



KEI Industries Limited

Regd. Office: D-90, Okhla Industrial Area, Phase – I New Delhi – 110020. CIN: L74899DL1992PLC051527. Tel.: +91-11-26818840, 26818642, 26815558, 26815559. Fax: +91-11-26811959, 26817225. Email: info@kei-ind.com Website: www.kei-ind.com

KEI/BSE/2020-21

Date: 11.09.2020

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

Subject: Submission of Minutes of 28th Annual General Meeting of the Company and Scrutinizer's Report along with Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Please be informed that the 28th AGM of the Company was held on 09th September, 2020 at 02.00 p.m. through Video Conference / Other Audio Visual Means (VC / OAVM), to transact the businesses as stated in the Notice of Annual General Meeting dated 06th August 2020.

Pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Sunday, 06th September, 2020 and ended at 5.00 p.m. on Tuesday, 08th September, 2020. The facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.

Accordingly, we hereby submit the Minutes of 28th Annual General Meeting of the Company, Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report received from Mr. Sumit Kumar, practicing Company Secretary, Delhi, who was appointed as the scrutinizer for conducting the voting process in a fair and transparent manner. All resolutions as set out in the Notice of the said AGM were duly approved by the Shareholders, with requisite majority.

This is for your information and records.

Thanking you,
Yours faithfully,
For KEI INDUSTRIES LIMITED

For KEI INDUSTRIES LIMITED


(KISHORE KUNAL)
GM (Corporate) & Company Secretary
GM (Corporate) & Company Secretary
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
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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 Industrial Estate, Rakholi, Silvassa UT of D & N.H-396240. Telefax: 0091-260-264404, 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 Telefax: 033-40620820/4062

Date of the AGM	09 September, 2020
Total number of shareholders on record date (i.e. 02.09.2020)	65035
No. of shareholders present in the meeting either in person or through proxy:	NOT APPLICABLE
Promoter and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	87
Promoter and Promoter Group:	7
Public:	80

RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020, 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, 2020 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 (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	34610592	28419999	82.11	28419999	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		34610592	28419999	82.11	28419999	0	100.00
Public- Non Institutions	E- Voting	18996380	2653567	13.97	2653460	107	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		18996380	2653567	13.97	2653460	107	100.00
Total		89855438	67322032	74.92	67321925	107	100.00	0.00

RESOLUTION NO.02 : Confirming the payment of Interim Dividend of Rs.1.50 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20

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	34610592	30828534	89.07	30828534	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		34610592	30828534	89.07	30828534	0	100.00
Public- Non Institutions	E- Voting	18996380	2653342	13.97	2653175	167	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18996380	2653342	13.97	2653175	167	99.99
Total		89855438	69730342	77.60	69730175	167	100.00	0.00

RESOLUTION NO.03 : Re-appointment of Mr. Rajeev Gupta (DIN: 00128865) as a Director who retires by rotation and being eligible, offers himself for re-appointment								
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	34610592	30828534	89.07	30761286	67248	99.78	0.22
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		34610592	30828534	89.07	30761286	67248	99.78
Public- Non Institutions	E- Voting	18996380	2201151	11.59	2199739	1412	99.94	0.06
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18996380	2201151	11.59	2199739	1412	99.94
Total		89855438	69278151	77.10	69209491	68660	99.90	0.10

*The votes casted by Mr. Rajeev Gupta (450691 shares) and Mrs. Shashi Gupta (1500 shares), considered invalid due to their interest in proposed resolution.

RESOLUTION NO.04: Approval for 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 five (5) years.

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	34610592	30828534	89.07	30828534	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		34610592	30828534	89.07	30828534	0	100.00
Public- Non Institutions	E- Voting	18996380	2201151	11.59	2199584	1567	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18996380	2201151	11.59	2199584	1567	99.93
Total		89855438	69278151	77.10	69276584	1567	100.00	0.00

*The votes casted by Mr. Rajeev Gupta (450691 shares) and Mrs. Shashi Gupta (1500 shares), considered invalid due to their interest in proposed resolution.

RESOLUTION NO.05 : Approval for Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants.

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	34610592	29913142	86.43	29913142	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		34610592	29913142	86.43	29913142	0	100.00
Public- Non Institutions	E- Voting	18996380	2653342	13.97	2652975	367	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18996380	2653342	13.97	2652975	367	99.99
Total		89855438	68814950	76.58	68814583	367	100.00	0.00

MINUTES OF THE 28th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY THE 09TH DAY OF SEPTEMBER, 2020 AT 02.00 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC/OAVM).

Present through Video Conference / Other Audio Visual Means:

Directors:

Mr. Anil Gupta	- Chairman-cum-Managing Director and as a Member
Mrs. Archana Gupta	- Director
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. Kishan Gopal Somani	- Independent Director
Mr. Sadhu Ram Bansal	- Independent Director
Mr. Vijay Bhushan	- Independent Director and Chairman of Stakeholders Relationship Committee and as a Member
Mr. Vikram Bhartia	- Independent Director and Chairman of Nomination and Remuneration Committee and as a Member
Mrs. Shalini Gupta	- Independent Director

Secretary:

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

Mr. Pawan Kr. Aggarwal	- Statutory Auditor (Partner of M/s Pawan Shubham & Co., Chartered Accountant)
Mr. Sumit Kumar	- Secretarial Auditor and Scrutinizer of 28 th Annual General Meeting (Proprietor of S.K. Batra & Associates, Company Secretaries)

Members: 87 Members attended the meeting through Video Conferencing /
Other Audio Visual Means:
Promoter and Promoter Group - 7
Public- 80

At 02.00 p.m., Mr. Kishore Kunal, GM (Corporate) & Company Secretary welcomed the Members, Directors and Auditors who had joined the meeting through Video Conferencing.

Mr. Anil Gupta, CMD of the Company acted as the Chairman of the 28th Annual General Meeting of the Company.

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 GM (Corporate) & Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Company Secretary informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

Mr. Anil Gupta, Chairman-cum-Managing Director of the Company welcomed all the Members and requested the Board of Directors and Auditors to introduce themselves to the Members of the Company. All the Board of Directors and Auditors introduced themselves through VC/OAVM to the members from their respective location.

The requisite quorum for convening the Annual General Meeting was present at the meeting and hence the Chairman declared that the meeting was in order.

The Chairman further informed the members that the Notice convening the 28th AGM, Director's Report and the Financial Statements for the Financial Year ended on 31st March, 2020 have already been circulated to the Members through e-mail and notice in this regard was also published in newspaper. Hence the same to be taken as read.

Mr. Pawan Kumar Agarwal, Statutory Auditor of the Company and Partner of M/s. Pawan Shubham & Co., Chartered Accountant, read out the two paragraphs of auditor's report for the benefits of the Members and confirmed that there is no qualifications in the Audit Report for the Financial Year ended on 31st March, 2020.

Mr. Anil Gupta, Chairman-cum-Managing Director of the Company gave his formal speech on the performance of the Company and thereafter handed over to the Company Secretary.

The Company Secretary informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Sunday, 06th September, 2020 and ended at 5.00 p.m. on Tuesday, 08th September, 2020. The Company Secretary informed the Members that the facility for voting through e-voting system was made available during the Annual General Meeting for Members who had not cast their vote prior to the Meeting.

The Company had appointed Mr. Sumit Kumar, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The members were informed that the vote cast by the members through remote e-voting and e-voting provided at the AGM venue on all the resolutions, shall be disseminated to the Stock Exchange(s) on or before 11th September, 2020, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company www.kei-ind.com and website of NSDL.

The GM (Corporate) & Company Secretary called the name of Members who had registered themselves as registered speakers to express their views and queries

The Chairman replied to the queries raised by the members one-by-one in detail and thanked the Members for their inputs and appreciation and declared the meeting as closed at 02:37 p.m.

Based on the combined results of remote e-voting and e-voting during the meeting; and Scrutinizer's Report dated 09.09.2020, following resolutions were approved by the members with requisite majority :

Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution	
		Nos.	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting	67322032	67321925	100.00	107	0.00
	Poll	-	-	-	-	-
	TOTAL	67322032	67321925	100.00	107	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting	69730342	69730175	100.00	167	0.00
	Poll	-	-	-	-	-
	TOTAL	69730342	69730175	100.00	167	0.00

*Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting	*69278151	69209491	99.90	68660	0.10
	Poll	-	-	-	-	-
	Total	69278151	69209491	99.90	68660	0.10
*Item No. 4 of the Notice (As a Special Resolution)	E- Voting	*69278151	69276584	100.00	1567	0.00
	Poll	-	-	-	-	-
	TOTAL	69278151	69276584	100.00	1567	0.00
Item No. 5 of the Notice (As an Ordinary Resolution)	E- Voting	68814950	68814583	100.00	367	0.00
	Poll	-	-	-	-	-
	TOTAL	68814950	68814583	100.00	367	0.00

*Note: The Votes casted by Mr. Rajeev Gupta (450691 Shares) and Mrs. Shashi Gupta (1500 shares), considered invalid due to their interest in proposed resolution.

The Resolutions for the ordinary and special business as set out in item No. 1 to 5 in the notice of the 28th Annual General Meeting of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 28th Annual General Meeting of the members held on 09th September, 2020.

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, 2020, 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, 2020 and the Report of Auditors thereon be and are hereby adopted and approved."

RESOLUTION No. 2 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT the payment of interim dividend of ₹1.50/- per equity share (i.e. @ 75%) already paid during the year considered as Final Dividend for the financial year 2019-20."

RESOLUTION No. 3 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT Mr. Rajeev Gupta (holding DIN: 00128865), 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 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 196 and 197 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), the members of the Company 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, 2020 to May 31, 2025 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.

1. Period	from June 01, 2020 to May 31, 2025
2. Remuneration	
a. Salary	Rs. 4,19,400/- basic salary per month w.e.f. June 01, 2020
b. Perquisites	For this purpose perquisites are classified into three categories A, B and C:

Category-A

i) Housing: Rent allowance at the rate of Rs.1,66,000/- per month.

ii) Other Allowances:

(a) Education Allowance: Rs.2,000/- per month

(b) Special Allowance: Rs.2,23,296/- per month

(c) Conveyance Allowance: Rs.1,03,840/- 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.

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

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 Mr. Anil Gupta, CMD, Mrs. Archana Gupta, Director and Mr. Kishore Kunal, Company Secretary be and are hereby severally authorised to sign and file all the necessary applications, documents, inter alia, with the Registrar of Companies 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 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 2020-21, be paid the remuneration of Rs.3,35,000/- plus Goods and Service tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for this purpose by the said Cost Auditors.

RESOLVED FURTHER THAT the Board of Directors / Audit Committee of the Company be and is hereby authorized 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 11, 2020

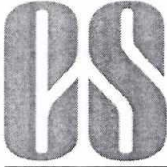


Entered By: Mr. Kishore Kunal
GM (Corporate) & Company Secretary

(ANIL GUPTA)
Chairman-cum-Managing Director

Place: New Delhi

Date: September 11, 2020



S.K.BATRA & ASSOCIATES**Company Secretaries**

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

ICSI unique code: I2008DE633100

To
The Chairman
28th Annual General Meeting of
KEI Industries Limited
D-90, Okhla Indl Area
Phase I, New Delhi-110020

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted 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 and E-voting at the 28th Annual General Meeting of KEI Industries Limited held on 09th September, 2020 through VC / OAVM, without the physical presence of the Members at a common venue.

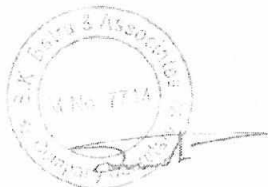
Dear Sir,

We thank you to appoint us as the Scrutinizer for remote e-voting process and voting by your members during the 28th Annual General Meeting of your Company held on Wednesday, 09th September, 2020 through Video Conferencing (VC) or other Audio-Visual Means (OAVM).

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respects.

Thanking you

**Yours Sincerely
For S.K. Batra & Associates**



**SUMIT KUMAR
SCRUTINIZER
C. P. NO. 8072**

Date: 09.09.2020
Place: New Delhi
UDIN: F007714B000686634

Regd. Office: 3393, 3rd Floor, South Patel Nagar, New Delhi-110008
Ph. 011-47532430, 09873428930

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)

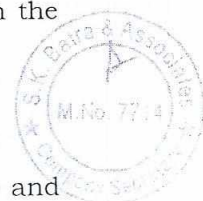
Name of the Company	KEI Industries Limited
Meeting	28th Annual General Meeting
Day, Date & Time	Wednesday, 09th September, 2020 at 2:00 PM
Deemed Venue	Registered Office of the Company situated at D-90, Okhla Industrial Area, Phase-1, New Delhi-110020
Mode	Video Conferencing (VC)/other Audio-Visual Means (OAVM)

1. Appointment as Scrutinizer

Pursuant to the resolution passed by the Board of Directors of KEI Industries Limited (hereinafter referred to as the "Company") on 06th August, 2020, I, Sumit Kumar, Practicing Company Secretary, holding Membership Number FCS 7714, was appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 28th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on Wednesday, the 09th day of September, 2020 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time. Our responsibility as a scrutinizer was to ensure that voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to MCA Circulars and SEBI Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively advertisement was published in Financial Express, English (All Editions) dated 19.08.2020 and in Jansatta, Hindi (Delhi Edition) Newspaper dated 20.08.2020 specifying the date and time of the AGM, availability of Notice of the AGM along with the Annual Report 2019-20 on the Company's website www.kei-ind.com under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.



- 2.2 The Company uploaded the notice of AGM along with the Annual Report 2019-20 on the Company's website www.kei-ind.com under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
- 2.3 The Company informed that the notice of AGM along with the Annual Report 2019-20 was sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and those who have applied to register their email ids after the newspaper advertisement.

3. Cut-off Date

Voting Rights were reckoned as on Wednesday, 02nd September, 2020, being the cutoff date for the purpose of deciding the entitlements of the members for remote e-voting and e-voting during the AGM.

4. Remote e-voting Process

4.1 Agency

The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of remote e-voting and e-voting during the AGM 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 28th Annual General Meeting ("**AGM**") of the Company, which was held on Wednesday, the 09th day of September, 2020. 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.

4.2 Remote e-voting period

The e-voting facility was kept open from Sunday, 06th September, 2020 (9.00 A.M.) to Tuesday, 08th September, 2020 (5.00 P.M) and members were required to cast their votes electronically conveying their assent or dissent in respect of resolutions on the remote e-voting platform provided by NSDL.



5. Voting at AGM

- 5.1 In the view of the massive outbreak of the COVID-19 pandemic, social distancing is the norm to be followed. The Annual General Meeting (AGM) of the Company was held on Wednesday, the 09th day of September, 2020 at 2:00 PM through VC / OAVM and the voting for the items had been transacted as per the Notice of this AGM was only through remote electronic voting process and electronic voting (Remote) during the AGM, in compliance with the applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies(Management and Administration) Rules, 2014, as amended from time to time, and the General Circular No. 14/2020 dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") in relation to "Clarification on passing of ordinary and special resolution by the companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated May,5 2020, in relation to "Clarification on holding of Annual General Meeting(AGM) through VC / OAVM" all issued by the Ministry of Corporate Affairs, Government of India (the MCA Circulars) and Regulation 44 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
- 5.2 Since this AGM was pursuant to the Circular issued by Ministry of Corporate Affairs having circular no. 20/2020 dated May 05, 2020 read along with MCA circular dated April 08, 2020, and April 13, 2020 and SEBI circular dated May 12, 2020 through VC / OAVM, physical attendance of Members had been dispensed with. Accordingly, the facility for appointment of proxies by the Members was also dispensed with.
- 5.3 Members attending the meeting through VC / OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5.4 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after the closure of the period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP, ID & Client ID/ folios, number of shares held but not the manner in which they have voted.
- 5.5 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who has cast their votes through e-voting.



6. Counting Process

- 6.1 At the end of the voting period on September 08, 2020 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 09, 2020 the votes cast through remote e-voting and e-voting by members at the AGM facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Gurbani Kaur and Ms. Richa Sethi 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.
- 6.2 Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

7. Result

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 BUSINESS BY ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020, REPORT OF BOARD OF DIRECTORS AND THE AUDITORS OF THE COMPANY THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020 AND THE REPORT OF AUDITORS THEREON.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	396	67321924	1	1	397	67321925	100.00
Dissent	8	107	0	0	8	107	00.00
Total	404	67322031	1	1	405	67322032	100.00

AGENDA ITEM NO.: 2 - ORDINARY BUSINESS BY ORDINARY RESOLUTION

TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF RS. 1.5 PER EQUITY SHARE ALREADY PAID DURING THE YEAR AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	395	69730174	1	1	396	69730175	100.00
Dissent	10	167	0	0	10	167	00.00
Total	405	69730341	1	1	406	69730342	100.00

AGENDA ITEM NO.: 3 - ORDINARY BUSINESS BY ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. RAJEEV GUPTA (HOLDING DIN: 00128865), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	386	69209490	1	1	387	69209491	99.90
Dissent	17	68660	0	0	17	68660	00.10
Total	403	69278150	1	1	404	69278151	100.00

*** Note: The votes casted by Mr. Rajeev Gupta (450691 Shares) and Mrs. Shashi Gupta (1500 Shares), considered invalid due to their interest in the proposed resolution.*



AGENDA ITEM NO.: 4 –SPECIAL BUSINESS BY SPECIAL RESOLUTION

FOR RE-APPOINTMENT OF MR. RAJEEV GUPTA (HOLDING DIN: 00128865) AS AN EXECUTIVE DIRECTOR (FINANCE) & CFO OF THE COMPANY.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	387	69276583	1	1	388	69276584	100.00
Dissent	16	1567	0	0	16	1567	00.00
Total	403	69278150	1	1	404	69278151	100.00

*** Note: The votes casted by Mr. Rajeev Gupta (450691 Shares) and Mrs. Shashi Gupta (1500 Shares), considered invalid due to their interest in the proposed resolution.*

AGENDA ITEM NO.: 5 – SPECIAL BUSINESS BY ORDINARY RESOLUTION

FOR RATIFICATION OF REMUNERATION OF M/S. S. CHANDER & ASSOCIATES, COST ACCOUNTANTS, APPOINTED AS COST AUDITORS OF THE COMPANY.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	391	68814582	1	1	392	68814583	100.00
Dissent	12	367	0	0	12	367	00.00
Total	403	68814949	1	1	404	68814950	100.00

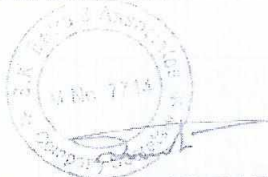
All the resolutions contained in the notice dated 06th August, 2020 calling 28th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.



I hereby confirm that I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through Remote e-voting and E-voting done by the members of the Company at the Annual General Meeting. All relevant records relating to remote e-voting and e-voting at the Annual General Meeting 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
UDIN: F007714B000686634
Place : New Delhi
Date : 09.09.2020**

Counter Signed by

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**Chairman of AGM of
KEI Industries Limited**


Witness 1: Gurbani Kaur


Witness 2 : Richa Sethi