

KEI Industries Limited

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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/2024-25
The Manager,
BSE Limited
Listing Division,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400 001

Date: 12.09.2024

Subject: Submission of Minutes of 32nd 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 32nd AGM of the Company was held on September 11, 2024 at 03:30 p.m. (IST) through Video Conference / Other Audio Visual Means (VC / OAVM), to transact the businesses as stated in the Notice of Annual General Meeting dated July 29, 2024.

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 09.00 a.m. (IST) on Sunday, September 08, 2024 and ended at 05.00 p.m. (IST) on Tuesday, September 10, 2024. 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 32nd 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

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-I : Bhiwadi : SP-919/920/922, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan); Tel : 01493-220106/221731, E-mail: bhiwadi@kei-ind.com
Works-II : Chopanki : A-280-284 RIICO Industrial Area (Chopanki) Dist. Alwar-301019 (Rajasthan); E-mail: chopanki@kei-ind.com
Works-III : 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
Branch : Delhi : F-90/1-A, F Block, Okhla Industrial Area, Phase-1, New Delhi - 110020, Tel. : +91 11 6905 6800
Offices : Chennai : No.04, (Old No.23) SIR C P Ramasamy Road, 2nd Floor, Near Apollo Spectra Hospital, Alwarpet, Chennai-600018; Tel : 044-42009120
: Kolkata : Arihant Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-700046, Tele: 033-40620820/40620821; E-mail: kolkata@kei-ind.com
: 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



Date of the AGM	11-Sep-24
Total number of shareholders on record date (i.e. 04.09.2024)	166,963
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	1
Public:	4
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	7
Public:	388

For KEI INDUSTRIES LIMITED



ANIL GUPTA

Chairman-cum-Managing Director

RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, 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 endedt March 31, 2024 and the Report of 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	42650803	36288009	85.08	36288009	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		42650803	36288009	85.08	36288009	0	100.00
Public- Non Institutions	E- Voting	14129643	1112671	7.87	1112621	50	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		14129643	1112671	7.87	1112621	50	100.00
Total		90241438	70861672	78.52	70861622	50	100.00	0.00

For KEI INDUSTRIES LIMITED

ANIL GUPTA
 Chairman-cum-Managing Director

RESOLUTION NO.02 : Confirm the payment of Interim Dividend of Rs.3.50 per equity share already paid during the year as the Final Dividend for the Financial Year 2023-24.

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	42650803	36290500	85.09	36290085	415	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		42650803	36290500	85.09	36290085	415	100.00
Public- Non Institutions	E- Voting	14129643	1112675	7.87	1110632	2043	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14129643	1112675	7.87	1110632	2043	99.82
Total		90241438	70864167	78.53	70861709	2458	100.00	0.00

For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-cum-Managing Director

RESOLUTION NO.03 : Re-appointment of Ms. Archana Gupta (holding DIN: 00006459) as a Director who retires by rotation and being eligible, offers herself for re-appointment.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	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	42650803	36290500	85.09	32603482	3687018	89.84	10.16
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		42650803	36290500	85.09	32603482	3687018	89.84
Public- Non Institutions	E- Voting	14129643	1110675	7.86	1110378	297	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14129643	1110675	7.86	1110378	297	99.97
Total		90241438	70862167	78.53	67174852	3687315	94.80	5.20

For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-cum-Managing Director

RESOLUTION NO.04: Approval for Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company for FY 2024-25.

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	42650803	36238430	84.97	36238430	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		42650803	36238430	84.97	36238430	0	100.00
Public- Non Institutions	E- Voting	14129643	1110675	7.86	1110393	282	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14129643	1110675	7.86	1110393	282	99.97
Total		90241438	70810097	78.47	70809815	282	100.00	0.00

For KEI INDUSTRIES LIMITED

ANIL GUPTA
 Chairman-cum-Managing Director

RESOLUTION NO.05 : Approval for appointment of Mr. Vinay Mittal (holding DIN: 05107333) as an Independent Director of the Company.

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	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	42650803	36052500	84.53	35647418	405082	98.88	1.12
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		42650803	36052500	84.53	35647418	405082	98.88
Public- Non Institutions	E- Voting	14129643	1110675	7.86	1110393	282	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14129643	1110675	7.86	1110393	282	99.97
Total		90241438	70624167	78.26	70218803	405364	99.43	0.57

For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-cum-Managing Director

MINUTE BOOK

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MINUTES OF THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY THE 11TH DAY OF SEPTEMBER, 2024 AT 03:30 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (VC/OAVM)

<u>Category</u>	<u>Name of person</u>	<u>Designation</u>	<u>Present Physically/Virtually through Video Conference / Other Audio Visual Means</u>
Directors	Mr. Anil Gupta	Chairman-cum-Managing Director and as a Member	Physically
	Mrs. Archana Gupta	Director and as a member	Virtually
	Mr. Akshit Diviaj Gupta	Whole-Time Director	Physically
	Mr. Pawan Bholusaria	Independent Director and as a Member	Physically
	Mr. Sadhu Ram Bansal	Independent Director and Chairman of Audit Committee & Corporate Social Responsibility and Environment, Social and Governance Committee	Physically
	Mr. Vijay Bhushan	Independent Director	Physically
	Mr. Vikram Bhartia	Independent Director and as a Member	Physically
	Mr. Kishan Gopal Somani	Independent Director	Physically
	Mrs. Shalini Gupta	Independent Director and Chairman of Stakeholders Relationship Committee & Nomination and Remuneration Committee	Physically
	Mr. Rajesh Kumar Yaduvanshi	Independent Director	Physically
Company Secretary	Mr. Kishore Kunal	VP (Corporate Finance) & Company Secretary and as a Member	Physically
	Mr. Shubham Agarwal	Statutory Auditor (Partner of M/s Pawan Shubham & Co., Chartered Accountant)	Virtually
Auditors	Mr. Praveen Kumar Jain	Internal Auditor, Partner Jagdish Chand & Co. Chartered Accountant	Physically

CHAIRMAN'S INITIALS



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	Mr. Sumit Kumar	Secretarial Auditor and Scrutinizer of 32 nd Annual General Meeting (Proprietor of S.K. Batra & Associates, Company Secretaries)	Virtually
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Members:

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

Promoter and Promoter Group - 1
Public - 4

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

Promoter and Promoter Group - 7
Public- 388

At 03:30 p.m., Mr. Kishore Kunal, VP (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 32nd 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 was convened and 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 32nd AGM dated July 29, 2024, 1st Integrated Annual Report containing Director's Report, Business Responsibility and Sustainability Report and the Financial Statements for the Financial Year ended on 31st March, 2024 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.

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Mr. Shubham 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 are no qualifications in the Audit Report for the Financial Year ended on 31st March, 2024.

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 Sunday, 8th September, 2024 and ended at 5.00 p.m. (IST) on Tuesday, 10th September, 2024. 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 13th September, 2024, 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 04:44 p.m. (IST) (including the time allowed for e-voting at AGM).

Based on the combined results of remote e-voting and e-voting during the meeting; and Scrutinizer's Report dated 11th September, 2024, following resolutions were approved by the members with requisite majority :

Agenda Item No. of Notice	Particulars 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	70861672	70861622	100.00	50	0.00
	Poll	-	-	-	-	-
	TOTAL	70861672	70861622	100.00	50	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	70864167	70861709	100.00	2458	0.00
	Poll	-	-	-	-	-
	TOTAL	70864167	70861709	100.00	2458	0.00
Item No. 3 of the Notice	E-Voting	70862167	67174852	94.80	3687315	5.20

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(As an Ordinary Resolution)	Poll	-	-	-	-	-
	Total	70862167	67174852	94.80	3687315	5.20
Item No. 4 of the Notice (As an Ordinary Resolution)	E-Voting	70810097	70809815	100.00	282	0.00
	Poll	-	-	-	-	-
	TOTAL	70810097	70809815	100.00	282	0.00
Item No. 5 of the Notice (As a Special Resolution)	E-Voting	70624167	70218803	99.43	405364	0.57
	Poll	-	-	-	-	-
	TOTAL	70624167	70218803	99.43	405364	0.57

The Resolutions for the ordinary and special business as set out in Item No. 1 to 5 in the Notice of the 32nd Annual General Meeting of the Company dated July 29, 2024 duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 32nd Annual General Meeting of the members held on September 11, 2024.

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, 2024, 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, 2024 AND THE REPORT OF AUDITORS THEREON (AS AN ORDINARY RESOLUTION):

“**RESOLVED THAT** pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the audited standalone and consolidated financial Statement containing Balance Sheet, Statement of Profit & Loss, Cash Flow Statement for the year ended 31st March, 2024 together with Auditors’ report and Notes to Account, as recommended by Audit Committee and approved by the Board of Directors, prepared in accordance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 read with applicable rules made there under and applicable Indian Accounting Standards as notified by Institute of Chartered Accountants of India and MCA from time to time, be and are hereby approved and adopted by the Shareholders of the Company.

RESOLVED FURTHER THAT Mr. Anil Gupta, CMD, Mrs. Archana Gupta, Director, Mr. Rajeev Gupta, Executive Director (Finance) & CFO and Mr. Kishore Kunal, Company Secretary be and are hereby severally authorized to sign and file all the necessary applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

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RESOLUTION NO. 2: TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF RS. 3.50 PER EQUITY SHARE ALREADY PAID DURING THE YEAR AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR 2023-24 (AS AN ORDINARY RESOLUTION):

“RESOLVED THAT pursuant to the approval of Interim Dividend for the Financial Year 2023-24 by the Board of Directors on 11.03.2024, the Members of the Company be and are hereby confirm the payment of Interim Dividend of Rs. 3.50/- equity share (i.e. @ 175%) already paid during the year as the Final Dividend for the Financial Year 2023-24.”

RESOLUTION NO. 3: TO APPOINT A DIRECTOR IN PLACE OF MS. ARCHANA GUPTA (HOLDING DIN: 00006459), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT (AS AN ORDINARY RESOLUTION):

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013, Ms. Archana Gupta (holding DIN: 00006459), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a 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 (Firm Registration No. 100105), 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 2024-25, be paid the remuneration of ₹ 4,50,000/- 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. 5: TO CONSIDER AND APPROVE APPOINTMENT OF MR. VINAY MITTAL (HOLDING DIN: 05107333) AS AN INDEPENDENT DIRECTOR OF THE COMPANY (AS A SPECIAL RESOLUTION):

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI (LODR) Regulations”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and

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MINUTE BOOK

any other applicable law(s), regulation(s) and guideline(s) and the provisions of the Articles of Association of the Company, Mr. Vinay Mittal (holding DIN: 05107333), who was appointed as an Additional Independent Director of the Company with effect from July 29, 2024, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby appointed as an Independent Director (Category: Non- Executive) of the Company not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years with effect from July 29, 2024 to July 28, 2029, on the Board of Directors of the Company.

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 concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (LODR) Regulations 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 11, 2024



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



(ANIL GUPTA)
Chairman-cum-Managing Director

Place: New Delhi

Date: September 11, 2024

CHAIRMAN'S
INITIALS



S.K. BATRA & ASSOCIATES

Company Secretaries

IBBI Registered Valuer

Ph. 09873428930, 011-47532430

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

To
The Chairman
32nd 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 32nd Annual General Meeting of KEI Industries Limited held on 11th September, 2024 through VC / OAVM


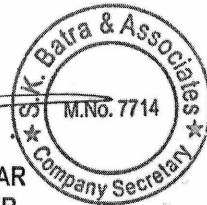
Dear Sir,

We thank you to appoint us as the Scrutinizer for remote e-voting process and voting by your members during the 32nd Annual General Meeting of your Company held on Wednesday, 11th September, 2024 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 KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN: F007714F001198827
Peer Reviewed Unit UIN- S2008DE794900

Date: 11/09/2024
Place: New Delhi

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	32 nd Annual General Meeting
Day, Date & Time	Wednesday, 11 th Day of September, 2024 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 29th July, 2024, 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 32nd Annual General Meeting of the Company dated 29th July, 2024 (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

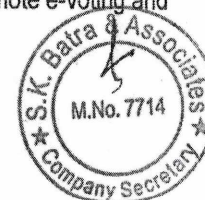
2.1 Pursuant to Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 followed by General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 18th August, 2024 specifying the date and time of the AGM, availability of the AGM Notice along with the 1st Integrated Annual Report 2023-24 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 29th July, 2024 along with the 1st Integrated Annual Report 2023-2024 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 1st Integrated Annual Report 2023-2024 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 18th August, 2024.

3. Cut-off Date

Voting Rights with respect to the agenda items were reckoned as on Wednesday, 04th September, 2024, being the cut-off 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 32nd Annual General Meeting ("AGM") of the Company, which was held on Wednesday, 11th September, 2024. 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, 08th September, 2024 (9:00 A.M. IST) to Tuesday, 10th September, 2024 (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, May 05, 2022 and December 28, 2022 followed by General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 for holding the AGM or other general meetings of the members 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 Tuesday, 10th September, 2024 at 5:00 P.M. IST, the Voting Portal of the service provider was blocked forthwith. On 11th September, 2024 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 29th July, 2024 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, 2024, 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, 2024 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	1025	70861247	21	375	1046	70861622	100.00
Dissent	1	50	0	0	1	50	0.00
Total	1026	70861297	21	375	1047	70861672	100.00

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

To confirm the payment of Interim Dividend of Rs. 3.50 per equity share already paid during the year as the Final Dividend for the Financial Year 2023-24.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	1024	70861334	21	375	1045	70861709	100.00
Dissent	4	2458	0	0	4	2458	0.00
Total	1028	70863792	21	375	1049	70864167	100.00

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

To appoint a director in place of Ms. Archana Gupta (holding DIN: 00006459), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	968	67174477	21	375	989	67174852	94.80
Dissent	63	3687315	0	0	63	3687315	5.20
Total	1031	70861792	21	375	1052	70862167	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	1019	70809440	21	375	1040	70809815	100.00
Dissent	5	282	0	0	5	282	0.00
Total	1024	70809722	21	375	1045	70810097	100.00

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

To consider and approve appointment of Mr. Vinay Mittal (holding DIN: 05107333) as an Independent 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	1010	70218428	21	375	1031	70218803	99.43
Dissent	14	405364	0	0	14	405364	0.57
Total	1024	70623792	21	375	1045	70624167	100.00


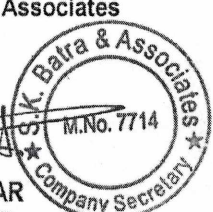
Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 5 in the AGM Notice have been passed with the requisite majority.

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



SUMIT KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN : F007714F001198827
Peer Reviewed Unit UIN- S2008DE794900


Date: 11/09/2024
Place: New Delhi

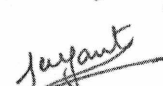
For KEI INDUSTRIES LIMITED


ANIL GUPTA
Chairman-cum-Managing Director

Counter Signed by

Chairman of AGM of
KEI Industries Limited


Witness 1: Mayank s/o Satish Garg
R/o HW-329, Nanglai
Delhi


Witness 2: Jayant Sharma s/o Manoj Sharma
R/o WZ-174, Opp. West
Patel Nagar, Delhi - 08