



## KEI INDUSTRIES LIMITED

(CIN: L74899DL1992PLC051527)

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

E-mail id: [cs@kei-ind.com](mailto:cs@kei-ind.com); Website: [www.kei-ind.com](http://www.kei-ind.com)

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

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 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
Friday, January 12, 2024 (9:00 a.m. onwards)	Saturday, February 10, 2024 (upto 5:00 p.m.)

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, (the Act), read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable provisions, including any statutory modification or re enactment thereof for the time being in force, that the Resolution set out below is proposed to be passed by shareholders of the Company through postal ballot through remote e-voting process only. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Companies Act, 2013, pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to Section 108 & 110 of the Companies Act, 2013 read with rules framed thereunder and the MCA circulars, the manner of the voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, in accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the aforesaid Circulars, this Notice is being sent by email to the members whose email addresses are available with the depositories for communication purposes or obtained directly from the members. The same is also available on the Company’s website at [www.kei-ind.com](http://www.kei-ind.com), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Board of Directors has appointed Mr. Sumit Kumar, Practicing Company Secretary (Membership No FCS-7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries, 3393, 03<sup>rd</sup> Floor, South Patel Nagar, Opposite Jaypee Siddharth Hotel, New Delhi-110008, as the Scrutinizer for conducting the Postal Ballot

process in a fair and transparent manner. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

Upon completion of e-voting, the Scrutinizer will submit his report to the Chairman-cum-Managing Director of the Company. 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 February 13, 2024 at 05.00 p.m. The result would be intimated to the Stock Exchanges where the Company’s shares are listed and displayed along with the Scrutiniser’s report on the Company’s website at [www.kei-ind.com](http://www.kei-ind.com) under Investor Relations section.

### SPECIAL BUSINESS

**1. To consider and approve re-appointment of Ms. Shalini Gupta (DIN: 02361768) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (“SEBI Listing Regulations”) and 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) and the provisions of the Articles of Association of the Company, Ms. Shalini Gupta (DIN: 02361768), who was appointed as an Independent Director of the Company by the members for a term of 5 (five) consecutive years commencing from February 18, 2019 to February 17, 2024, has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI 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 her 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 February 18, 2024 to February 17, 2029, on the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

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

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

**Place: New Delhi  
Date: January 08, 2024**

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

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, 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](http://www.kei-ind.com) under Investor Relations 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, January 05, 2024 (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](http://www.kei-ind.com) or NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A Copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
- 5) The Board of Directors on January 08, 2024, has appointed Mr. Sumit Kumar, Practicing Company Secretary (Membership No FCS-7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries, 3393, 03<sup>rd</sup> 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 resolution 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-110 020.

- 7) Members can cast their vote online from Friday, January 12, 2024 (9:00 a.m. onwards) till Saturday, February 10, 2024 (upto 5:00 p.m.) 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 p.m. on Saturday, February 10, 2024. 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. 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 i.e. Friday, January 05, 2024.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses and Mobile No. by submitting form **ISR-1** with Mas Services Limited at their Registered Address, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020, alongwith self-attested copy of Pan Card and copy of Share Certificate or by writing to the Company at [cs@kei-ind.com](mailto:cs@kei-ind.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. 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](mailto:cs@kei-ind.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 or before Tuesday, February 13, 2024. The result of the Postal Ballot/E-voting will be announced by the Chairman-cum-Managing Director or any person authorized by the Chairman-cum-Managing Director in writing, (on or before 5:00 p.m. on Tuesday, February 13, 2024) 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)), the results along with Scrutinizer’s report will also be placed on Company’s website i.e. [www.kei-ind.com](http://www.kei-ind.com) under Investor Relations section and on the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Saturday, February 10, 2024 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/E-voting results. Members can inspect the same by writing an e-mail to the Company at [cs@kei-ind.com](mailto: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](mailto:cs@kei-ind.com) and the Registrar and Share Transfer Agent M/s. MAS SERVICES LTD., T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi -110020, Ph:-+91-11-26387281/82/83, Fax:-+91-11-26387384, e-mail:- [investor@masserv.com](mailto:investor@masserv.com), website: [www.masserv.com](http://www.masserv.com)
- 15) 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:

**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 No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on options available against company name or <b>e-voting service provider - NSDL</b> and you will be redirected to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID or 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

- 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, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- 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 1*** and EVEN is 127498 then User ID is 1274980000001, if folio number is B-1 then User ID is 127498B000001

5. Your password details 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. 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 with the depositories, for procuring User ID and Password and for registration of email ID for e-voting, please follow the steps mentioned below:
  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](http://www.evoting.nsdl.com).
    - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account 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.
3. Now you are ready for e-voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options 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.

**Process for those shareholders whose email IDs are not registered with the depositories for procuring User ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:**

- a) In case shares are held in physical mode please send Form ISR-1, ISR-2 and SH-13 to our Registrar and Transfer Agent i.e. M/s. MAS Services Limited.
- b) In case shares are held in demat mode, please update your email id with your depository participant.
- c) However, if you are an individual shareholder you can generate your password as explain above in e-voting instructions.
- d) Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and password for e-voting by providing above mentioned documents.
- e) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

**General Guidelines for shareholders**

1. For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may contact Mr. Kishore Kunal, AVP (Corporate Finance) & Company Secretary 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.
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](http://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](http://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](mailto:evoting@nsdl.co.in)

**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" 127498 (e-voting even number) of "KEI Industries Limited";

**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**

Ms. Shalini Gupta is an Independent Director on the Board of KEI Industries Limited. she joined the Board of Directors (the “Board”) of the Company on February 18, 2019. On March 27, 2019, the members of the Company, approved the appointment of Ms. Shalini Gupta as an Independent Director under the Companies 2013 (“the Act”) for a term of 5 (five) years from February 18, 2019 to February 17, 2024 through postal ballot. The term of Ms. Shalini Gupta is due for retirement as an Independent Director on February 17, 2024.

In accordance with Section 149 (10) and (11) of the Companies Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Ms. Shalini Gupta is an accomplished corporate leader with over 25 years of global experience. Currently, she runs a boutique leadership consulting firm focused on Executive Search, HR Advisory and Leadership Development. She helps organizations dramatically improve performance through focus on leadership & talent. She has worked with a large number of clients and senior executives who have built distinguished careers in successful companies. Ms. Shalini Gupta has spent most of her career in hi-tech, having worked in a multitude of roles that involved large transformations, building high-performing teams and working closely with CEOs and founders to define organization strategy and executing on it. She is an advocate for increasing the number of women in STEM education and mentor’s young women professionals who are building their career in STEM.

Brief details of Ms. Shalini Gupta, the nature of her expertise and experience, with other details relating to her directorship, are annexed to this Notice. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing candidature of Ms. Shalini Gupta for the office of Independent Director for a second term. The Company has received from Ms. Shalini Gupta her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act and Regulation 16 of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

The Nomination and Remuneration Committee (NRC) of the Board of Directors at its meeting held on January 08, 2024, on the basis of the report of performance evaluation and skills, vast experience and expertise possessed by Ms. Shalini Gupta, has recommended reappointment of Ms. Shalini Gupta, as Independent Director for a second term.

The Board at its meeting held on January 08, 2024, based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Ms. Shalini Gupta, particularly, her knowledge of Executive Search, HR Advisory and Leadership Development, approved the re-appointment subject to approval of shareholders. In the opinion of the Board, Ms. Shalini Gupta fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder, she is not debarred from holding the office of director by virtue of any SEBI order and she is independent of the management. The Board recommends the re-appointment of Ms. Shalini Gupta as an Independent Director for the second term from February 18, 2024 upto February 17, 2029 subject to approval of shareholders. Your Directors recommend the resolution set forth in Item no. 1 for the approval of the Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Ms. Shalini Gupta or her relatives, to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

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

Name of Director	Ms. Shalini Gupta
Date of Birth	09.11.1974
Nationality	Indian
DIN	02361768
Date of re-appointment	With effect from February 18, 2024 to February 17, 2029 for the period of five (05) years
Date of First Appointment	18.02.2019
Appointed as	Independent Director
Category	Non-Executive
Qualification	B.E.(Mechanical), M.B.A
Brief Profile	Ms. Shalini Gupta is an accomplished corporate leader with over 25 years of global experience. Currently, she runs a boutique leadership consulting firm focused on Executive Search, HR Advisory and Leadership Development. She helps organizations dramatically improve performance through focus on leadership & talent. She has worked with a large number of clients and senior executives who have built distinguished careers in successful companies. Ms. Shalini Gupta has spent most of her career in hi-tech, having worked in a multitude of roles that involved large transformations, building high-performing teams and working closely with CEOs and founders to define organization strategy and executing on it. She is an advocate for increasing the number of women in STEM education and mentors young women professionals who are building their career in STEM.
Nature of Expertise in Specific Functional Areas;	She has a rich experience in the field of Executive Search, HR Advisory and Leadership Development.
Skills and Capabilities required for the role and the manner in which Ms. Shalini Gupta meets such requirements	The NRC considered the performance of Ms. Shalini Gupta as a Member of the Board, also considered her educational background and rich professional experience in the areas of Executive Search, HR Advisory and Leadership Development. Considering the above attributes and her valuable contribution to the Company, Board deliberations, the NRC is of the view that Ms. Shalini Gupta fulfills the criteria of skills and capabilities required on the Board and that her continued association would be beneficial to the Company.
Terms and conditions of re-appointment	Ms. Shalini Gupta will serve for a second term of 5 (Five) consecutive years commencing from February 18, 2024 to February 17, 2029.
Names of Listed Entities in which Ms. Shalini Gupta also holds the Directorship and the Membership of Committees of the Board	None
Name of Committee(s) of KEI Industries Limited in which Ms. Shalini Gupta is Chairman/Member	None
Listed Entities from which Ms. Shalini Gupta has resigned as Director in past three years.	None
Number of Shares held in the Company (including shareholding as a beneficial owner)	NIL
Number of Board Meetings attended during the year (as on the date of this Notice)	During the financial year (till 08.01.2024), the Board met Three times. Ms. Shalini Gupta attended all the Three Board Meetings.
Remuneration Last Drawn (as on the date of this Notice)	Ms. Shalini Gupta is paid remuneration by way of sitting fees for attending meetings of the Board. For Financial Year 2022-23, Ms. Shalini Gupta was paid total sitting fees of ₹ 3,00,000/- (for her services as an Independent Director of KEI Industries Limited). For Financial Year 2023-24 (till 08.01.2024), Ms. Shalini Gupta was paid sitting fee of ₹ 2,25,000/- (for her services as an Independent Director of KEI Industries Limited).

Disclosure of Relationships Between Directors Inter-Se;	There is no <i>inter se</i> relationship between Ms. Shalini Gupta, other Members of the Board and Key Managerial Personnel of the Company.
---	---

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

**Place: New Delhi  
Date: January 08, 2024**

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

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