



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/2022-23

Date: 09.09.2022

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

Subject: Submission of Minutes of 30th 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 30th AGM of the Company was held on 07th September, 2022 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 26th July, 2022 read with Corrigendum to the Notice of Annual General Meeting dated 22nd August, 2022.

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, 04th September, 2022 and ended at 5.00 p.m. on Tuesday, 06th September, 2022. 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 30th 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)
AVP (Corporate Finance) & Company Secretary
(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-II : Bhiwadi : SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel : 01493-220106, 221731 Fax : 01493-221731
Works-III : Silvassa : 99/2/7, Madhuban Industrial Estate, Rakholi, Silvassa UT of Dadra & Nagar Haveli and Daman & Diu-396230. Tele 91-260-2644404, 2630944. Fax:2645896
Branch : Chennai : No.04, (old No.23) SIR C P Ramasamy Road, 2nd Floor, Near Apollo Spectra Hospital, Alwarpet, Chennai-600018 Tel : 044-42009120 Fax : 044-42009130.
Offices : Mumbai :Nirvan Corporate, 7th Floor, Opposite Aghadi Nagar, Pump House, Jijamata Road, Andheri East, Mumbai-400093. Tel: 91-22-28239673/28375642, Fax: 28258277
Kolkata: Arihant Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Tele: 033-40620820/40620822.

Annexure I

Date of the AGM	07-Sep-22
Total number of shareholders on record date (i.e. 31.08.2022)	99005
No. of shareholders present in the meeting either in person or through proxy:	7
Promoter and Promoter Group:	3
Public:	4
No. of Shareholders attended the meeting through Video Conferencing:	283
Promoter and Promoter Group:	5
Public:	278



RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, 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, 2022 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	34260992	34260992	100.00	34260992	0	100.00	0.00
	Poll			0.00	0	0	0.00	0.00
	Postal ballot (if applicable)			0.00	0	0	0.00	0.00
	Total			34260992	34260992	100.00	34260992	0
Public - Institutions	E- Voting	40868573	35438857	86.71	35424233	14624	99.96	0.04
	Poll			0	0	0	0.00	0.00
	Postal ballot (if applicable)			0	0	0	0.00	0.00
	Total			40868573	35438857	86.71	35424233	14624
Public- Non Institutions	E- Voting	15062873	1097545	7.29	1092319	5226	99.52	0.48
	Poll			0	0	0	0.00	0.00
	Postal ballot (if applicable)			0	0	0	0.00	0.00
	Total			15062873	1097545	7.29	1092319	5226
Total		90192438	70797394	78.50	70777544	19850	99.97	0.03



RESOLUTION NO.02 : Confirming the payment of Interim Dividend of Rs.2.50 per equity share already paid during the year as the Final Dividend for the Financial Year 2021-22

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	34260992	34260992	100.00	34260992	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		34260992	34260992	100.00	34260992	0	100.00
Public - Institutions	E- Voting	40868573	35495935	86.85	35495935	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		40868573	35495935	86.85	35495935	0	100.00
Public- Non Institutions	E- Voting	15062873	1097545	7.29	1094679	2866	99.74	0.26
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15062873	1097545	7.29	1094679	2866	99.74
Total		90192438	70854472	78.56	70851606	2866	100.00	0.00



RESOLUTION NO.03 : Re-appointment of Mr. Akshit Diviaj Gupta (holding DIN: 07814690), 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	34260992	34260992	100.00	34260992	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		34260992	34260992	100.00	34260992	0	100.00
Public - Institutions	E- Voting	40868573	35401167	86.62	24300776	11100391	68.64	31.36
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		40868573	35401167	86.62	24300776	11100391	68.64
Public- Non Institutions	E- Voting	15062873	1097545	7.29	1092268	5277	99.52	0.48
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15062873	1097545	7.29	1092268	5277	99.52
Total		90192438	70759704	78.45	59654036	11105668	84.31	15.69



RESOLUTION NO.04: Approval for Re-appointment of Statutory Auditors M/s Pawan Shubham & Co. for second term of five consecutive years

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	34260992	34260992	100.00	34260992	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		34260992	34260992	100.00	34260992	0	100.00
Public - Institutions	E- Voting	40868573	35489893	86.84	33815876	1674017	95.28	4.72
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		40868573	35489893	86.84	33815876	1674017	95.28
Public- Non Institutions	E- Voting	15062873	1097545	7.29	1092268	5277	99.52	0.48
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15062873	1097545	7.29	1092268	5277	99.52
Total		90192438	70848430	78.55	69169136	1679294	97.63	2.37



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	34260992	34260992	100.00	34260992	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		34260992	34260992	100.00	34260992	0	100.00
Public - Institutions	E- Voting	40868573	35489893	86.84	35489893	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		40868573	35489893	86.84	35489893	0	100.00
Public- Non Institutions	E- Voting	15062873	1097545	7.29	1092268	5277	99.52	0.48
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15062873	1097545	7.29	1092268	5277	99.52
Total		90192438	70848430	78.55	70843153	5277	99.99	0.01



RESOLUTION NO.06: Approval for Increase in Remuneration of Ms. Vedika Gupta and Holding an Office or Place of Profit in the Company.

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	34260992	0	0.00	0	0	0.00	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		34260992	0	0.00	0	0	0.00
Public - Institutions	E- Voting	40868573	35401167	86.62	17475288	17925879	49.36	50.64
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		40868573	35401167	86.62	17475288	17925879	49.36
Public- Non Institutions	E- Voting	15062873	1097503	7.29	1089050	8453	99.23	0.77
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15062873	1097503	7.29	1089050	8453	99.23
Total		90192438	36498670	40.47	18564338	17934332	50.86	49.14

**The votes casted by Mr. Anil Gupta and Mrs. Archana Gupta including entities in which both are interested have been considered invalid due to their interest in the proposed resolution.*



RESOLUTION NO.07 : Approval for Amendment in Articles of Association as per provisions of 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	34260992	34260992	100.00	34260992	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		34260992	34260992	100.00	34260992	0	100.00
Public - Institutions	E- Voting	40868573	34928500	85.47	32717916	2210584	93.67	6.33
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		40868573	34928500	85.47	32717916	2210584	93.67
Public- Non Institutions	E- Voting	15062873	1097541	7.29	1091835	5706	99.48	0.52
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15062873	1097541	7.29	1091835	5706	99.48
Total		90192438	70287033	77.93	68070743	2216290	96.85	3.15

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RESOLUTION NO.08 :Approval for Adoption of Memorandum of Association as per provisions of 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	34260992	34260992	100.00	34260992	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		34260992	34260992	100.00	34260992	0	100.00
Public - Institutions	E- Voting	40868573	34928500	85.47	32717916	2210584	93.67	6.33
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		40868573	34928500	85.47	32717916	2210584	93.67
Public- Non Institutions	E- Voting	15062873	1097541	7.29	1091834	5707	99.48	0.52
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15062873	1097541	7.29	1091834	5707	99.48
Total		90192438	70287033	77.93	68070742	2216291	96.85	3.15



MINUTES OF THE 30th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY THE 07TH DAY OF SEPTEMBER, 2022 AT 03:30 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC/OAVM).

Present Physically:

Directors:

- | | |
|----------------------|--|
| Mr. Anil Gupta | - Chairman-cum-Managing Director and as a Member |
| Mrs. Archana Gupta | - Director and as a Member |
| 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 |
| Mrs. Shalini Gupta | - Independent Director |

Director present through Video Conference / Other Audio Visual Means:

- | | |
|-------------------------|------------------------|
| Mr. Kishan Gopal Somani | - Independent Director |
| Mr. Akshit Diviaj Gupta | - Whole-Time Director |

Company Secretary:

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

Auditors:

- | | |
|------------------------|--|
| Mr. Pawan Kr. Aggarwal | - Statutory Auditor (Partner of M/s Pawan Shubham & Co., Chartered Accountant) |
|------------------------|--|



- Mr. Praveen Kumar Jain - Internal Auditor, Partner JC & Co. Chartered Accountant
- Mr. Sumit Kumar - Secretarial Auditor and Scrutinizer of 30th Annual General Meeting (Proprietor of S.K. Batra & Associates, Company Secretaries) (present through VC/OAVM)

Members:

Number of Members present in the meeting in person (As a Director/KMP & Shareholder):

Promoter and Promoter Group - 3

Public- 4

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

Promoter and Promoter Group - 5

Public- 278

At 03:30 p.m., Mr. Kishore Kunal, AVP (Corporate Finance) & 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 30th 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, Memorandum of Association and Articles of Association of the Company 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.

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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 30th AGM dated 26.07.2022 read with Corrigendum to the Notice of AGM dated 22.08.2022, Director's Report and the Financial Statements for the Financial Year ended on 31st March, 2022 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, 2022.

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, 04th September, 2022 and ended at 5.00 p.m. on Tuesday, 06th September, 2022. 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 9th September, 2022, 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 and thanked the Members for their input and appreciation and declared the meeting as closed at 04:28 p.m.

Based on the combined results of remote e-voting and e-voting during the meeting; and Scrutinizer's Report dated 09.09.2022, following resolutions were approved by the members with requisite majority :

Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast Nos.	Votes in favour of the resolution		Votes against the resolution	
			Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting	70797394	70777544	99.97	19850	0.03
	Poll	-	-	-	-	-
	TOTAL	70797394	70777544	99.97	19850	0.03
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting	70854472	70851606	100.00	2866	0.00
	Poll	-	-	-	-	-
	TOTAL	70854472	70851606	100.00	2866	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting	70759704	59654036	84.31	11105668	15.69
	Poll	-	-	-	-	-
	Total	70759704	59654036	84.31	11105668	15.69
Item No. 4 of the Notice (As an Ordinary Resolution)	E- Voting	70848430	69169136	97.63	1679294	2.37
	Poll	-	-	-	-	-
	TOTAL	70848430	69169136	97.63	1679294	2.37
Item No. 5 of the Notice (As an Ordinary Resolution)	E- Voting	70848430	70843153	99.99	5277	0.01
	Poll	-	-	-	-	-
	TOTAL	70848430	70843153	99.99	5277	0.01
*Item No. 6 of the Notice (As an Ordinary Resolution)	E- Voting	36498670	18564338	50.86	17934332	49.14
	Poll	-	-	-	-	-
	TOTAL	36498670	18564338	50.86	17934332	49.14
Item No. 7 of the Notice (As a	E- Voting	70287033	68070743	96.85	2216290	3.15
	Poll	-	-	-	-	-
	TOTAL	70287033	68070743	96.85	2216290	3.15



Special Resolution)						
Item No. 8 of the Notice (As a Special Resolution)	E- Voting	70287033	68070742	96.85	2216291	3.15
	Poll	-	-	-	-	-
	TOTAL	70287033	68070742	96.85	2216291	3.15

*Note: The votes casted by Mr. Anil Gupta and Mrs. Archana Gupta including entities in which both are interested have been considered invalid due to their interest in the proposed resolution.

The Resolutions for the ordinary and special business as set out in Item No. 1 to 8 in the notice of the 30th Annual General Meeting of the Company dated 26.07.2022 read with Corrigendum to the Notice of AGM dated 22.08.2022, duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 30th Annual General Meeting of the members held on 07th September, 2022.

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, 2022, 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, 2022 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, 2022, 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, 2022 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. 2.50 PER EQUITY SHARE ALREADY PAID DURING THE YEAR AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR 2021-22 (AS AN ORDINARY RESOLUTION):

"**RESOLVED THAT** the payment of interim dividend of ₹2.50/- per equity share (i.e. @ 125%) already paid during the year considered as Final Dividend for the financial year 2021-22."

5



Mr. Sadhu Ram Bansal, a Non-interested and Independent director took the chair and conducted the proceedings for Resolution No. 3 and Resolution No. 6.

RESOLUTION NO. 3: TO APPOINT A DIRECTOR IN PLACE OF MR. AKSHIT DIVIAJ GUPTA (HOLDING DIN: 07814690), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT Mr. Akshit Diviaj Gupta (holding DIN: 07814690), director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation."

RESOLUTION NO.4: RE-APPOINTMENT OF STATUTORY AUDITORS M/S PAWAN SHUBHAM & CO. FOR SECOND TERM OF FIVE CONSECUTIVE YEARS (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Pawan Shubham & Co., Chartered Accountants, having Firm Registration No. 011573C be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting to be held in the year 2027 to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

RESOLUTION NO. 5: 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 as recommended by the Audit Committee of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2022-23, be paid the remuneration of 3,75,000/- 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”.

RESOLUTION No. 6: APPROVAL FOR INCREASE IN REMUNERATION OF MS. VEDIKA GUPTA AND HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY (AS AN ORDINARY RESOLUTION):

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and as per the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors in their meetings held on April 30, 2022 and May 09, 2022 respectively, approval of the shareholders be and is hereby accorded to enhance the prescribed limit of salary payable to Ms. Vedika Gupta, General Manager (Procurement) of the Company and holding an office or place of profit in the company, as computed under applicable provisions of Companies Act, 2013 and its allied rules from Rs.2,47,500/- per month upto Rs.5,00,000/- per month and such other perquisites in accordance with the Company rules.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

RESOLUTION NO. 7: AMENDMENT IN ARTICLES OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013 (AS A SPECIAL RESOLUTION):

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-



enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to amend the existing Articles of Association of the Company pursuant to the Companies Act, 2013 primarily based on the Form of "Table F" under the Act, as below:

1. Insertion and Modification of certain definitions in Article 3 for Interpretation Clause.

2. Article 4 be and is hereby amended and substituted with the following:

4. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to subdivide, consolidate and increase and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or special rights, privilege or condition as may be, thought fit, and upon the subdivision of shares appropriation of the right to participate in profit in any manner as between the shares resulting from subdivision.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution."

RESOLUTION NO. 8: ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013 (AS A SPECIAL RESOLUTION):

"RESOLVED THAT pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association as required under the Companies Act, 2013 primarily based on the Form of "Table A" under the Act in place of the existing Memorandum of Association under the Companies Act, 1956, as per copy placed before the members be and is hereby approved.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including of filing all the necessary e-forms with the Office of the Registrar of Companies, NCT of Delhi & Haryana."

Place: New Delhi

Date: September 09, 2022



**Entered By: Mr. Kishore Kunal
AVP (Corporate Finance) & Company Secretary**

**ANIL
GUPTA**

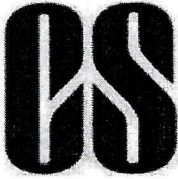
Digitally signed
by ANIL GUPTA
Date: 2022.09.09
17:13:50 +05'30'

(ANIL GUPTA)

Chairman-cum-Managing Director

Place: New Delhi

Date: September 09, 2022



S. K. BATRA & ASSOCIATES
Company Secretaries
IBBI Registered Valuer
Ph. 09873428930, 011-47532430
Email: skbatrapcs@gmail.com, info@skbatra.com

To
The Chairman
30th 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 30th Annual General Meeting of KEI Industries Limited held on 07th September, 2022 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 30th Annual General Meeting of your Company held on Wednesday, 07th September, 2022 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

Digitally signed
by Sumit Kumar
Date:
2022.09.09
14:58:31 +05'30'

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

**Date: 09.09.2022
Place: New Delhi
UDIN: F007714D000946179
Peer Review Cert. No: 1130/2021**

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

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	30th Annual General Meeting
Day, Date & Time	Wednesday, 07th September, 2022 at 03:30 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 26th July, 2022, 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 30th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on Wednesday, the 07th day of September, 2022 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 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular May 13, 2022 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 Business Standard, English (All Editions) and in Business Standard, Hindi (Delhi Edition) Newspaper on 17th August, 2022 specifying the date and time of the AGM, availability of the Notice of the AGM along with the Annual Report 2021-22 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 Notice of AGM dated 26.07.2022, Corrigendum to the Notice of AGM dated 22.08.2022 along with the Annual Report 2021-22 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 notice of AGM dated 26.07.2022, Corrigendum to the Notice of AGM dated 22.08.2022 along with the Annual Report 2021-22 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 with respect to the agenda items were reckoned as on Wednesday, 31st August, 2022, 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 30th Annual General Meeting (“AGM”) of the Company, which was held on Wednesday, the 07th day of September, 2022. 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 Sunday, 04th September, 2022 (9.00 A.M. IST) to Tuesday, 06th September, 2022 (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 Circular 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 and SEBI circular dated May 13, 2022 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 September 06, 2022 at 5.00 P.M. IST, the Voting Portal of the service provider was blocked forthwith. On September 07, 2022 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 Notice of Annual General Meeting dated 26th July, 2022 read with Corrigendum to the Notice of Annual General Meeting dated 22nd August, 2022 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 on March 31, 2022, 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, 2022 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	708	70777497	6	47	714	70777544	99.97
Dissent	7	19850	0	0	7	19850	00.03
Total	715	70797347	6	47	721	70797394	100.00

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

To confirm the payment of Interim Dividend of Rs. 2.50 per equity share already paid during the year as the Final Dividend for the Financial Year 2021-22

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	
Assent	710	70851559	6	47	716	70851606	100.00
Dissent	7	2866	0	0	7	2866	00.00
Total	717	70854425	6	47	723	70854472	100.00

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

To appoint a Director in place of Mr. Akshit Diviaj Gupta (holding DIN: 07814690), 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	575	59653989	6	47	581	59654036	84.31
Dissent	140	11105668	0	0	140	11105668	15.69
Total	715	70759657	6	47	721	70759704	100.00

AGENDA ITEM NO.: 4 –ORDINARY BUSINESS BY ORDINARY RESOLUTION**Re-appointment of Statutory Auditors M/s Pawan Shubham & Co. for second term of five consecutive years**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	702	69169089	6	47	708	69169136	97.63
Dissent	14	1679294	0	0	14	1679294	02.37
Total	716	70848383	6	47	722	70848430	100.00

AGENDA ITEM NO.: 5 – 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	708	70843106	6	47	714	70843153	99.99
Dissent	8	5277	0	0	8	5277	00.01
Total	716	70848383	6	47	722	70848430	100.00

AGENDA ITEM NO.: 6 – SPECIAL BUSINESS BY ORDINARY RESOLUTION**Approval for Increase in Remuneration of Ms. Vedika Gupta and Holding an Office or Place of Profit in 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	*543	*18564291	6	47	549	18564338	50.86
Dissent	163	17934332	0	0	163	17934332	49.14
Total	706	36498623	6	47	712	36498670	100.00

Note: The votes casted by Mr. Anil Gupta and Mrs. Archana Gupta including entities in which both are interested have been considered invalid due to their interest in the proposed resolution.

AGENDA ITEM NO.: 7 – SPECIAL BUSINESS BY SPECIAL RESOLUTION**Amendment in Articles of Association as per provisions of Companies Act, 2013**

*(*This Agenda Item was rectified pursuant to Corrigendum to the Notice of 30th AGM of the Company issued on 22nd August, 2022, the same was hosted at the Company's website along with Intimations to Stock Exchanges and publications in Business*

Standard (In English) in all edition and Business Standard (In Hindi) in Delhi Edition
Newspaper and website of NSDL)

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	
Assent	677	68070696	6	47	683	68070743	96.85
Dissent	27	2216290	0	0	27	2216290	03.15
Total	704	70286986	6	47	710	70287033	100.00

AGENDA ITEM NO.: 8 - SPECIAL BUSINESS BY SPECIAL RESOLUTION

Adoption of Memorandum of Association as per provisions of Companies Act, 2013

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	
Assent	676	68070695	6	47	682	68070742	96.85
Dissent	28	2216291	0	0	28	2216291	03.15
Total	704	70286986	6	47	710	70287033	100.00

Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 8 in the Notice of the 30th AGM dated 26th July, 2022 followed by Corrigendum to the Notice of AGM dated 22nd August, 2022 in respect of Item No. 7, 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 or by the Chairman of the meeting.

Thanking you,


Yours Sincerely
For S.K. Batra & Associates

Sumit Kumar
Digitally signed by Sumit Kumar
Date: 2022.09.09 14:59:09 +05'30'

SUMIT KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN : F007714D000946179
Place : New Delhi
Date : 09.09.2022
Peer Review Cert. No: 1130/2021

ANIL GUPTA
Digitally signed by ANIL GUPTA
Date: 2022.09.09 17:17:24 +05'30'
Counter Signed by

.....
Chairman of AGM of
KEI Industries Limited


Witness 1: Dheeraj Kumar


Witness 2: Siddhant Dhyani