



KEI Industries Limited

Registered and Corporate Office: D-90, Okhla Industrial Area, Phase-1, New Delhi- 110020 CIN: L74899DL1992PLC051527
Tel.: +91-11-26818840/8642/0242, Email: info@kei-ind.com Website: www.kei-ind.com

KEI/BSE/2023-24
The Manager,
BSE Limited
Listing Division,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001.

Date: 02.09.2023

Subject: Submission of Minutes of 31st 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 31st AGM of the Company was held on 01st September, 2023 at 03:30 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 31st July, 2023.

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 was commenced at 9.00 a.m. on Tuesday, 29th August, 2023 and ended at 5.00 p.m. on Thursday, 31st August, 2023. 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 31st 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

(KISHORE KUNAL)
AVP (Corporate Finance) & 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-I : Bhiwadi : SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan); **Tel :** 01493-220106/221731, **Fax:** 01493-221780; **E-mail:** bhiwadi@kei-ind.com
Works-II : Silvassa : 99/2/7, Madhuban Industrial Estate, Rakholi, Silvassa UT of Dadra & Nagar Haveli and Daman & Diu-396230; **Tel:** +91-7359344404/7359244404; **E-mail:** silvassa@kei-ind.com
Works-III : Chopanki: A-280-284 RIICO Industrial Area (Chopanki) Dist. Alwar-301019 (Rajasthan); **E-mail:** chopanki@kei-ind.com
Branch : Mumbai: Nirvan Corporate, 7th Floor, Opposite Aghadi Nagar, Pump House, Jijamata Road, Andheri East, Mumbai-400093; **Tel:** 91-22-28239673/28375642; **E-mail:** mumbai@kei-ind.com
Offices : Kolkata: Arihant Benchmark, 4th Floor, 113-F, Matheswartola Road, Kolkata-700046; **Tele:** 033-40620820/40620821; **E-mail:** kolkata@kei-ind.com
Chennai: No.04, (Old No.23) SIR C P Ramasamy Road, 2nd Floor, Near Apollo Spectra Hospital, Alwarpet, Chennai-600018; **Tel :** 044-42009120



Annexure I

Date of the AGM	01-Sep-23
Total number of shareholders on record date (i.e. 25.08.2023)	1,25,373
No. of shareholders present in the meeting either in person or through proxy:	6
Promoter and Promoter Group:	2
Public:	4
No. of Shareholders attended the meeting through Video Conferencing:	362
Promoter and Promoter Group:	6
Public:	356

RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, 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, 2023 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	33460992	33460992	100.00	33460992	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		33460992	33460992	100.00	33460992	0	100.00
Public - Institutions	E- Voting	42546334	37619788	88.42	37619788	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		42546334	37619788	88.42	37619788	0	100.00
Public-Non Institutions	E- Voting	14185112	1049036	7.40	1049003	33	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		14185112	1049036	7.40	1049003	33	100.00
Total		90192438	72129816	79.97	72129783	33	100.00	0.00

RESOLUTION NO.02 : Confirming the payment of Interim Dividend of Rs.3.00 per equity share already paid during the year as the Final Dividend for the Financial Year 2022-23

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	33460992	33460992	100.00	33460992	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		33460992	33460992	100.00	33460992	0	100.00
Public - Institutions	E- Voting	42546334	37703415	88.62	37703415	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		42546334	37703415	88.62	37703415	0	100.00
Public-Non Institutions	E- Voting	14185112	1049017	7.40	1048568	449	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14185112	1049017	7.40	1048568	449	99.96
Total		90192438	72213424	80.07	72212975	449	100.00	0.00

RESOLUTION NO.03 : Re-appointment of Mr. Rajeev Gupta (holding DIN: 00128865), who retires by rotation and being eligible, offers himself for reappointment.

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	33460992	33460992	100.00	33460992	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		33460992	33460992	100.00	33460992	0	100.00
Public - Institutions	E- Voting	42546334	37636416	88.46	26926657	10709759	71.54	28.46
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		42546334	37636416	88.46	26926657	10709759	71.54
Public- Non Institutions	E- Voting	14185112	1049017	7.40	1048856	161	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14185112	1049017	7.40	1048856	161	99.98
Total		90192438	72146425	79.99	61436505	10709920	85.16	14.84

RESOLUTION NO.04: 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	33460992	33460992	100.00	33460992	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		33460992	33460992	100.00	33460992	0	100.00
Public - Institutions	E- Voting	42546334	37698135	88.60	37698135	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		42546334	37698135	88.60	37698135	0	100.00
Public- Non Institutions	E- Voting	14185112	1049011	7.40	1048102	909	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14185112	1049011	7.40	1048102	909	99.91
Total		90192438	72208138	80.06	72207229	909	100.00	0.00

RESOLUTION NO.05 : Re-appointment of Mr. Anil Gupta (holding DIN: 00006422) as Chairman-cum-Managing Director 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	33460992	33460992	100.00	33460992	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		33460992	33460992	100.00	33460992	0	100.00
Public - Institutions	E- Voting	42546334	37531712	88.21	15915560	21616152	42.41	57.59
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		42546334	37531712	88.21	15915560	21616152	42.41
Public- Non Institutions	E- Voting	14185112	1049017	7.40	1048479	538	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14185112	1049017	7.40	1048479	538	99.95
Total		90192438	72041721	79.88	50425031	21616690	69.99	30.01

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY THE 01ST DAY OF SEPTEMBER, 2023 AT 03:30 P.M. THROUGH VIDEO CONFERENCE / OTHER AUDIO VISUAL MEANS (VC/OAVM)

Present Physically:

Directors:

Mr. Anil Gupta	- Chairman-cum-Managing Director and as a Member
Mr. Akshit Diviaj Gupta	- Whole-Time 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
Mr. Vijay Bhushan	- Independent Director and Chairman of Stakeholders Relationship Committee
Mr. Vikram Bhartia	- Independent Director and Chairman of Nomination and Remuneration Committee and as a Member
Mr. Kishan Gopal Somani	- Independent Director
Mrs. Shalini Gupta	- Independent Director

Director present through Video Conference / Other Audio Visual Means:

Mrs. Archana Gupta	- Director
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Company Secretary:

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

Mr. Pawan Kumar Agarwal	- Statutory Auditor (Partner of M/s Pawan Shubham & Co., Chartered Accountant)
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Mr. Praveen Kumar Jain - Internal Auditor, Partner JC & Co. Chartered Accountant

Mr. Sumit Kumar - Secretarial Auditor and Scrutinizer of 31st Annual General Meeting (Proprietor of S.K. Batra & Associates, Company Secretaries)

Members:

Number of Members present in the meeting either in person or through Authorized representative (As a Director/KMP & Shareholder):

Promoter and Promoter Group - 2
Public- 4

Number of Members attended the meeting through Video Conference / Other Audio Visual Means:

Promoter and Promoter Group - 6
Public- 356

At 03:30 p.m., Mr. Kishore Kunal, AVP (Corporate Finance) & Company Secretary welcomed the Members, Directors, Auditors and Scrutinizer who had joined the meeting.

Mr. Anil Gupta, CMD of the Company acted as the Chairman of the 31st 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 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, Auditors and Scrutinizer to introduce themselves to the Members of the Company. All the Directors, Auditors and Scrutinizer introduced themselves to the members of the Company.



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 31st AGM dated 31.07.2023, Director's Report and the Financial Statements for the Financial Year ended on 31st March, 2023 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, 2023.

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 was commenced at 9.00 a.m. (IST) on Tuesday, 29th August, 2023 and ended at 5.00 p.m. (IST) on Thursday, 31st August, 2023. 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 5th September, 2023, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company www.kei-ind.com and website of NSDL at evoting@nsdl.co.in.

The Company Secretary called the name of Members who had registered themselves as speaker shareholder to express their views and queries one by one.



The Chairman replied to the queries raised by the members one-by-one in detail. Further, he thanked the Members for their participation in the AGM proceedings and their valuable thoughts and appreciation and declared the meeting as closed at 04:25 p.m.

Based on the combined results of remote e-voting and e-voting during the meeting; and Scrutinizer's Report dated 02.09.2023, 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	72129816	72129783	100.00	33	0.00
	Poll	-	-	-	-	-
	TOTAL	72129816	72129783	100.00	33	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting	72213424	72212975	100.00	449	0.00
	Poll	-	-	-	-	-
	TOTAL	72213424	72212975	100.00	449	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting	72146425	61436505	85.16	10709920	14.84
	Poll	-	-	-	-	-
	Total	72146425	61436505	85.16	10709920	14.84
Item No. 4 of the Notice (As an Ordinary Resolution)	E- Voting	72208138	72207229	100.00	909	0.00
	Poll	-	-	-	-	-
	TOTAL	72208138	72207229	100.00	909	0.00
Item No. 5 of the Notice (As an Ordinary Resolution)	E- Voting	72041721	50425031	69.99	21616690	30.01
	Poll	-	-	-	-	-
	TOTAL	72041721	50425031	69.99	21616690	30.01

The Resolutions for the ordinary and special business as set out in Item No. 1 to 5 in the notice of the 31st Annual General Meeting of the Company dated 31.07.2023 duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 31st Annual General Meeting of the members held on 01st September, 2023.

ORDINARY BUSINESS:

RESOLUTION NO.1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023, THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023 AND



THE REPORT OF AUDITORS THEREON (AS AN ORDINARY RESOLUTION):

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, 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, 2023 and the Report of Auditors thereon be and are hereby adopted and approved.”

RESOLUTION NO. 2: TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF RS. 3.00 PER EQUITY SHARE ALREADY PAID DURING THE YEAR AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR 2022-23 (AS AN ORDINARY RESOLUTION):

“RESOLVED THAT the payment of interim dividend of ₹3.00/- per equity share (i.e. @ 150%) already paid during the year considered as Final Dividend for the financial year 2022-23.”

RESOLUTION NO. 3: 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. (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: RATIFICATION OF REMUNERATION OF M/S. S. CHANDER & ASSOCIATES, COST ACCOUNTANTS, APPOINTED AS COST AUDITORS OF THE COMPANY. (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 on the recommendation of Audit Committee of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2023-24, be paid the remuneration of Rs. 4,00,000/- excluding 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”.

Mr. Vikram Bhartia, a Non-interested and Independent director took the chair and conducted the proceedings for Resolution No. 5

RESOLUTION No. 5: RE-APPOINTMENT OF MR. ANIL GUPTA (HOLDING DIN: 00006422) AS CHAIRMAN-CUM-MANAGING DIRECTOR OF THE COMPANY (AS AN ORDINARY RESOLUTION):

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 196, 197, 198 and 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 be and are 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, 2024 to June 30, 2029 (i.e. for a period of five years) 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:

Period	from July 01, 2024 to June 30, 2029
2.Remuneration	
a. Salary	Rs.50,00,000/- basic salary per month w.e.f. July 01, 2024 upto maximum basic salary of Rs. 70,00,000/- per month.
b. Perquisites	Perquisites are classified into three categories A, B and C.
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.

Category – A

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

ii) 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, from time to time.

Category – C

Car with a driver for use on the Company's business and telephone at residence provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to him.

RESOLVED FURTHER THAT the minimum 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) /Authorized 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.”

Place: New Delhi

Date: September 02, 2023

Entered By: Mr. Kishore Kunal

AVP (Corporate Finance) & Company Secretary

(ANIL GUPTA)

Chairman-cum-Managing Director

Place: New Delhi

Date: September 02, 2023



S. K. BATRA & ASSOCIATES

Company Secretaries

IBBI Registered Valuer

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com, info@skbatra.com

To
The Chairman
31st Annual General Meeting of
KEI Industries Limited
D-90, Okhla Industrial 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 31st Annual General Meeting of KEI Industries Limited held on 01st September, 2023 through VC / OAVM

Dear Sir,

We thank you to appoint us as the Scrutinizer for remote e-voting process and voting by your members during the 31st Annual General Meeting of your Company held on Friday, 01st September, 2023 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 & On Behalf of
S.K. Batra & Associates**

Sumit
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by Sumit Kumar
Date: 2023.09.02
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**SUMIT KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN: F007714E000920516
Peer Reviewed Unit UIN- S2008DE794900**

**Date: 02/09/2023
Place: New Delhi**

**Regd. Office: 3393, 3rd Floor, South Patel Nagar, Delhi – 110008
Opposite Jaypee Siddharth Hotel**

SCRUTINIZER'S REPORT ON REMOTE E-VOTING
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20
of the Companies (Management and Administration) Rules, 2014]

Name of the Company	KEI Industries Limited
Meeting	31st Annual General Meeting
Day, Date & Time	Friday, 01st Day of September, 2023 at 03:30 P.M.
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

I, Sumit Kumar, proprietor of S.K. Batra & Associates, Practicing Company Secretary was appointed as a Scrutinizer by the Board of Directors of KEI Industries Limited (hereinafter referred to as the "Company") on 31st July, 2023, for the purpose of scrutinizing remote e-voting process and e-voting as per Section 108 of the Companies Act, 2013 on resolution(s) set forth in the notice of 31st Annual General Meeting of the Company dated 31st July, 2023 (hereinafter referred to as the "AGM Notice"). 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 Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 followed by General Circular dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular dated January 05, 2023 for holding the AGM or other general meetings of the members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), the advertisements were published in Financial Express, English (All Editions) and in Jansatta, Hindi (Delhi Edition) Newspaper on 11th August, 2023 specifying the date and time of the AGM, availability of the AGM Notice along with the Annual Report 2022-2023 on the Company's website, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, 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 AGM Notice dated 31st July, 2023 along with the Annual Report 2022-2023 was hosted on the website of the Company at www.kei-ind.com under Investor Relations Section, on the website 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 at <https://www.evoting.nsdl.com>.

2.3 The Company informed that the AGM Notice along with the Annual Report 2022-2023 of the Company 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 dated 4th August, 2023.

3. Cut-off Date

Voting Rights with respect to the agenda items were reckoned as on Friday, 25th August, 2023, being the cutoff date for the purpose of deciding the entitlement 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 at the 31st Annual General Meeting (“AGM”) of the Company, which was held on Friday, 01st September, 2023. National Securities Depository Limited (“NSDL”) had set up e-voting facility on their website, <https://www.evoting.nsdl.com>.

4.2 Remote e-voting period

The e-voting facility was kept open from Tuesday, 29th August, 2023 (9:00 A.M. IST) to Thursday, 31st August, 2023 (5:00 P.M. IST) 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 the AGM

5.1 This AGM was being held pursuant to the Circulars issued by Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, and May 05, 2022 followed by General Circular dated December 28, 2022 and SEBI circular dated January 05, 2023 through VC/OAVM, hence physical attendance of Members had been dispensed with. Accordingly, the facility for appointment of proxies by the Members was also not available for this AGM.

5.2 Members attending the AGM through VC / OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5.3 In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 AGM, the Scrutinizer had access after the closure of the period of remote e-voting and before the start of AGM, 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.

5.4 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who had cast their votes through e-voting.

6. Counting Process

6.1 At the end of the voting period on Thursday, 31st August, 2023 at 5:00 P.M. IST, the Voting Portal of the service provider was blocked forthwith. On 01st September, 2023 after the completion of e-voting at the AGM, I unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the NSDL e-voting platform and downloaded the results for scrutiny in the presence of two witnesses, who are not in the employment of the Company.

Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

7. Result

Consolidated results with respect to the agenda items as set out in the AGM Notice dated 31st July, 2023 are enclosed herewith.

CONSOLIDATED RESULTS:**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 March 31, 2023, 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 March 31, 2023 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	856	72093408	13	36375	869	72129783	100.00
Dissent	2	32	1	1	3	33	00.00
Total	858	72093440	14	36376	872	72129816	100.00

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

To confirm the payment of Interim Dividend of Rs. 3.00 per equity share already paid during the year as the Final Dividend for the Financial Year 2022-23.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	859	72176600	13	36375	872	72212975	100.00
Dissent	9	448	1	1	10	449	00.00
Total	868	72177048	14	36376	882	72213424	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 reappointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	698	61400130	13	36375	711	61436505	85.16
Dissent	160	10709919	1	1	161	10709920	14.84
Total	858	72110049	14	36376	872	72146425	100.00

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

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	852	72170854	13	36375	865	72207229	100.00
Dissent	6	908	1	1	7	909	00.00
Total	858	72171762	14	36376	872	72208138	100.00

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

Re-appointment of Mr. Anil Gupta (holding DIN: 00006422) as Chairman-cum-Managing Director 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	623	50388656	13	36375	636	50425031	69.99
Dissent	232	21616689	1	1	233	21616690	30.01
Total	855	72005345	14	36376	869	72041721	100.00

Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 5 in the AGM Notice have been passed with the requisite majority.

I hereby confirm that I have maintained the electronic voting data downloaded / 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 electronic data and e-voting registers shall remain in my safe custody until the Chairman considers, approves and signs the minutes in this regard and thereafter, it will be handed to the Company Secretary of the Company or such other person who is authorized by the Board of Directors or by the Chairman of the meeting.

Thanking you,

Yours Sincerely
For & on Behalf of
S.K. Batra & Associates

Counter Signed by


Sumit
Kumar

Digitally signed
by Sumit Kumar
Date: 2023.09.02
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Chairman of AGM of
KEI Industries Limited

SUMIT KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN : F007714E000920516
Peer Reviewed Unit UIN- S2008DE794900

Date: 02/09/2023
Place: New Delhi


Witness 1: Mayank


Witness 2: Garima Chugh