



Wires & Cables

KEI INDUSTRIES LIMITED

(CIN: L74899DL1992PLC051527)

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

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act 2013, read with Rule 20 and 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
Saturday, March 26, 2022 (9:00 am onwards)	Sunday, April 24, 2022 (upto 5:00 pm)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), 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 ordinary resolution appended below are proposed to be passed by the members of the Company through Postal Ballot/ Remote Voting (e-voting).

In compliance with the aforesaid MCA Circulars, this Notice of Postal Ballot is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Notice of Postal Ballot.

SPECIAL BUSINESS

1. Re-appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690), as Whole-Time Director of the Company for a period of 5 years.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the

authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors at their Meetings held on January 27, 2022, consent of the Members be and is hereby accorded for the re-appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) as the Whole-time Director of the Company for a further period of Five (5) years from May 10, 2022 to May 09, 2027, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice as it may deem fit in the best interest of the Company and agreed to with Mr. Akshit Diviaj Gupta, and the Board of Directors is hereby authorized to alter and vary such terms of appointment and remuneration as may be agreed to, by the Board of Directors and Mr. Akshit Diviaj Gupta, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient 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 Resolution 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 details of the Director seeking re-appointment, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’) and the Act (including Secretarial Standard-2), are appended hereto and form part of this Notice;
- 3) In compliance with the MCA Circulars, the Notice is being sent electronically only to those Members, 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’) and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository

Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) as on Friday, March 18, 2022 (cut-off date). Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company's (RTA/ Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice given under Note No. 15.

- 4) Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.kei-ind.com or from NSDL's website at www.evoting.nsdl.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
- 5) The Board of Directors on March 24, 2022, 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, 03rd Floor, South Patel Nagar, Opposite Jaypee Siddharth Hotel, New Delhi-110008, as Scrutinizer to Scrutinize 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.
- 6) 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 member's facility to exercise their rights to vote on resolutions proposed to be passed by means of electronic means ("e-voting"). The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure and instructions for the shareholders for e-voting forms part of this Notice given under Note No. 15.
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-110020.
- 7) Members can cast their vote online from Saturday, March 26, 2022 (9:00 am onwards) till Sunday, April 24, 2022 (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 Sunday, April 24, 2022. During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting

module shall be disabled by NSDL for voting thereafter. Once a vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- 8) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date; Friday, March 18, 2022.
Members holding shares in physical mode may registered their email id and Mobile No. by submitting form ISR-1 with Mas Services Limited at their Registered Address, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020, alongwith self-attested copy of Pan Card and copy of Share Certificate. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@kei-ind.com / info@masserv.com.
- 9) The Scrutinizer's decision on validity of the Postal ballot shall be final.
- 10) The vote in this Postal Ballot cannot be exercised through proxy.
- 11) 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.
- 12) 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 Tuesday, April 26, 2022. 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 Tuesday, April 26, 2022, 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. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Sunday, April 24, 2022 i.e. being the last date of e-voting.
- 13) All relevant documents are available for inspection of the shareholders via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at cs@kei-ind.com.
- 14) In case of any queries, you may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer at cs@kei-ind.com and the Registrar and Share Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi -110020, Ph:-+91-11-26387281/82/83, Fax:-+91-11-26387384, e-mail:- info@masserv.com, website: www.masserv.com.
- 15) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

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PROCEDURE/INSTRUCTIONS FOR E-VOTING:


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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account

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number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skbatrapcs@gmail.com or cs@kei-ind.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out

in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kei-ind.com / info@masserv.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@kei-ind.com / info@masserv.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 above mentioned resolution.

Item No. 1

Mr. Akshit Diviaj Gupta is a young and dynamic professional with a strong entrepreneurial background. He has experience in handling EPC projects and sales & marketing functions of the Company. He holds a BBA degree in Management, an Honorary Graduate Fellowship, and has an acute interest and knowledge of diverse business activities. He was Appointed as a Whole-time Director on the Board of the Company on 10th May, 2017. Prior to that, with effect from 01.06.2016, he was acting as a General Manager (Business Development).

At the 25th Annual General Meeting of the Company, Mr. Akshit Diviaj Gupta was appointed as the Whole-time Director of the Company for a term of 5 (five) consecutive years commencing from May 10, 2017 to May 09, 2022.

The Board of Directors at its meeting held on January 27, 2022, based on the recommendation of the Nomination & Remuneration Committee on its meeting dated January 27, 2022, has recommended the re-appointment of Mr. Akshit Diviaj Gupta (DIN: 07814690) for another term of 5 (five) consecutive years with effect from May 10, 2022 to May 09, 2027. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Akshit Diviaj Gupta signifying his candidature as a Whole-time Director of the Company.

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In terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Act and the Rules made thereunder and applicable provisions of the SEBI Listing Regulations, the re-appointment of Mr. Akshit Diviaj Gupta as Whole-time Director of the Company requires approval of members by way of an Ordinary resolution.

Brief details of Mr. Akshit Diviaj Gupta pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are as follows:

Name of Director	Mr. Akshit Diviaj Gupta
Date of Birth	15.03.1992
Nationality	Indian
DIN	07814690
Date of re-appointment	With effect from May 10, 2022 for the period of five (05) years
Date of First Appointment	10.05.2017
Appointed as	Whole-time Director
Category	Executive
Qualification	BBA degree in Management and Honorary Graduate Fellowship
Expertise in specific areas	Sales and Marketing, Business Development and Project Management
Name of other listed entitie(s) in which he also holds the directorship	None
Listed entities from which he has resigned in the past three years	None
Name of Committee(s) of listed entitie(s) in which he is Chairman/ Member	None
Number of Shares held in the Company	Nil
Relationship with Other Director(s) in the Company	He is son of Mr. Anil Gupta, Chairman-cum-Managing Director and Mrs. Archana Gupta, Non-Executive Director.
Terms of Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Re-appointment as the Whole-time Director of the Company for another term of 5 (five) consecutive years effective from May 10, 2022 on terms and conditions as specified in this Notice and Explanatory Statement. The remuneration last drawn was Rs. 6,40,000 /- p.m.

The remuneration payable to Mr. Akshit Diviaj Gupta shall be determined by the Board from time to time within the maximum limits set forth under the applicable provisions of the Act and as per the Remuneration Policy of the Company:

1. Period	from May 10, 2022 to May 09, 2027
2. Remuneration	
a. Salary	Rs. 2,56,000/- per month upto maximum basic salary of Rs.5,00,000/-per month.
b. Perquisites	For this purpose perquisites are classified into three categories A, B, and C, subject to maximum annual increments upto 30% p.a. in each category / allowances / headings as approved by the Board / Committee and Nomination and Remuneration Committee:

Category-A

i) Housing:

Rent allowance at the rate of Rs. 1,28,000/- per month

ii) Other Allowances:

(a) Special Allowance: Rs. 1,58,552/- per month

(b) Conveyance Allowance: Rs. 76,800/- per month

iii) **Medical Reimbursement:** Expenses incurred for himself and his family as per Company rules.

iv) **Leave Travel Allowance:** Leave Travel Allowance for self and members of his family as per Company rules.

v) **Leave Encashment and other entitlements:** Leave encashment and other entitlements as per Company rules.

vi) **Bonus:** As per policies and rules of the Company.

vii) **Personal Accident Insurance / Term Life Insurance:** As per policies and rules of the Company.

Category – B

The company's contribution for him to provident fund, superannuation fund or annuity fund in accordance with the Rules and Regulations of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

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

Mr. Akshit Diviaj Gupta is neither disqualified from being appointed as Director in terms of provisions of Section 164 of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

The total remuneration and perquisites / benefits contemplated above, including contribution towards PF / superannuation fund, annuity fund, gratuity fund, etc. payable to all the Whole-time Director(s) of the Company shall not exceed 5% where there is only one Whole-time Director(s), and 10% where there are more than one Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Act. In the absence, or, inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Akshit Diviaj Gupta under Section 190 of the Act.

Mr. Akshit Diviaj Gupta attended all Five Board Meetings held from the period April 01, 2021 till March 24, 2022.

Mr. Akshit Diviaj Gupta is interested in the resolution set out at Item No. 1 of the Notice of Postal Ballot, as the same relates to his re-appointment and remuneration payable to him. Mr. Anil Gupta and Mrs. Archana Gupta being related to Mr. Akshit Diviaj Gupta are deemed to be interested in the resolution. The relatives of Mr. Akshit Diviaj Gupta may also be deemed to be interested in the resolution to the extent of their shareholding in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No. 1 of the Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 1 for approval of the members.

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

**Place: New Delhi
Date: March 24, 2022**

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

CIN: L74899DL1992PLC051527

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