



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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Voting starts on	Voting ends on
Tuesday, December 17, 2019 (9:00 am onwards)	Wednesday, January 15, 2020 (upto 5:00 pm)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through Postal Ballot/Remote Voting (e-voting):

SPECIAL BUSINESS

1. To approve raising of funds in one or more tranches, by issuance of equity shares by way of qualified institutions placement(s) for an amount not exceeding Rs. 1,000 crore

To consider, and if thought fit, to pass the following resolution(s) as a **Special Resolution(s)**:

“**RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 2 of the Company are listed (“**Stock Exchanges**”, and such equity shares, the “**Equity Shares**”); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (“**GOI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, or any other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company (“**Board**”), which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution, approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot such number of Equity Shares to qualified institutional buyers (as defined under the SEBI ICDR Regulations whether they are holders of the Equity Shares or not, for cash, in one or more

tranches, for an aggregate consideration of up to Rs. 1,000 crore only (Rupees One Thousand Crore Only) (inclusive of such premium as may be fixed on such Equity Shares), through one or more qualified institutions placements (“QIP”), through the issuance of a preliminary placement document and a placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed for the QIP.

RESOLVED FURTHER THAT in terms of the SEBI ICDR Regulations:

- (i) The allotment of the Equity Shares shall be completed within 365 days from the date of passing of this special resolution;
- (ii) The relevant date for the QIP shall be the date on which the Board decides to open said issue;
- (iii) No partly paid-up Equity Shares shall be issued / allotted;
- (iv) The issuance of the Equity Shares by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“**Floor Price**”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- (v) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee; and
- (vi) The Company shall not undertake any subsequent QIP until the expiry of six months from the date of the QIP to be undertaken pursuant to this special resolution.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued, and allotted in terms of this resolution shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, and to give effect to these resolutions, including, without limitation, the following:

- a) Offer, issue and allot the Equity Shares, subject to such terms and conditions, as determined by the Board, in its absolute discretion;
- b) Determining the terms and conditions of the QIP, including among other things, the date of opening and closing of the QIP, pricing (including the determination of any premium or discount, subject to applicable law) and / or finalising the objects of the QIP and the monitoring of the same;
- c) Approve, finalise, and execute the preliminary placement document and the placement document and to approve and finalise any bid cum application form, confirmation of allocation notes, and any other documents in this regard;
- d) Approve, finalise, execute, ratify, and / or amend / modify agreements and documents, including any powers of attorney, lock-up letters, and agreements in connection with the appointment of any intermediaries and / or advisors (including for marketing, listing, trading, and appointment of book running lead managers / legal counsel / bankers / advisors / registrars / any other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- e) Provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;

- f) Seek any consents and approvals, including, among others, consent from the Company's lenders, customers, vendors, and other parties with whom the Company has entered into agreements and from concerned statutory and regulatory authorities;
- g) File requisite documents with the SEBI, Stock Exchanges, the GOI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- h) Seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- i) Open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- j) Acceptance and appropriation of the proceeds of the QIP;
- k) Affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any two directors of the Company or any one director and the Company secretary or one director and such other person as may be authorised by the Board in accordance with the memorandum of association and articles of association of the Company;
- l) Further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, including by the grant of power of attorneys, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the QIP, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and
- m) Do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or from time to time), M/s. S. Chander & Associates, Cost Accountants, appointed by the Board of Directors / Audit Committee of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2019-20, be paid the remuneration of ₹ 3,35,000/- plus Goods and Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for this purpose by the said Cost Auditors.

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

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 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 December 6, 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.
- 3) 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 & Share 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).
- 4) 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 Exchange website (www.bseindia.com and www.nseindia.com).
- 5) 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.
- 6) 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.
- 7) The Board of Directors on December 5, 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.
- 8) The Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
- 9) 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 way 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.
- 10) Members can cast their vote online from Tuesday, December 17, 2019 (9:00 am onwards) till Wednesday, January 15, 2020 (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, January 15, 2020. 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, January 15, 2020. 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, January 15, 2020 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.

- 11) 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.
- 12) 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 or sm@masserv.com with a copy marked to evoting@nsdl.co.in.
- 13) A member cannot exercise his vote by proxy on postal ballot.
- 14) There will be one Postal Ballot Form/e-voting for every DP ID- Client ID/ Folio No., irrespective of the number of joint holders.
- 15) The Scrutinizer's decision on validity of the Postal ballot shall be final.
- 16) 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.
- 17) 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, January 17, 2020. The result of the Postal Ballot will be announced by the Chairman-cum-Managing Director or any person authorized by the Chairman-cum-Managing Director in writing, on or before Friday, January 17, 2020, 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. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Wednesday, January 15, 2020 i.e. being the last date of receiving postal ballot forms and e-voting.
- 18) 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 January 15, 2020.
- 19) In case of any queries, you may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer at cs@kei-ind.com and or Registrar and Share Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi -110 020, Ph:-+91-11-26387281/82/83, Fax:-+91-11-26387384, e-mail:-info@masserv.com, website: www.masserv.com.
- 20) 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” (e-voting event number) 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

The Company anticipates growth opportunities in its operations and continues to evaluate various avenues for organic and inorganic growth. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital for the purposes of pre-payment and / or repayment of our outstanding indebtedness, funding the long term growth of its existing businesses and capital expenditure of the Company, financing other long term capital, working capital, and general corporate requirements, and / or any other purposes, as may be permissible under applicable law and approved by the board of directors of the Company (“Board”) / its duly constituted committee.

In line with the above, the Company proposes to raise funds through the issuance of equity shares of face value of ₹ 2 of the Company (“Equity Shares”) for an aggregate consideration of up to Rs. 1,000 crore only (Rupees One Thousand Crore Only) to qualified institutional buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”)), whether they are holders or not, for cash, in one or more tranches through one or more qualified institutions placements (“QIP”), in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof (“Companies Act”); and (c) other applicable law. Accordingly, the Board, at its meeting held on December 5, 2019, subject to the approval

of the members of the Company, approved the issuance of Equity Shares at such price and on such terms and conditions as may be deemed appropriate by the Board/its duly constituted committee at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and / or other advisor(s) appointed in relation to the QIP, in accordance with applicable laws, and subject to regulatory approvals (as necessary).

In terms of Section 62(1)(c) of the Companies Act, 2013, equity shares may be issued to persons who are not the existing shareholders of a company, if the company is authorised by a special resolution passed by its members.

Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law.

The Equity Shares offered, issued, and allotted by the Company pursuant to the QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank, in all respects, pari passu with the existing Equity Shares of the Company.

The pricing of the Equity Shares shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board/its duly constituted committee, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the price determined in accordance with the SEBI ICDR Regulations.

The 'relevant date' for the purpose of the QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date on which the Board / its duly constituted committee decides to open the QIP, which shall be subsequent to receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board / its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead manager(s) and / or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post – QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board / its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Companies Act, 2013; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

The approval of the members is being sought to enable the Board / its duly constituted committee, to decide on the issuance of Equity Shares, to the extent and in the manner stated in the special resolution, as set out in item no. 1 of this notice, without the need for any fresh approval from the members of the Company in this regard.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The proposed QIP is in the interest of the Company and the Board recommends the resolution set out at item no. 1 of the notice for the approval of the members as a special resolution.

Item No.2

M/s. S. Chander & Associates, Cost Accountants, were re-appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee, to audit the cost records maintained by the Company in connection with manufacture of Electrical Cables, Wires and Stainless Steel Wires for the Financial Year ending 31st March, 2020 at a remuneration of ₹ 3,35,000/- plus Goods and Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors/ Audit Committee, is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2020.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

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

**Place: New Delhi
Date: December 5, 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**



KEI INDUSTRIES LIMITED

(CIN : L74899DL1992PLC051527)

Regd. Office : D-90, Okhla Industrial Area, Phase-I, New Delhi-110020
Ph. No. : +91-11-26818840, 26818642, Fax : +91-11-26811959, 26817225
E-mail : cs@kei-ind.com, Website : www.kei-ind.com

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 Shareholders(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 shares 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 December 5, 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.	Raising of funds in one or more tranches, by issuance of equity shares by way of qualified institutions placement (QIP) for an amount not exceeding Rs. 1000 crore.			
2.	Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2019-2020.			

Place : _____
Date : _____

Signature of the Shareholder _____

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note :

- Kindly read the instructions printed overleaf before filling the form.
- Last date for receipt of Postal Ballot Forms is Wednesday, January 15, 2020.

P.T.O.

INSTRUCTIONS

1. 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.
2. 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.
3. Duly completed Postal Ballot Form should reach the Scrutinizer of the Company on or before the close of working hours i.e. 5:00 pm on Wednesday, January 15, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. 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.
6. 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.
7. A Shareholder need not use all the votes or cast all the votes in the same way.
8. 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.
9. 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" (e-voting event number) 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.