

KEI/BSE/2018-19

Date: 19.09.2018

The Manager
BSE Limited
Listing Division
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Subject: Proceedings, Voting Results and Scrutinizer Report for E-voting & Poll in respect of 26th AGM held on September 19, 2018

Dear Sir / Madam,

This is to inform you that the members at the 26th Annual General Meeting (AGM) of the Company held on Wednesday, 19th September, 2018 at 10.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003, inter alia, have approved the following resolutions:

Ordinary Business:

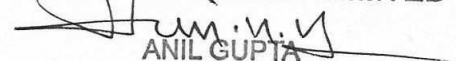
1. Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Report of Board of Directors and Auditors of the Company thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon (**Ordinary Resolution**).
2. Approval for payment of dividend of ₹ 1.00/- per share (i.e @ 50 %) on each equity shares of ₹ 2/- (**Ordinary Resolution**).
3. Re-appointment of Mrs. Archana Gupta (DIN: 00006459) as Director who retires by rotation and being eligible, offers herself for re-appointment (**Ordinary Resolution**).

Special Business:

4. Approval for Re-appointment of Mr. Anil Gupta (holding DIN:00006422) as Chairman-cum-Managing Director of the Company (**Special Resolution**).
5. Approval for Appointment of Mr. Sadhu Ram Bansal (holding DIN: 06471984) as Independent Director (Non-Executive) of the Company for a term of 5 (Five) years commencing from January 24, 2018 to January 23, 2023 (**Special Resolution**).
6. Approval of Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 (**Special Resolution**).

Works-II : Bhiwadi : SP-920, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel : 01493-220106, 221731 Fax : 01493-221732.
Works-III : Silvassa : 99/2/7, Madhuban Istrial Estate, Rakholi, Silvassa UT of D &N.H-396240. Tel/Fax : 0091-260-2644404, 2630944,2645896
Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803363 Fax : 044-24803404.
Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
Kolkata : Arihant Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Telfax : 033-40620820/4062

For KEI INDUSTRIES LIMITED


ANIL GUPTA

Chairman-Cum-Managing Director
DIN NO: 00006422

7. Approval for Creation of mortgage/charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 (**Special Resolution**).
8. Ratification of remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2017-18 (**Ordinary Resolution**).

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretary (ICSI), the Company had provided e-voting & polling facility to its Shareholders whose names appeared on the Register of Members of the Company as on cut off date (i.e. 12th September, 2018) for the purpose of e-voting of the resolutions as set out in the Notice for the 26th Annual General Meeting of the Company.

The e-voting facility was made available to the members through National Securities Depository Limited (NSDL) portal and was kept open from 16th September, 2018 (9.00 A.M.) (IST) to 18th September, 2018 (5.00 P.M.) (IST). In addition to the e-voting, polling was also conducted at the venue of the Annual General Meeting by distribution of ballot papers to the members attending the meeting individually or through authorized person.

Mr. Sumit Kumar Batra, Proprietor of S.K. Batra & Associates, Company Secretaries was appointed as the scrutinizer to scrutinize e-voting and also the polling conducted by the Company through Ballot Paper at AGM and he has submitted his final consolidated report on the votes polled in e-voting and by poll at the AGM.

Based on the report submitted by the scrutinizer, all the 8 resolutions set out in the notice of the 26th Annual General Meeting has been duly passed as per enclosed report of Scrutinizer.

This is for your information and records.

Thanking you,
Yours faithfully,

For KEI INDUSTRIES LIMITED

For KEI INDUSTRIES LIMITED


ANIL GUPTA

Chairman-Cum-Managing Director

(ANIL GUPTA) 00006422

Chairman-cum-Managing Director

**Encl: Minutes / Proceeding of AGM
Voting Results as per SEBI (LODR) Reg, 2015
Scrutinizer(s) Report
Combined Scrutinizer report for e-voting & poll**

CC: NSDL, NSE & CSE

Annexure I

Date of the AGM/EGM	19 September, 2018
Total number of shareholders on record date (i.e. 12.09.2018)	43801
No. of shareholders present in the meeting either in person or through proxy:	1165
Pomoter and Promoter Group:	8
Public:	1157
No. of Shareholders attended the meeting through Video Conferencing: Pomoter and Promoter Group: Public:	NOT APPLICABLE

For KEI INDUSTRIES LIMITED


ANIL GUPTA

Chairman-Cum-Managing Director

DIN NO: 00006422

RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, Report of Board of Directors and Auditors of the Company thereon and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and Report of the Auditors thereon.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	19652761	15432874	78.53	15432874	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15432874	78.53	15432874	0	100.00
Public- Non Institutions	E- Voting	22460211	1307061	5.82	1307061	0	100.00	0.00
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1308764	5.83	1307358	7	99.89
Total		78361438	52990104	67.62	52988698	7	100.00	0.00

For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-Cum-Managing Director
DIN NO: 00006422

RESOLUTION NO.02 : Declaration of Dividend for the Financial Year 2017-18 on Equity Shares of the Company.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	19652761	15828836	80.54	15828836	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15828836	80.54	15828836	0	100.00
Public- Non Institutions	E- Voting	22460211	1307061	5.82	1307021	40	100.00	0.00
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1308764	5.83	1307318	47	99.89
Total		78361438	53386066	68.13	53384620	47	100.00	0.00

For KEI INDUSTRIES LIMITED


ANIL GUPTA

Chairman-Cum-Managing Director
DIN NO: 00006422

RESOLUTION NO.03 : Re-appointment of Mrs. Archana Gupta as Director, who retires by rotation.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	17080000*	47.12	17080000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	17080000	47.12	17080000	0	100.00
Public - Institutions	E- Voting	19652761	15828836	80.54	14480050	1348786	91.48	8.52
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15828836	80.54	14480050	1348786	91.48
Public- Non Institutions	E- Voting	22460211	1307061	5.82	1305411	1650	99.87	0.13
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1308764	5.83	1305708	1657	99.77
Total		78361438	34217600	43.67	32865758	1350443	96.05	3.95

* Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) & M/s. Anil Gupta HUF (4650375 Shares) not considered in Total votes received by Electronic mode due to their interest in proposed resolution.

For KEI INDUSTRIES LIMITED

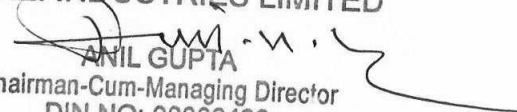

ANIL GUPTA

Chairman-Cum-Managing Director
DIN NO: 00006422

RESOLUTION NO.04: Re-appointment of Mr. Anil Gupta (holding DIN:00006422) as Chairman-cum-Managing Director of the Company								
Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	17080000*	47.12	17080000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	17080000	47.12	17080000	0	100.00
Public - Institutions	E- Voting	19652761	15828836	80.54	12585992	3242844	79.51	20.49
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15828836	80.54	12585992	3242844	79.51
Public- Non Institutions	E- Voting	22460211	1307006	5.82	1306956	50	100.00	0.00
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1308709	5.83	1307253	57	99.89
Total		78361438	34217545	43.67	30973245	3242901	90.52	9.48

* Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) & M/s. Anil Gupta HUF (4650375 Shares) not considered in Total votes received by Electronic mode due to their interest in proposed resolution.

For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-Cum-Managing Director
DIN NO: 00006422

RESOLUTION NO.05 : Appointment of Mr. Sadhu Ram Bansal (holding DIN: 06471984) as Independent Director (Non-Executive) of the Company for a term of 5 (Five) years commencing from January 24, 2018 to January 23, 2023

Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	19652761	15828836	80.54	15828836	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15828836	80.54	15828836	0	100.00
Public- Non Institutions	E- Voting	22460211	1304061	5.81	1302111	1950	99.85	0.15
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1305764	5.81	1302408	1957	99.74
Total		78361438	53383066	68.12	53379710	1957	99.99	0.00

For KEI INDUSTRIES LIMITED

ANIL GUPTA
 Chairman-Cum-Managing Director
 DIN NO: 00006422

RESOLUTION NO.06: Approval of Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]* 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]* 100$	% of Votes against on votes polled $(7)=[(5)/(2)]* 100$
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	19652761	15828836	80.54	6660170	9168666	42.08	57.92
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15828836	80.54	6660170	9168666	42.08
Public- Non Institutions	E- Voting	22460211	1307061	5.82	1306621	440	99.97	0.03
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1308764	5.83	1306918	447	99.86
Total		78361438	53386066	68.13	44215554	9169113	82.82	17.18

For KEI INDUSTRIES LIMITED

ANIL GUPTA

Chairman-Cum-Managing Director

DIN NO: 00006422

RESOLUTION NO.07: Approval for Creation of mortgage/charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]* 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]* 100$	% of Votes against on votes polled $(7)=[(5)/(2)]* 100$
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	19652761	15828836	80.54	6660170	9168666	42.08	57.92
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15828836	80.54	6660170	9168666	42.08
Public- Non Institutions	E- Voting	22460211	1307061	5.82	1306478	583	99.96	0.04
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1308764	5.83	1306775	590	99.85
Total		78361438	53386066	68.13	44215411	9169256	82.82	17.18

For KEI INDUSTRIES LIMITED



ANIL GUPTA

Chairman-Cum-Managing Director

DIN NO: 00006422

RESOLUTION NO.08: Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants appointed as Cost Auditors of the Company.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]* 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]* 100$	% of Votes against on votes polled $(7)=[(5)/(2)]* 100$
Promoter and Promoter group	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	19652761	15828836	80.54	15681372	147464	99.07	0.93
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19652761	15828836	80.54	15681372	147464	99.07
Public- Non Institutions	E- Voting	22460211	1307061	5.82	1306700	361	99.97	0.03
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	1308764	5.83	1306997	368	99.86
Total		78361438	53386066	68.13	53236835	147832	99.72	0.28

For KEI INDUSTRIES LIMITED


ANIL GUPTA

Chairman-Cum-Managing Director

DIN NO: 00006422

MINUTES OF THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY THE 19TH DAY OF SEPTEMBER, 2018 AT 10.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

PRESENT

Directors:

- | | |
|-------------------------|--|
| Mr. Anil Gupta | - Chairman-cum-Managing Director and as a Member |
| Mr. Akshit Diviaj Gupta | - Director |
| Mr. Pawan Bholusaria | - Independent Director and Chairman of Audit Committee and as a Member |
| Mr. Rajeev Gupta | - Executive Director (Finance) & CFO and as A Member |
| Mr. Sadhu Ram Bansal | - Independent Director |

Secretary:

- | | |
|-------------------|---|
| Mr. Kishore Kunal | - GM (Corporate) & Company Secretary and as Member |
|-------------------|---|

Auditors:

- | | |
|------------------------|--|
| Mr. Pawan Kr. Aggarwal | - Statutory Auditor (M/s Pawan Shubham & Co.) |
| Mr. Sumit Kr. Batra | - Secretarial Auditor and Scrutinizer
(Proprietor of S.K. Batra & Associates,
Company Secretaries) |

- Members:** 1157 Members were present in person from Public/Others and 8 from Promoters and Promoters group as per Attendance / Proxy Register.

CHAIRMAN'S
INITIALS

1



With the consent of the shareholders present at the Annual General Meeting and Directors of the Company, Mr. Anil Gupta, CMD of the Company acted as the Chairman of the 26th Annual General Meeting of the Company.

At 10.00 a.m., the Chairman commenced the meeting by welcoming all the shareholders present at the Annual General Meeting and all the members of the Board sitting on the dice.

The requisite quorum being present, the Chairman called the meeting to order.

Registers of Directors and Key Managerial Personnel and their shareholding, Register of contracts or arrangements in which Directors are interested and Minutes of last Annual General Meeting were kept open during the meeting for inspection.

The Chairman's speech was already circulated to the shareholders present at the Annual General Meeting.

With the permission of the shareholders present at the Annual General Meeting, the Audited Annual Accounts, Auditors' Report, Report on Corporate Governance and Directors' Report for the Financial Year 2017-18 were taken as read.

The Chairman made brief observation about the working of the Company and major developments.

The Chairman stated that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI), the Company had provided e-voting and polling facility to its Shareholders, whose names appeared on the Register of Members of the Company as on record date i.e. 12th September, 2018 for passing of resolutions as set out in the Notice for the 26th Annual General Meeting of the Company. The e-voting facility was made available to the members through NSDL portal and was kept open from 16th September, 2018 (9.00 A.M.) (IST) upto 18th September, 2018 (5.00 P.M.) (IST).

He then stated that Mr. Sumit Kumar Batra, Proprietor of S.K. Batra & Associates, Company Secretaries was appointed as the scrutinizer to scrutinize e-voting and also the polling conducted by the Company through Ballot Paper at AGM. Thereafter the Chairman stated that the result of e-voting dated 19.09.2018 along with combined result of voting (e-voting and poll) will be submitted by the scrutinizer and would be declared on or before 21st

CHAIRMAN'S
INITIALS



September, 2018 by 10.45 a.m. at the Registered Office of the Company situated at D-90, Okhla Industrial Area, Phase-I, New Delhi-110020.

He further stated that the members who could not exercise their vote through e-voting process may cast their vote by way of polling instead of voting by show of hands. The ballot papers were distributed to the members for taking poll and the same were also available at counter.

He then requested the Company Secretary to read the items of the Business to be transacted at Annual general Meeting. He explained the procedure for polling.

In the meanwhile, the physical poll process was started. The empty ballot box was placed by the scrutinizer.

After the poll was over, the ballot box was sealed by the scrutinizer.

At the conclusion of the 26th Annual General Meeting, the Chairman of the Meeting conveyed his thanks to the members and Directors of the Company present for their kind co-operation and participation in the proceedings of the meeting and declared the meeting as closed at 10.45 a.m.

Based on the combined report of e-voting and poll submitted by the scrutinizer, Mr. Anil Gupta, Chairman of the meeting announced the following combined result as under:

Agenda Item No. of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting Poll	52988401 297	100.00% 0.00%	0 7	0.00% 0.00%	0 1399	0.00% 0.00%
	TOTAL	52988698	100.00%	7	0.00%	1399	0.00%
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting Poll	53384323 297	100.00% 0.00%	40 7	0.00% 0.00%	0 1399	0.00% 0.00%
	TOTAL	53384620	100.00%	47	0.00%	1399	0.00%
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting Poll	32865461 297	96.04% 0.00%	1350436 7	3.96% 0.00%	0 1399	0.00% 0.00%
	TOTAL	32865758	96.04%	1350443	3.96%	1399	0.00%

MINUTE BOOK

Item No. 4 of the Notice (As an Special Resolution)	E- Voting Poll	30972948 297	90.51% 0.00%	3242894 7	9.49% 0.00%	0 1399	0.00% 0.00%
	TOTAL	30973245	90.51%	3242901	9.49%	1399	0.00%
Item No. 5 of the Notice (As a Special Resolution)	E- Voting Poll	53379413 297	100.00% 0.00%	1950 7	0.00% 0.00%	0 1399	0.00% 0.00%
	TOTAL	53379710	100.00%	1957	0.00%	1399	0.00%
Item No. 6 of the Notice (As a Special Resolution)	E- Voting Poll	44215257 297	82.82% 0.00%	9169106 7	17.18% 0.00%	0 1399	0.00% 0.00%
	TOTAL	44215554	82.82%	9169113	17.18%	1399	0.00%
Item No. 7 of the Notice (As a Special Resolution)	E- Voting Poll	44215114 297	82.81% 0.00%	9169249 7	17.19% 0.00%	0 1399	0.00% 0.00%
	TOTAL	44215411	82.81%	9169256	17.19%	1399	0.00%
Item No. 8 of the Notice (As a Ordinary Resolution)	E- Voting Poll	53236538 297	99.71% 0.00%	147825 7	0.29% 0.00%	0 1399	0.00% 0.00%
	TOTAL	53236835	99.71%	147832	0.29%	1399	0.00%

Mr. Anil Gupta, Chairman of the Meeting stated that all the above resolutions were approved under e-voting and poll with the requisite majority.

The Resolutions for the ordinary and special business as set out in item No. 1 to 8 in the notice of the 26th AGM of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 26th AGM of the members held on 19th September, 2018.

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ORDINARY BUSINESS:**RESOLUTION No.1 (AS AN ORDINARY RESOLUTION):**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Report of Board of Directors and Auditors of the Company thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon be and are hereby adopted and approved."

RESOLUTION No. 2 (AS AN ORDINARY RESOLUTION):

"**RESOLVED THAT** a dividend on the equity shares @ ₹ 1.00/- per share (i.e. @ 50%) for the year ending March 31, 2018 be and are hereby approved."

RESOLUTION No. 3 (AS AN ORDINARY RESOLUTION):

"**RESOLVED THAT** Mrs. Archana Gupta (holding DIN: 00006459), director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation."

SPECIAL BUSINESS:**RESOLUTION No.4 (AS AN SPECIAL RESOLUTION):**

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and such other approvals as may be necessary, the members of the Company hereby accord its approval for re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director (CMD) of the Company with effect from **July 01, 2018 to June 30, 2021** on the terms & conditions set out here below and with further discretion to the Committee/Board 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. Anil Gupta:

CHAIRMAN:
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1. Period	from 1 st July, 2018 to 30 th June 2021
2. Remuneration	
a. Salary	₹ 30,00,000/- basic salary per month w.e.f. 1 st July, 2018 upto maximum basic salary of ₹ 40,00,000/-per month
b. Perquisites	Perquisites shall be restricted to an amount equal to not exceeding ₹6,00,000/- per month w.e.f. 1 st July 2018 up to maximum of ₹ 7,00,000/-per month.
c. Commission	Up to 5% of the Net Profit less remuneration payable under point no. (a) & (b) above, calculated as per the provisions of Section 197 of the Companies Act, 2013.
For this purpose perquisites are classified into three categories A, B and C:	

Category – A

i) **Housing:** The expenditure by the Company on hiring furnished / unfurnished accommodation for him will be subject to the following ceilings:

a) ₹ 3,00,000/- per month w.e.f. 1st July, 2018 up to maximum of ₹ 6,00,000/-per month.

The expenditure incurred by the Company on gas, electricity, water and furnishings evaluated as per Income Tax Rules, 1962.

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

iii) **Club Fees:** Fees of clubs to a maximum of two clubs. This will not include admission and life membership fees.

Category – B

i) 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.

ii) Gratuity, leave and other entitlements: As per Company's policy.

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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. The provision of car and telephone will not be considered as perquisites.

RESOLVED FURTHER THAT the minimum remuneration 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 / Committee of Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with, inter- alia, the Registrar of Companies, 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."

RESOLUTION No.5 (AS A SPECIAL RESOLUTION):

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, members of the Company hereby accord its approval for appointment of Mr. Sadhu Ram Bansal (holding DIN: 06471984) who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and being eligible for appointment be and is hereby appointed as an Independent Director (Non-Executive) of the Company for a term of 5 (Five) consecutive years commencing from January 24, 2018 to January 23, 2023.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with, inter- alia, the Registrar of Companies, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds,

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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."

RESOLUTION No.6 (AS AN SPECIAL RESOLUTION)

'RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at their meeting held on September 19, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bank(s) or any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) at any one time."

RESOLUTION No.7 (AS AN SPECIAL RESOLUTION)

'RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at their meeting held on September 19, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities, the Board of Directors of the Company and / or Committee thereof be and are hereby authorised and shall be deemed to have always been so authorised to create such mortgages/ charges/ hypothecation and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and /or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situate, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Bank(s), Financial Institution(s), Foreign Financial Institution(s), other Lending Institution and / or to such other persons, if any, from whom the Company has / or proposed / proposes to borrow

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money/ sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors / Committee(s) thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013 i.e. ₹ 2,000 Crores (Rupees Two Thousand Crores Only) at any one time ."

RESOLUTION No.8 (AS AN ORDINARY RESOLUTION)

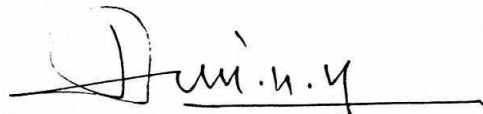
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof 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 2018-19, be paid the remuneration of ₹ 2,30,000/- 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."

Place: New Delhi

Date: September 19, 2018

Entered By: Mr. Kishore Kunal
GM (Corporate) & Company Secretary

(ANIL GUPTA)

Chairman-cum-Managing Director

Place: New Delhi

Date: September 19, 2018

CHAIRMAN'S
INITIALS



FORM No. MGT 13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
KEI Industries Limited
D-90, Okhla Indl Area
Phase I, New Delhi-110020

26TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF KEI INDUSTRIES LIMITED HELD ON WEDNESDAY, 19TH SEPTEMBER, 2018 AT 10.00 A. M., AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

Dear Sir,

I, CS Sumit Kumar Batra, Practising Company Secretary, holding Membership Number FCS 7714 and Certificate of Practice Number 8072, Proprietor of S.K. Batra & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 26th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on 19th September, 2018 at 10.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

AGENDA ITEM NO.	1
SUBJECT	(A) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONG WITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.



	(B) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 AND THE REPORT OF AUDITORS THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15

AGENDA ITEM NO.	2
SUBJECT	DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

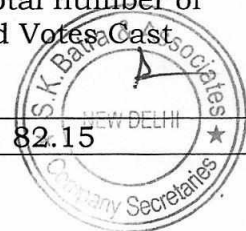
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15



AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF MRS. ARCHANA GUPTA (HOLDING DIN: 00006459), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15

AGENDA ITEM NO.	4
SUBJECT	RE-APPOINTMENT OF MR. ANIL GUPTA (HOLDING DIN:00006422) AS CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15



AGENDA ITEM NO.	5
SUBJECT	APPOINTMENT OF MR. SADHU RAM BANSAL (HOLDING DIN: 06471984) AS INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15

AGENDA ITEM NO.	6
SUBJECT	APPROVAL FOR BORROWING LIMITS OF THE COMPANY
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

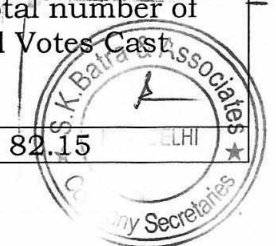
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15



AGENDA ITEM NO.	7
SUBJECT	APPROVAL FOR CREATION OF MORTGAGGE/CHARGE ON ASSETS OF THE COMPANY
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15

AGENDA ITEM NO.	8
SUBJECT	RATIFICATION OF REMUNERATION OF M/S. S. CHANDER & ASSOCIATES, COST ACCOUNTANTS, APPOINTED AS COST AUDITORS OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

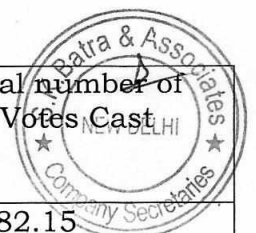
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
4	7	0.41

(III) INVALID VOTES OF THE RESOLUTION:


Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
31	1399	82.15



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely


For S.K. Batra & Associates

(CS SUMIT KUMAR BATRA)
SCRUTINIZER
C P No. 8072



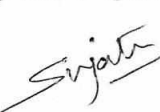
Place : NEW DELHI

Dated : 19th September, 2018


Witness -1


: NIKITA SUNEJA
B-49 TAGORE GARDEN EXTN.
NEW DELHI - 110027
(PROFESSIONAL)

Witness - 2


: SUJATA SINGH
86, SAKET, NEW DELHI - 110068
(PROFESSIONAL)

**Counter Signed by Chairman
of the Meeting**

For KEI INDUSTRIES LIMITED

ANIL GUPTA
Chairman-Cum-Managing Director
DIN NO: 0000422



**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR KEI INDUSTRIES LIMITED**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To
The Chairman
26th Annual General Meeting of
KEI Industries Limited
D-90, Okhla Indl Area
Phase I, New Delhi-110020

Sub: Passing of Resolution(s) through electronic voting and poll conducted at the 26th Annual General Meeting of KEI Industries Limited (The Company) held on Wednesday, September 19th, 2018 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003.

I, CS Sumit Kumar Batra, Practicing Company Secretary (Holding Membership No. FCS 7714 and Certificate of Practice No. 8072) having office at 3393, 1st Floor, South Patel Nagar, New Delhi-110008, proprietor of S.K Batra & Associates, Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time by the Board of Directors of the KEI Industries Limited at their meeting held on August 09, 2018 for the 26th Annual General Meeting of the Members of the Company held on September 19, 2018 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003. The Remote e-Voting was kept open from Sunday, September 16, 2018 (09:00 A.M.) to Tuesday, September 18, 2018 (5:00 P.M.)

At the 26th Annual General Meeting of the Company held on September 19th, 2018, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 19th, 2018.



After completion of Poll at the AGM at 10:30 P.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations/Proxies lodged with the Company.

A detailed register was maintained containing the particulars of the Shareholders who participated in Poll at Annual General Meeting.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Sunday, September 16, 2018 (09:00 A.M.) to Tuesday, September 18, 2018 (5:00 P.M.). The e-voting results were unblocked by me on September 19th, 2018 after the annual general meeting of the company in the presence of two witnesses Ms. Sujata Singh and Ms. Nikita Suneja who are not in the employment of the Company. For further details kindly refer my Scrutinizer's report dated September 19th, 2018 attached herewith.

The result of the E- voting together with that of the poll is as under:



Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
			Nos.	Nos.	% age	Nos.	% age	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting Poll	52988401 1703	52988401 297	100 0	0 7	0 0	0 1399	0.00 0.00
	TOTAL	52990104	52988698	100	7	0	1399	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting Poll	53384363 1703	53384323 297	100 0	40 7	0 0	0 1399	0.00 0.00
	TOTAL	53386066	53384620	100	47	0	1399	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting Poll	*34215897 1703	32865461 297	96.04 0	1350436 7	3.96 0	0 1399	0.00 0.00
	TOTAL	*34217600	32865758	96.04	1350443	3.96	1399	0.00
Item No. 4 of the Notice (As Special Resolution)	E- Voting Poll	*34215842 1703	30972948 297	90.51 0	3242894 7	9.49 0	0 1399	0.00 0.00
	TOTAL	*34217545	30973245	90.51	3242901	9.49	1399	0.00
Item No. 5 of the Notice (As Special Resolution)	E- Voting Poll	53381363 1703	53379413 297	100 0	1950 7	0 0	0 1399	0.00 0.00
	TOTAL	53383066	53379710	100	1957	0	1399	0.00
Item No. 6 of the Notice (As Special Resolution)	E- Voting Poll	53384363 1703	44215257 297	82.82 0	9169106 7	17.18 0	0 1399	0.00 0.00
	TOTAL	53386066	44215554	82.82	9169113	17.18	1399	0.00
Item No. 7 of the Notice (As Special Resolution)	E- Voting Poll	53384363 1703	44215114 297	82.81 0	9169249 7	17.19 0	0 1399	0.00 0.00
	TOTAL	53386066	44215411	82.81	9169256	17.19	1399	0.00
Item No. 8 of the Notice (As Ordinary Resolution)	E- Voting Poll	53384363 1703	53236538 297	99.71 0	147825 7	0.29 0	0 1399	0.00 0.00
	TOTAL	53386066	53236835	99.71	147832	0.29	1399	0.00



**Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) & M/s. Anil Gupta HUF (4650375 Shares) not considered in Total votes received by Electronic mode due to their interest in proposed resolution.*

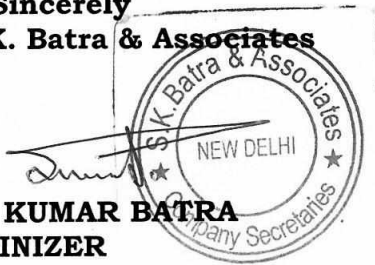
All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the company who is authorized by the Board.

Thanking you

Yours Sincerely

For S.K. Batra & Associates



SUMIT KUMAR BATRA
SCRUTINIZER
C. P. NO. 8072

For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-Cum-Managing Director
DIN NO: 00006422

Date : 19.09.2018
Place : New Delhi

Signed by Shri .**ANIL GUPTA**
Chairman of the Meeting



SCRUTINIZER'S REPORT ON REMOTE E-VOTING

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

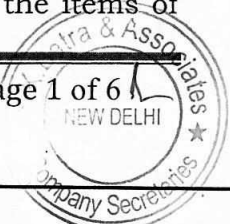
To,
The Chairman
KEI Industries Limited
D-90, Okhla Indl Area
Phase I, New Delhi-110020

26th Annual General Meeting of the Members of KEI Industries Limited held on Wednesday, the 19th September, 2018 at 10.00 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003.

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Sir,

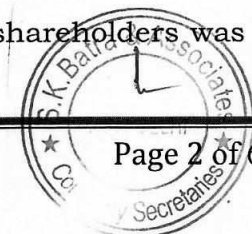
1. Pursuant to the resolution passed by the Board of Directors of KEI Industries Limited (hereinafter referred to as the "Company") on 19th September, 2018, I, Sumit Kumar Batra, Practicing Company Secretary, holding Membership Number FCS 7714, have been appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 26th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on Wednesday, the 19th day of September, 2018 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
2. The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 26th Annual General Meeting ("**AGM**") of the Company, which was held on Wednesday, the 19th day of September, 2018. National Securities Depository Limited ("**NSDL**") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of



the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

3. As on the cutoff date (17.08.2018) for dispatch of notice of Annual General Meeting, there were 43888 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 36942 shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and to 6946 shareholders in the physical form. There was decrease in number of shareholders upto 43801 as on 12.09.2018 (Cutoff Date) those were entitled to vote at AGM.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4) (iii) (A) to (C) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 12th September, 2018. The e-voting facility was kept open from Sunday, 16th September, 2018 (9.00 A.M.) to Tuesday, 18th September, 2018 (5.00 P.M).
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company also released an advertisement, in Financial Express, English (All Editions) dated 28th August, 2018 and in Jansatta, Hindi (Delhi Edition) Newspaper dated 29th August, 2018. The notice published in the newspaper carried the required information as specified in the Rule 20(4) (v) (a) to (h) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
7. At the end of the voting period on September 18, 2018 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 19, 2018 the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Sujata Singh and Ms. Nikita Suneja who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:



AGENDA ITEM NO.: 1 – ORDINARY RESOLUTION FOR (A) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONG WITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS’ REPORT THEREON.

(B) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 AND THE REPORT OF AUDITORS THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	187	52988401	100	67.62
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	0	0	0.00%	0.00%
Total Number of Votes in favour of Resolution	187	52988401	100	67.62

AGENDA ITEM NO.: 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	193	53384363	100%	68.13
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	1	40	0.00%	0.00%
Total Number of Votes in favour of Resolution	192	53384323	100%	68.13

AGENDA ITEM NO.: 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MRS. ARCHANA GUPTA (HOLDING DIN: 00006459), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	*190	34215897	100%	43.66
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	19	1350436	3.95	1.72
Total Number of Votes in favour of Resolution	171	32865461	96.05	41.94

**Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) & M/s. Anil Gupta HUF (4650375 Shares) not considered in Total votes received by Electronic mode due to their interest in proposed resolution.*

AGENDA ITEM NO.: 4 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. ANIL GUPTA (HOLDING DIN:00006422) AS CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	*189	34215842	100	43.66
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	24	3242894	9.48	4.14
Total Number of Votes in favour of Resolution	165	30972948	90.52	39.52

**Note: The Votes casted by Mr. Anil Gupta (13680776 Shares), Mrs. Archana Gupta (837315 Shares) & M/s. Anil Gupta HUF (4650375 Shares) not considered in Total votes received by Electronic mode due to their interest in proposed resolution.*

AGENDA ITEM NO.: 5 – SPECIAL RESOLUTION FOR APPOINTMENT OF MR. SADHU RAM BANSAL (HOLDING DIN: 06471984) AS INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	192	53381363	100%	68.12
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	5	1950	0.00%	0.00%
Total Number of Votes in favour of Resolution	187	53379413	100%	68.12

AGENDA ITEM NO.: 6 – SPECIAL RESOLUTION FOR APPROVAL FOR BORROWING LIMITS OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	193	53384363	100%	68.12
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	46	9169106	17.18	11.70
Total Number of Votes in favour of Resolution	147	44215257	82.82	56.42

AGENDA ITEM NO.: 7 - SPECIAL RESOLUTION FOR APPROVAL FOR CREATION OF MORTGAGAGE/CHARGE ON ASSETS OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	193	53384363	100%	68.12
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	45	9169249	17.18	11.70
Total Number of Votes in favour of Resolution	148	44215114	82.82	56.42

AGENDA ITEM NO.: 8 - ORDINARY RESOLUTION FOR RATIFICATION OF REMUNERATION OF M/S. S. CHANDER & ASSOCIATES, COST ACCOUNTANTS, APPOINTED AS COST AUDITORS OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	193	53384363	100	68.12
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	6	147825	0.28	0.19
Total Number of Votes in favour of Resolution	187	53236538	99.72	67.93

All the resolutions contained in the notice dated 09th August, 2018 calling 26th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all the other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other relevant records to the Company Secretary of the

Company or such other person who is authorized by the Board or by the Chairman of the meeting.

Thanking you,

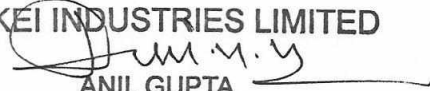
Yours Sincerely
For S.K. Batra & Associates


SUMIT KUMAR BATRA
SCRUTINIZER
C. P. No. 8072



Place : New Delhi
Date : 19.09.2018


For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-Cum-Managing Director
DIN NO: 00006422

Witness : 1. NIKITA SUNEJA
B-49, TAGORE GARDEN
NEW DELHI-110027
(PROFESSIONAL)



Witness : 2.


SUJATA SINGH

86, SAKET, NEW DELHI-110068
(PROFESSIONAL)