

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

Dear Members,

Pursuant to the provisions of Section 73, 76 and other applicable provisions of the Companies Act, 2013 (herein referred to as "the Act"), if any, read with rules made thereunder, your Company, KEI Industries Limited, has accepted deposits from the Public and Members of the Company. Further, pursuant to the applicable provisions of the Act, a circular in the Form DPT-1 needs to be circulated with all the Members of the Company, to invite/accept/renew/deposits from the members of the Company. Attached herewith is the Circular in the Form of advertisement for inviting Deposits for your perusal.

For and on behalf of Board of Directors M/s KEI Industries Limited

> Sd/-(Kishore Kunal) Company Secretary

Date: 05th August, 2019 Place: New Delhi

FORM DPT-1

CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS

[Pursuant to section 73 (2)(a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 1

	(Acceptance of Deposits) Rules, 2014 J				
1.	GENERAL INFORMATION				
a.	Name of the Company	KEI INDUSTRIES LIMITED			
		(CIN:L74899DL1992PLC051527)			
	Address	D-90, Okhla Industrial Area, Phase-1, New Delhi-110020			
	Website	www.kei-ind.com			
	Contact details	Tel.: +91-11-26818840, 26818642			
		Fax: +91-11-26811959, 26817225			
b.	Date of incorporation of the Company	31st December, 1992			
c.	Business carried on by the Company and its subsidiaries with the details of branches or units, if any	The Company carries on the business of manufacturing of EHV / HT & LT Power, Control & Instrumentation Cables, House Wire, Winding Wire, Flexible Wire and Stainless Steel Wires and execution of Engineering Procurement and Construction Projects on turnkey Basis. The Company has its factory located: Unit-I: at SP-919, 920 & 922, RIICO Industrial Area, Phase- III, Bhiwadi,			
		(Rajasthan) - 301 019			
		Unit-II: at 99/2/7, Madhuban Industrial Estate, Rakholi, Silvassa (D& H) - 396 240			
		Unit-III: Plot No. A-280-284, RIICO Industrial Area, Chopanki, Dist. Alwar (Rajasthan) - 301 019.			
		Unit-IV: Plot No.SP2-874, RIICO Industrial Area, Pathredi, Dist – Alwar (Rajasthan) - 301019			
		Unit-V: Survey No.1/1/2/5, Village Chinchpada, Silvassa, Union Territory of Dadra and Nagar Haveli - 396230			
		Name of Subsidiary: KEI Cables Australia Pty Ltd. Address: Tellam & Cassady, Level 1, 7 Marie Street, Milton, QLD 4064 Nature of Business: Bid Contracts for Cable Supply and Turnkey Projects and EPC.			
		The Company has its major Regional and Marketing offices in cities inter alia at Kolkata, Ranchi, Guwahati, Patna, Bhubaneshwar, Mumbai, Pune, Ahmedabad, Nagpur, Jaipur, Chandigarh, Noida, Chennai, Kochi, Hyderabad, Bangalore etc. and Overseas office inter-alia at Dubai, Singapore, South Africa and Australia.			



d.	Brief Particulars of the Management of the Company	The Company is managed by the Chairn supervision, directions and control of th		ector under the
e.	Name, addresses, DIN and occupations of the Directors			
	Name	Address	DIN	Occupation
1.	Mr. Anil Gupta (Chairman-cum-Managing Director)	A-7, Puspanjali Farm, Bijwasan, South West, Delhi-110061	00006422	Industrialist
2.	Mrs. Archana Gupta (Non-Independent, Non-Executive)	A-7, Puspanjali Farm, Bijwasan, South West, Delhi-110061	00006459	Business
3.	Mr. Akshit Diviaj Gupta (Whole Time Director)	A-7, Puspanjali Farm, Bijwasan, South West, Delhi-110061	07814690	Business
4.	Mr. Pawan Bholusaria (Independent, Non- Executive)	26/11, Shakti Nagar, New Delhi - 110007	00092492	Chartered Accountant
5.	Mr. Kishan Gopal Somani (Independent, Non- Executive)	163, Tagore Park, New Delhi - 110009	00014648	Chartered Accountant
6.	Mr. Vijay Bhushan (Independent, Non- Executive)	B - 5, Swasthya Vihar, New Delhi – 110092	00002421	Business
7.	Mr. Vikram Bhartia (Independent, Non- Executive)	271/2, Forest Lane, Neb Sarai Extn, New Delhi - 110068	00013654	Business
8.	Mr. Rajeev Gupta (Non-Independent, Executive)	D-269, Anand Vihar, Delhi- 110092	00128865	Service
9.	Mr. Sadhu Ram Bansal (Independent, Non- Executive)	Flat No. 1052, Sanskriti Apartments, Plot No. 35, Sector – 10, Dwarka, New Delhi - 110075	06471984	Advisor
10.	Mrs. Shalini Gupta (Independent, Non- Executive)	H – 801, La Lagune, Golf Course Road, Sun City, Sector 54, Gurgaon – 122011	02361768	Business
f.	Management's perception of risk factors	KEI Industries Limited is reputed name in the Cables & Wires Industry and carrying on its business since 1968 (formerly known as "Krishna Electricals Industries"). The Company is Listed at BSE, NSE, CSE. The Company has adequate surplus for timely repayment of fixed deposits. The deposit being unsecured in nature, but the Company has proven track record in servicing the depositors till date, without any default either in repayment of deposit or payment of interest thereon. As per section 73(2)(c) of the Companies Act, 2013, the Company has deposited / will deposit 20%* of the amount of		
		deposits maturing during current and next following financial year in a separate deposit repayment reserve account maintained with a scheduled bank, which ensure a very less risk factor.		
		However, due to any slowdown in demand, change in domestic or international economic conditions or government policies or occurrence of any force majeure, Company's cash flows may get impacted.		
		*As per Companies (Amendment) Act, 15% to 20% which is notified by Ministr No. S.O. (E) dated 05/07/2018 w.e.f. 15	ry of Corporate Affairs vio	
g.	Details of default, including the amount inv	olved, duration of default and present	status, in repayment of	
i	Statutory dues	NIL		
ii.	Debentures and interest thereon	N.A.		
iii.	Loan from any bank or financial institution and interest thereon.	NIL		



2.	. PARTICULARS OF THE DEPOSIT SCHEME					
a.	. Date of passing of Board Resolution			h August, 2019		
b.	1 2		<u> </u>	h September, 2014		
c.	m 41 4 4 1 1			secured		
d.	Amount which the company by way of deposits as per th rules made thereunder			om Shareholders:	₹ 773.67 Million	
	Aggregate of deposits act the last day of the immedifinancial year		From Others: ₹ 1,934.18 Millions ₹ 84.15 Millions (as on 31st March, 2019)			
	Aggregate of deposits actu date of issue of circular or a		₹9	9.10 Millions (as on 05th Aug	ust, 2019)	
	Amount of deposit proposed	l to be raised	₹ 5	00.00 Millions		
	Amount of deposit repays next twelve months	ble within the	NI	L		
e.	Terms of raising of deposit	ts: Duration, Ra	te o	f interest, Mode of payment	and repayment	
SCH	EME – I: FIXED DEPOSIT					<u> </u>
	Duration	Rate of Intere (P.A)	st	Mode of Pay	ment	Mode of Repayment
1	Year / 2 Years / 3 Years	9.00%		Cheque/RTGS	/NEFT	Cheque/RTGS/NEFT
f.	Proposed time schedule me advertisement is valid	ntioning the da	te o	f opening of the Scheme an	nd the time period f	or which the circular or
	Date of opening of the Schem	ie	from the date of publishment of circular (DPT-1) in newspaper (after thirty days of filing of circular (DPT-1) with the Registrar of Companies).			
	Time period for which tadvertisement is valid	he circular or	till 30 th September, 2020 or till the date of next Annual General Meeting of the Company to be held in FY 2019 - 20, whichever is earlier.			
g.	Reasons or objects of raising	g the deposits	For	meeting short term / workin	g capital requirement	of the Company.
h.	Credit rating obtained					
	Name of the Credit Rating Ag	gency	1 1	ICRA Limited (ICRA)		
	Dating Obtained		b) CARE Rating Limited (CARE) a) [ICRA] MA+			
	Rating Obtained		a) [ICRA] MA+ b) CARE A (FD); Stable [Single A (Fixed Deposit); Outlook: Stable] from CARE			
	Meaning of the rating obtained		Instruments with this rating are considered to have adequate credit quality rating and degree of safety regarding timely servicing of financial obligations. Such instruments carry average credit risk.			
	Date on which rating was obt	ained	 a) 12th July, 2019 from ICRA b) 25th September, 2018 from CARE 			
i.	Extent of deposit insurance, ; Name of the Insurance Company, terms of the insurance coverage, duration of coverage, extent of coverage, procedure for claim in case of default etc.		As Ins w.e der ava	per Companies (Amendme urance has been omitted vide l of. 15-08-2018 and prior to the posits without deposit insurance a proviso to rule 5 (1) of the C	ent) Act, 2017, prov MCA Notification No. at MCA had permitte ance contract till 31s product, whichever	S.O. (E) dated 05/07/2018 d the Companies to accept March, 2018 or till the is earlier through insertion



j.	Short particulars of the charge created or to be created for securing such deposits,		N.A.	
	if any			
k.	Any financial or other material interest of	Directors and their Relatives have invested in the Deposit Scheme of the Company, however their interest is at par and rank pari passu with the interest of		
	the directors, promoters or key managerial personnel in such deposits and the effect of			1 passu with the interest of
	such interest in so far as it is different from		ompuny.	
	the interests of other persons			
3.	DETAILS OF ANY OUTSTANDING DEF	POSITS		
a.	Amount Outstanding			
b.	Date of acceptance			
c.	Total amount accepted			
d.	Rate of Interest			
e.	Total number of depositors			
f.	Default, if any, in repayment of deposit		Nil	
	and payment of interest thereon, if any including number of depositors, amount			
	and duration of default involved			
g.	Any waiver by the depositors, of interes	t		
	accrued on deposits			
4.	FINANCIAL POSITION OF THE COMP	ANY		
a.	Profits of the Company, before and after n the date of issue of circular or advertiseme		or the three financial years	immediately preceding
				(₹ in Millions)
Parti	iculars	Year ended 31.03.2019	Year ended 31.03.2018	Year ended 31.03.2017*
Profi	t/(Loss) Before Tax	2,793.04	2,041.60	1,262.51
Profi	t/(Loss) After Tax	1,818.71	1,445.56	938.28
b.	Dividends declared by the company in resp (Cash profit after tax plus interest paid or		ial years; Interest coverage	ratio for last three years
Parti	iculars	Year ended	Year ended	Year ended
		31.03.2019	31.03.2018	31.03.2017*
	lend Proposed/ Declared (₹ in Millions) luding Dividend Distribution Tax	114.18	78.36	46.68
	rest coverage ratio	3.05	2.83	2.01
c.	A summary of the financial position of the date of issue of circular or advertisement	Company as in the three a	nudited balance sheets imm	nediately preceding the
				(₹ in Millions)
ASSI	ETS	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017*
Non	-Current Assets			
Prop	erty, Plant and Equipment	4,856.77	4,039.50	4,024.75
Capital Work-in-Progress		316.06	229.81	31.54
Other Intangible Assets		29.78	30.31	27.26
Financial Assets		90.51	71.57	97.00
Other Non-Current Assets		92.14	118.79	13.99
	ent Assets	22,257.86	17,676.15	14,761.60
TOTAL		27,643.12		
		27,043.12	22,166.13	18,956.14
EQU	ITY AND LIABILITIES			



Equity:			
Equity Share Capital	157.85	156.72	155.59
Other Equity	7,631.08	5,888.60	4,453.54
Liabilities :	, , <u>, , , , , , , , , , , , , , , , , </u>		
Non-Current Liabilities	1,721.40	1,922.27	1,167.32
Current Liabilities	18,132.79	14,198.54	13,179.69
TOTAL	27,643.12	22,166.13	18,956.14
d. Audited Cash Flow Statement for the th	ree years immediately preced	ding the date of issue of cir	cular or advertisement
			(₹ in Millions)
	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017*
(A) CASH FLOW FROM OPERATING ACT	IVITIES		
Net Profit before tax and Extraordinary items	2,793.04	2,041.60	1,262.51
Adjustments for:			
Depreciation and Amortisation Expenses	339.48	322.30	284.04
Dividend received	(0.22)	(0.04)	(0.04)
(Profit)/Loss on Investment	-	-	-
Interest Income	(36.83)	(6.48)	(5.10)
Interest / Finance Charges	1,361.54	1,113.04	1,244.25
Share based payment Expenses	18.68	33.04	62.56
Provision for leave encashment/ Gratuity	25.92	28.85	17.00
Provision for Expected Credit Loss (ECL)	5.26	4.09	43.94
Provision for Warranty	4.07	1.05	5.41
Fair Value adjustment due to security deposit / Loan to Staff	0.51	0.18	0.35
FCMITDA Written Off	-	-	8.59
Fixed Assets written off	2.83	3.58	1.71
Loss on sale of Assets	1.21	1.36	0.36
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	4,515.49	3,542.57	2,925.58
Working Capital adjustments :			
(Increase)/Decrease in Trade & Other Receivables	(2,084.66)	(1,930.23)	(2,390.98)
(Increase)/Decrease in Inventories	(1,340.49)	(566.64)	(764.57)
Increase/(Decrease) in Trade & Other Payables	6,014.46	1,375.43	245.70
Cash Generated from operations	7,104.80	2,421.13	15.73
Direct Taxes paid	(865.04)	(527.52)	(304.22)
Net Cash from operating activities	6,239.76	1,893.61	(288.49)
(B) CASH FLOW FROM INVESTING ACTIV	VITIES		
Purchase of Fixed Assets and other capital expenditure	(1,223.11)	(655.82)	(625.06)
Sale of Fixed Assets	2.87	8.15	6.52
Sale of Investments	0.00	0.25	0.00



Investments in Subsidiary (₹ Nil, Previous Year ₹ 3,988/-)	-	0.00	0.00
Investment in Associate Company (₹ 2,349/-, Previous Year ₹ Nil)	0.00	-	-
Interest Income	36.83	6.48	5.10
Dividend Received	0.22	0.04	0.04
Investments/proceed from deposits with banks	(1,567.34)	(122.49)	(13.98)
Net Cash from investing activities	(2,750.53)	(763.39)	(627.38)
(C) CASH FLOW FROM FINANCIAL ACTI	IVITIES		
Proceeds from long term borrowings (Banks)	515.30	1,729.51	4.26
Proceeds from long term borrowings (Others)	200.00	-	312.23
Repayment of long term borrowings (Banks)	(904.27)	(437.12)	(348.07)
Repayment of long term borrowings (Others)	(75.00)	(888.75)	(490.00)
Proceeds from finance lease	20.76	6.10	20.89
Repayment of finance lease	(13.11)	(13.54)	(15.02)
Interest Expense / Financial Charges	(1,361.54)	(1,113.04)	(1,244.25)
Inter corporate and other deposits (Net of repayments)	13.19	(31.85)	270.14
Working Capital demand loan from banks	(2,707.82)	101.19	3,803.24
Issue of Equity Share Capital (including premium) upon Exercise of ESOS	19.74	19.74	19.60
Dividend paid to equity shareholders	(78.36)	(46.68)	(38.62)
Dividend Distribution Tax	(16.11)	(9.50)	(7.86)
Net Cash from Financing Activities	(4,387.22)	(683.94)	2,286.54
Net Change In Cash And Cash Equivalents (A+B+C)	(897.99)	446.28	1,370.67
Cash & Cash Equivalents as at 1st April (Opening Balance)	177.71	(268.57)	(1639.24)
Cash & Cash Equivalents as at 31st March (Closing Balance)	(720.28)	177.71	(268.57)
*Figures for the year ended 31.03.2017 have be	en regrouped / rearranged as	per Ind AS.	
e. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Company.	during the last three years and their effect on the profits and the reserves of Section 133 of the Companies Act, 2013 and other recognized accounting practices		
5. A DECLARATION BY THE DIRECTO	RS THAT		
a. the Company has not defaulted in the reparameter payment of interest there on;	the Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on;		
are of the opinion that having regard to the meet its liabilities as and when they becom from the date of issue of the circular or adv	the board of directors have satisfied themselves fully with respect to the affairs and prospects of the Company and that they are of the opinion that having regard to the estimated future financial position of the Company, the Company will be able to meet its liabilities as and when they become due and that the Company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;		
c. the Company has complied with the provis	the Company has complied with the provisions of the Act and the rules made thereunder;		
d. the compliance with the Act and the rules of	the compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government;		
e. the deposits accepted by the company befo			



	f.	in case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty;
٤	g.	the deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement;
1		the deposits accepted by the Company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the Company

Sd/-

(Anil Gupta)

Chairman-cum-Managing Director

DIN: 00006422

Add: A-7, Puspanjali Farm, Bijwasan,

South West, Delhi-110061

Sd/-

(Akshit Diviaj Gupta) **Whole Time Director**

DIN: 07814690

Add: A-7, Puspanjali Farm, Bijwasan,

South West, Delhi-110061

Sd/-

(Pawan Bholusaria) **Independent Director**

DIN: 00092492

Add: 26/11 Shakti Nagar, New

Delhi-110007

Sd/-

(Rajeev Gupta)

Executive Director(Finance) & CFO

DIN: 00128865

Add: D-269. Anand Vihar

Delhi - 110092

Sd/-

(Sadhu Ram Bansal) **Independent Director**

DIN: 06471984

Add: Flat No. 1052, Sanskriti Apts,

Plot No. 35, Sector -10, Dwarka, New Delhi – 110075

Sd/-

(Archana Gupta)

Director

DIN: 00006459

Add: A-7, Puspanjali Farm, Bijwasan,

South West, Delhi - 110061

Sd/-

(Vijay Bhushan) **Independent Director**

DIN: 00002421

Add: B - 5, Swasthya Vihar.

Delhi- 110092

Sd/-

(Vikram Bhartia) **Independent Director**

DIN: 00013654

Add: 271/2, Forest Lane,

Neb Sarai Extn, New Delhi - 110068

Sd/-

(Kishan Gopal Somani) **Independent Director**

DIN:00014648

Add: 163, Tagore Park, New Delhi-110002

Sd/-

(Shalini Gupta) **Independent Director**

DIN: 02361768

Add: H – 801, La Lagune, Golf Course Road, Sun City, Sector – 54, Gurgaon – 122011

Certificate of Statutory Auditor issued pursuant to the Companies (Acceptance of Deposits) Amendment Rules, 2018 which came into force on August 15, 2018.

This is to certify that KEI Industries Limited has not committed any default in the repayment of the deposits or in the payment of any interest on such deposits accepted either before or after the commencement of Companies Act, 2013.

> For Pawan Shubham & Co. **Chartered Accountants**

Sd/-

(CA Pawan Kumar Agarwal)

Membership Number – 092345

FRN: 011573C

Place: New Delhi Date: 05th August, 2019