



# KEI Industries Limited

Registered and Corporate Office: D-90, Okhla Industrial Area, Phase-I, New Delhi- 110020 CIN: L74899DL1992PLC051527  
Tel.: +91-11-26818840/8642/0242, Email: [info@kei-ind.com](mailto:info@kei-ind.com) Website: [www.kei-ind.com](http://www.kei-ind.com)

**KEI/BSE/2024-25**

**Date: 24.02.2025**

**The Manager,  
BSE Limited  
Listing Division,  
25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai- 400 001**

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) w.r.t. proceedings of the Postal Ballot.**

Dear Sir / Madam,

Pursuant to Regulation 30 read with schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of resolution passed by the shareholders of the Company through Postal Ballot remote e-voting process on February 21, 2025, for the following special business:

1. To consider and approve re-appointment of Mr. Rajeev Gupta (holding DIN: 00128865) as Executive Director (Finance) & CFO of the Company for a period of five (5) years.

You are requested to take the above information on records.

**Thanking You  
Yours truly,  
For KEI INDUSTRIES LIMITED**

**(KISHORE KUNAL)  
VP (CORPORATE FINANCE) & COMPANY SECRETARY  
FCS No.: 9429  
CC:**

**The National Stock Exchange of India Ltd.  
Listing Division, Exchange Plaza, Plot No. C/1,  
G Block, Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051**

**The Calcutta Stock Exchange Ltd.  
The Senior Manager, Listing Division,  
7, Lyons Range, Kolkata-700001**

**Works-I : Bhiwadi** : SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan); Tel : 01493-220106/221731, E-mail: [bhiwadi@kei-ind.com](mailto:bhiwadi@kei-ind.com)  
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**Offices** : **Chennai** : No.04, (Old No.23) SIR C P Ramasamy Road, 2<sup>nd</sup> Floor, Near Apollo Spectra Hospital, Alwarpet, Chennai-600018; Tel : 044-42009120  
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## **PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) BY MEMBERS OF THE COMPANY ON FEBRUARY 21, 2025, RESULTS OF WHICH WERE DECLARED ON FEBRUARY 24, 2025.**

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, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 respectively 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 read with the circular SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“SEBI”) 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, the company has issued the postal ballot notice dated January 21, 2025 to obtain approval of shareholders.

In compliance with the aforesaid Circulars, the postal ballot notice dated January 21, 2025 was sent to all the Members whose names appeared on the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, January 17, 2025 (cut-off date). For the Members whose e-mail ids were registered, the Company sent the postal ballot notice to their email addresses registered with their Depository Participant, on Wednesday, January 22, 2025. A newspaper advertisement as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 was published in Financial Express (English Language) -All Editions and Jansatta (Hindi Language) – Delhi Edition Newspapers on Thursday, January 23, 2025.

The Company had availed the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility to the equity shareholders of the Company for the resolution proposed in the postal ballot notice.

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The Notice 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 appointed Mr. Sumit Kumar, Proprietor of M/s S K Batra & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The remote e-voting facility was kept open from Thursday, January 23, 2025 (9.00 A.M. onwards) (IST) to Friday, February 21, 2025 (upto 5.00 P.M.) (IST) and thereafter, Scrutinizer had unblocked the remote e-voting process and downloaded the results from e-voting website of NSDL, i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The Scrutinizer submitted his report on postal ballot & e-voting process to the Chairman-cum-Managing Director of the Company on Monday, February 24, 2025.

## **Resolution No.1:**

### **To consider and approve re-appointment of Mr. Rajeev Gupta (holding DIN: 00128865) as Executive Director (Finance) & CFO of the Company for a period of five (5) years.**

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and subject to the approval of shareholders and provisions of Sections 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Board hereby accord its approval for the re-appointment of Mr. Rajeev Gupta (holding DIN:00128865) as Whole-time-Director (Designated as Executive Director (Finance) & CFO) of the Company for a further period of 5 years commencing from June 01, 2025 to May 31, 2030 on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Rajeev Gupta.

<b>1. Period</b>	from June 01, 2025 to May 31, 2030
<b>2. Remuneration</b>	
<b>a. Salary</b>	Rs. 6,55,122/- basic salary per month w.e.f. June 01, 2025 with annual increment decided by the Board based on the recommendation of the Nomination and Remuneration Committee.

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<b>b. Perquisites</b>	For this purpose perquisites are classified into three categories A, B and C with annual increment as decided by the Board based on the recommendation of the Nomination and Remuneration Committee.
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## Category-A

- i) **Housing:** Rent allowance at the rate of Rs. 2,83,861/- per month
- ii) **Other Allowances:**
  - (a) Special Allowance: Rs. 4,10,473/- per month
  - (b) Conveyance Allowance: Rs.1,74,557/- 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.
- viii) **The perquisite value of Employees Stock Options that may be granted to Mr. Rajeev Gupta, shall be in addition to the remuneration as mentioned herein.**

## Category-B

The Company's contribution for him to provident fund, superannuation fund, gratuity fund and 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.

## Category-C

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.

**RESOLVED FURTHER THAT** the minimum salary and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure of office shall be as per Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."





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Result of voting through Postal Ballot and e-voting was as follows:

S No.	Particular of Resolution	Type of Resolution	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes, if any	
			Nos.	Nos.	%	Nos.	%	Nos.	%
1.	To Consider and approve re-appointment of Mr. Rajeev Gupta (holding DIN: 00128865) as Executive Director (Finance) & CFO of the Company for a period of five (5) years.	Ordinary Resolution	76616176	74059222	96.66%	2556954	3.34%	NA	NA

The Chairman noted the results of voting as stated above and it was declared and recorded that all the Resolution as set out in the Notice of Postal Ballot dated January 21, 2025, were duly passed by the members on Friday, February 21, 2025 with requisite majority.

The Voting results pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer Report, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 was submitted to the Stock Exchange within the stipulated timelines.

## For KEI INDUSTRIES LIMITED

**(KISHORE KUNAL)**  
**VP (CORPORATE FINANCE) & COMPANY SECRETARY**  
**FCS No.: 9429**

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