



KEI Industries Limited

Regd. Office: D-90, Okhla Industrial Area, Phase - 1 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

Date: 18.02.2019

KEI/BSE/2018-19  
The Manager,  
BSE Limited  
Listing Division,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**Sub: Outcome of Board Meeting / Announcements pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

This is to inform you that the Board of Directors of the Company at their meeting held on Monday, the 18<sup>th</sup> day of February 2019, has approved inter-alia, the following:

1. Continuation of Mr. Kishan Gopal Somani (DIN 00014648), who has attained the age of 75 years, as an Independent Director of the Company till the expiry of his current term i.e., upto 18<sup>th</sup> September, 2019 and his re-appointment as an Independent Director for the second term of five 5 (five) consecutive years w.e.f. from 19<sup>th</sup> September, 2019 to 18<sup>th</sup> September, 2024 subject to the shareholders' approval through postal ballot.
2. Continuation of Mr. Vikram Bhartia (DIN 00013654), who has attained the age of 75 years as an Independent Director of the Company till the expiry of his current term i.e., upto 18<sup>th</sup> September, 2019 and his re-appointment as an Independent Director for the second term of five 5 (five) consecutive years w.e.f. from 19<sup>th</sup> September, 2019 to 18<sup>th</sup> September, 2024 subject to the shareholders' approval through postal ballot.
3. Appointed Mrs. Shalini Gupta (DIN 02361768) as Additional Director (Independent Women Director) of the Company for a term of five 5 (five) consecutive years w.e.f. from 18<sup>th</sup> February, 2019 to 17<sup>th</sup> February, 2024 subject to the shareholders' approval through postal ballot.

Details pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 are attached as Annexure - I.

The meeting of the Board of Directors commenced at 4.00 p.m. and concluded at 5:15 p.m.

This is for your information and record.

Yours truly,

For KEI INDUSTRIES LIMITED

**ANIL GUPTA**  
Chairman-cum-Managing Director

**ANIL GUPTA**  
Chairman-cum-Managing Director

CC:

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

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

Works-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, Rakhoi, Silvassa UT of D & N H-386240. Tel/Fax : 0091-260-2644404, 2630944,2645896  
Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803383 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 : Arihanth Benchmark, 4<sup>th</sup> Floor, 113-F, Matheshwartola Road, Kolkata-700046 Tel/fax : 033-40620820/4062



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Annexure-I

Details pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 are as follows:

		Mr. Vikram Bhattia (DIN 00013654)	Mr. Kishan Gopal Somani (DIN 00014648)	Mrs. Shalini Gupta (DIN: 02361768)
1	Name of Director	Mr. Vikram Bhattia (DIN 00013654)	Mr. Kishan Gopal Somani (DIN 00014648)	Mrs. Shalini Gupta (DIN: 02361768)
2	Reason for change	At the 22 <sup>nd</sup> Annual General Meeting of the Company dated 19.09.2014, Mr. Vikram Bhattia was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 19 <sup>th</sup> September, 2014 to 18 <sup>th</sup> September, 2019. Thus, his tenure will expire on 18 <sup>th</sup> September 2019.  Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, he will be eligible to continue/appoint as an Independent Director (Non-Executive) only on the approval of members of the Company by a special resolution as his age will exceed 75 years as on April 1, 2019.  In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has approved his continuation as an Independent Director (Non-Executive) till the expiry of his current term i.e., upto 18th September, 2019 and his re-appointment as an Independent Director (Non-Executive) for the second term of 5 (five) consecutive years w.e.f. 19 <sup>th</sup> September, 2019 to 18 <sup>th</sup> September, 2024 subject to shareholders approval through postal ballot.	At the 22 <sup>nd</sup> Annual General Meeting of the Company dated 19.09.2014, Mr. Kishan Gopal Somani was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 19 <sup>th</sup> September, 2014 to 18 <sup>th</sup> September, 2019. Thus, his tenure will expire on 18 <sup>th</sup> September 2019.  Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, he will be eligible to continue/appoint as an Independent Director (Non-Executive) only on the approval of members of the Company by a special resolution as his age will exceed 75 years as on April 1, 2019.  In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has approved his continuation as an Independent Director (Non-Executive) till the expiry of his current term i.e., upto 18th September, 2019 and his re-appointment as an Independent Director (Non-Executive) for the second term of 5 (five) consecutive years w.e.f. 19 <sup>th</sup> September, 2019 to 18 <sup>th</sup> September, 2024 subject to shareholders approval through postal ballot.	Pursuant to proviso to Regulation 17(1a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, the Board of Directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019.  In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has appointed Mrs. Shalini Gupta as an Additional Director (Independent Women Director, Category: Non-Executive) for a period of 5 (five) consecutive years with effect from 18th February, 2019 to 17th February, 2024 subject to shareholders approval through postal ballot.
3	Term of appointment	Please refer point 1 above.	Please refer point 1 above.	Please refer point 1 above.
4	Date of Birth	15.10.1938	11.07.1939	09.11.1974
5	Nationality	Indian	Indian	Indian
6	Occupation	Business	Chartered Accountant	Business
7	Qualification	B.tech from IIT Kharagpur	B.com, FCA, ACIS, ACS	- MBA (Finance and Systems) from Faculty of Management Studies (FMS) - B.E. (Mechanical Engineering) from Delhi College of Engineering (DCE)
8	Nature of Expertise	Shri Vikram Bhattia is a qualified B. tech.(Hons.) from IIT Kharagpur and has more than 50 years experience as an Industrial Entrepreneur.	Shri K.G. Somani is Fellow member of ICAI and was elected as a member of the Central Council of the ICAI of India in the year 1979 and was a Council Member during 1979-1992. He was the President of ICAI in 1988-89 and has worked on all the standing committees during his continued membership of the council during 1979-1992. He was Chairman of Professional Development Committee, Board of Studies and Company Law Committee of the Institute during this period and was the Chairman of the Technical Standards Committee of South Asian Federation of Accountants (SAFA). He has participated in a large number of Seminars & Conferences all over India & Abroad. He is partner of M/s K.G. Somani & Co. Chartered Accountants, Delhi and he has vast experience in Finance, Companies Act, tax laws and has handled large number of audits and cases of sick Companies before B.I.F.R and its Appellate authority.	Mrs. Shalini Gupta is a Business and Technology professional with over 20 years of experience. She has held a variety of Senior roles in strategy and technology with emphasis on planning, long range road mapping, budgeting, pre-sales and sales operations, project execution and account management. She has a experience in rolling out and program managing large, complex transformational projects and managing multiple internal and external stakeholders. She has a Multicultural experience, having lived and worked in US and India.
9	Relationship with other Directors	Not related with any Director	Not related with any Director	Not related with other Director
10	Name of Companies in which he/she holds Directorship	KEI Industries Limited	- KEI Industries Limited - NTB Bowsmith Irrigation Limited - Anand Rathi Wealth Services Limited - K.G. Somani Management Consultants Private Limited - K.G. Somani Insolvency Professionals Private Limited	- Ishwa Consulting (LLP)
11	Name of Committees of Companies in which he/she is Chairman/ Member	KEI Industries Ltd - Nomination and Remuneration Committee (Chairman) - Audit Committee (Member) - Stakeholders Relationship Committee (Member)	KEI Industries Ltd - Audit Committee (Member)	None
12	No. of Equity Shares held in the Company	10,000 Equity Shares of face value Rs.2/- each	1000 Equity Shares of face value Rs.2/- each	NIL

For KEI INDUSTRIES LIMITED

**ANIL GUPTA**

Chairman-Cum-Managing Director

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