in Financial Express, English (All Editions) dated 24th August, 2019 and in Jansatta, Hindi (Delhi Edition) Newspaper dated 24th August, 2019. The notice published in the newspaper carried the required information as specified in the Rule 20(4) (v) (a) to (h) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- 7. At the end of the voting period on September 16, 2019 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 17, 2018 the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms.Kanika Chhabra and Ms. Sakshi Batra who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
- 8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

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

Page 2 of Sata & Association (M.No. 7714)

AGENDA ITEM NO.: 1 – ORDINARY RESOLUTION FOR ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019, 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, 2019 AND THE REPORT OF AUDITORS THEREON.

Particulars	No. of	No. of Equity	% age of	% age of
	Members	Shares of the	the Total	paid - up
	who cast	Nominal Value	Votes	share
·	their votes	of Rs.2/- each.	received	capital of
	electronica	(Votes)		the
	11y			Company
Total Votes received by	187	54954157	100	69.63
electronic mode				
Total Number of	0	0	0	0
Invalid Votes		·		
Total Number of Votes	1	1	0	0
against the resolution				
Total Number of Votes	186	54954156	100	69.63
in favour of Resolution				

AGENDA ITEM NO.: 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON $31^{\rm st}$ MARCH, 2019.

Particulars	No. of	No. of Equity	% age of	% age of
	Members	Shares of the	the Total	paid - up
	who cast	Nominal Value	Votes	share
	their votes	of Rs.2/- each.	received	capital of
	electronica	(Votes)		the
	11y			Company
Total Votes received by	192	55231892	100	69.98
electronic mode	,			
Total Number of	0	0	0	0
Invalid Votes				
Total Number of Votes	1	1	0	0
against the resolution				
Total Number of Votes	191	55231891	100	69.98
in favour of Resolution				



AGENDA ITEM NO.: 3 - ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. AKSHIT DIVIAJ GUPTA (HOLDING DIN: 07814690), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes electronica lly	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	*190	40713801	100	51.58
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	65	9726098	23.89	12.32
Total Number of Votes in favour of Resolution	125	30987703	76.11	39.26

Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) are not considered due to their interest in proposed resolution.

AGENDA ITEM NO.: 4 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. VIJAY BHUSHAN (HOLDING DIN: 00002421) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE) OF THE COMPANY FOR A SECOND TERM OF FIVE(5) CONSECUTIVE YEARS.

Particulars	No. of Members who cast their votes electronica lly	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	192	55231892	100	69.98
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	19	1047009	1.89	1.32
Total Number of Votes in favour of Resolution	173	54184883	98.11	68.66



AGENDA ITEM NO.: 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. PAWAN BHOLUSARIA (HOLDING DIN: 00092492) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE) OF THE COMPANY FOR A SECOND TERM OF FIVE(5) CONSECUTIVE YEARS.

Particulars	No. of Members who cast their votes electronica lly	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	192	55231892	100	69.98
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	19	1042759	1.89	1.32
Total Number of Votes in favour of Resolution	173	54189133	98.11	68.66

All the resolutions contained in the notice dated 05th August, 2019 calling 27th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through evoting by the shareholders of the Company. The Register and all the other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other relevant records to the Company Secretary of the Company or such other person who is authorized by the Board or by the Chairman of the meeting.

Thanking you,

Yours Sincerely

For S.K. Batra & Asso.

SUMIT KUMAR BAT

SCRUTINIZER

C. P. No. 8072

Place: New Delhi

Date: 17.09.2019