



KEI Industries Limited

Regd. Office: D-90, Okhla Industrial Area, Phase – 1 New Delhi – 110020. CIN: L74899DL1992PLC051527. Tel.: +91-11-26818840, 26818642, 26815558, 26815559. Fax: +91-11-26811959, 26817225. Email: info@kei-ind.com Website: www.kei-ind.com

KEI/BSE/2021-22

Date: 09.09.2021

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

Subject: Submission of Minutes of 29th 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 29th AGM of the Company was held on 08th September, 2021 at 02.00 p.m. through Video Conference / Other Audio Visual Means (VC / OAVM), to transact the businesses as stated in the Notice of Annual General Meeting dated 31st July, 2021.

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, 05th September, 2021 and ended at 5.00 p.m. on Tuesday, 07th September, 2021. 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 29th 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
FCS No.: 9429

(KISHORE KUNAL)
AVP (Corporate Finance) & Company Secretary
CC:

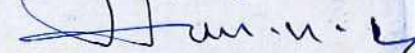
The National Stock Exchange of India Ltd. Listing Division, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	The Calcutta Stock Exchange Ltd. The Senior Manager, Listing Division, 7, Lyons Range, Kolkata-700001
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Works-II : Bhiwadi : SP-920, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar-301019 (Rajasthan) Tel : 01493-220106, 221731 Fax : 01493-221732.
Works-III : Silvassa : 99/2/7, Madhuban Industrial Estate, Rakholi, Silvassa UT of D & N.H-396240. Telefax: 0091-260-2644404, 2630944, 2645896
Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803363 Fax : 044-24803404.
Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri (East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
: Kolkata: Arianth Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Telefax: 033-40620820/4062

Annexure I

Date of the AGM	08-Sep-21
Total number of shareholders on record date (i.e. 01.09.2021)	91186
No. of shareholders present in the meeting either in person or through proxy:	NOT APPLICABLE
Promoter and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	146
Promoter and Promoter Group:	8
Public:	138

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 31st March, 2021, 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, 2021 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	34460992	33548466	97.35	33548466	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		34460992	33548466	97.35	33548466	0	100.00
Public - Institutions	E- Voting	40552067	34664919	85.48	34664919	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		40552067	34664919	85.48	34664919	0	100.00
Public- Non Institutions	E- Voting	15088379	1062611	7.04	1062586	25	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		15088379	1062611	7.04	1062586	25	100.00
Total		90101438	69275996	76.89	69275971	25	100.00	0.00

For KEI INDUSTRIES LIMITED


ANIL GUPTA
 Chairman-Cum-Managing Director

RESOLUTION NO.02 : Confirming the payment of Interim Dividend of Rs.2 per equity share already paid during the year as the Final Dividend for the Financial Year 2020-21

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	34460992	33548466	97.35	33548466	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		34460992	33548466	97.35	33548466	0	100.00
Public - Institutions	E- Voting	40552067	34723718	85.63	34723718	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		40552067	34723718	85.63	34723718	0	100.00
Public- Non Institutions	E- Voting	15088379	1062561	7.04	1061701	860	99.92	0.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15088379	1062561	7.04	1061701	860	99.92
Total		90101438	69334745	76.95	69333885	860	100.00	0.00

For KEI INDUSTRIES LIMITED


ANIL GUPTA

Chairman-Cum-Managing Director

RESOLUTION NO.03 : Re-appointment of Mrs. Archana Gupta (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	34460992	33548466	97.35	33548466	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		34460992	33548466	97.35	33548466	0	100.00
Public - Institutions	E- Voting	40552067	34723718	85.63	25703180	9020538	74.02	25.98
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		40552067	34723718	85.63	25703180	9020538	74.02
Public-Non Institutions	E- Voting	15088379	1062541	7.04	1062227	314	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		15088379	1062541	7.04	1062227	314	99.97
Total		90101438	69334725	76.95	60313873	9020852	86.99	13.01

*The votes casted by Mr. Anil Gupta (15631151 shares) and Mrs. Archana Gupta (837315 shares), considered invalid due to their interest in proposed resolution.

For KET INDUSTRIES LIMITED


ANIL GUPTA

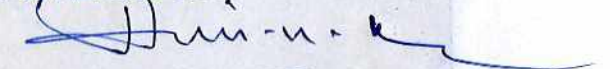
Chairman-Cum-Managing Director

RESOLUTION NO.04: Approval for 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	34460992	33548466	97.35	33548466	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		34460992	33548466	97.35	33548466	0	100.00
Public - Institutions	E- Voting	40552067	34723718	85.63	14791664	19932054	42.60	57.40
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		40552067	34723718	85.63	14791664	19932054	42.60
Public- Non Institutions	E- Voting	15088379	1062541	7.04	1062224	317	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		15088379	1062541	7.04	1062224	317	99.97
Total		90101438	69334725	76.95	49402354	19932371	71.25	28.75

**The votes casted by Mr. Anil Gupta (15631151 shares) and Mrs. Archana Gupta (837315 shares), considered invalid due to their interest in proposed resolution.*

For **KET INDUSTRIES LIMITED**

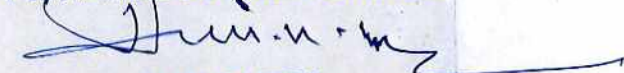


ANIL GUPTA

Chairman-Cum-Managing Director

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	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter group	E- Voting	34460992	33548466	97.35	33548466	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		34460992	33548466	97.35	33548466	0	100.00
Public - Institutions	E- Voting	40552067	34723718	85.63	34723718	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		40552067	34723718	85.63	34723718	0	100.00
Public- Non Institutions	E- Voting	15088379	1062511	7.04	1062256	255	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		15088379	1062511	7.04	1062256	255	99.98
Total		90101438	69334695	76.95	69334440	255	100.00	0.00

For **KEI INDUSTRIES LIMITED**

ANIL GUPTA

Chairman-Cum-Managing Director

MINUTES OF THE 29th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY THE 08TH DAY OF SEPTEMBER, 2021 AT 02.00 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC/OAVM).

Present through Video Conference / Other Audio Visual Means:

Directors:


- | | |
|-------------------------|--|
| Mr. Anil Gupta | - Chairman-cum-Managing Director and as a Member |
| Mrs. Archana Gupta | - Director and as a member |
| Mr. Akshit Diviaj Gupta | - Director |
| Mr. Pawan Bholusaria | - Independent Director and Chairman of Audit Committee |
| Mr. Rajeev Gupta | - Executive Director (Finance) & CFO and as A Member |
| Mr. Kishan Gopal Somani | - Independent Director |
| Mr. Sadhu Ram Bansal | - Independent Director |
| Mr. Vijay Bhushan | - Independent Director and Chairman of Stakeholders Relationship Committee |
| Mr. Vikram Bhartia | - Independent Director and Chairman of Nomination and Remuneration Committee |
| Mrs. Shalini Gupta | - Independent Director |

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. Sumit Kumar | - Secretarial Auditor and Scrutinizer of 29 th Annual General Meeting (Proprietor of S.K. Batra & Associates, Company Secretaries) |



Members: 146 Members attended the meeting through Video Conferencing / Other Audio Visual Means:
Promoter and Promoter Group - 8
Public- 138

At 02.00 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 29th 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 Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Company Secretary informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

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

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

The Chairman further informed the members that the Notice convening the 29th AGM, Director's Report and the Financial Statements for the Financial Year ended on 31st March, 2021 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, 2021.



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, 05th September, 2021 and ended at 5.00 p.m. on Tuesday, 07th September, 2021. 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 10th September, 2021, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company www.kei-ind.com and website of NSDL.

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

The Chairman replied to the queries raised by the members one-by-one in detail and thanked the Members for their input and appreciation and declared the meeting as closed at 02:57 p.m.

Based on the combined results of remote e-voting and e-voting during the meeting; and Scrutinizer's Report dated 08.09.2021, 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	69275996	69275971	100.00	25	0.00
	Poll	-	-	-	-	-
	TOTAL	69275996	69275971	100.00	25	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting	69334745	69333885	100.00	860	0.00
	Poll	-	-	-	-	-
	TOTAL	69334745	69333885	100.00	860	0.00
*Item No. 3	E- Voting	*52866259	43845407	82.94	9020852	17.06

of the Notice (As an Ordinary Resolution)	Poll	-	-	-	-	-
	Total	52866259	43845407	82.94	9020852	17.06
*Item No. 4 of the Notice (As an Ordinary Resolution)	E- Voting	*52866259	32933888	62.30	19932371	37.70
	Poll	-	-	-	-	-
	TOTAL	52866259	32933888	62.30	19932371	37.70
Item No. 5 of the Notice (As an Ordinary Resolution)	E- Voting	69334695	69334440	100.00	255	0.00
	Poll	-	-	-	-	-
	TOTAL	69334695	69334440	100.00	255	0.00

*Note: The Votes casted by Mr. Anil Gupta (15631151 Shares) and Mrs. Archana Gupta (837315 shares), considered invalid due to their interest in proposed resolution.

The Resolutions for the ordinary and special business as set out in item No. 1 to 5 in the notice of the 29th Annual General Meeting of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 29th Annual General Meeting of the members held on 08th September, 2021.

ORDINARY BUSINESS:

RESOLUTION No.1 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021, 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, 2021 and the Report of Auditors thereon be and are hereby adopted and approved."

RESOLUTION No. 2 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT the payment of interim dividend of ₹2/- per equity share (i.e. @ 100%) already paid during the year considered as Final Dividend for the financial year 2020-21."

Mr. Vikram Bhartia, a Non-interested and Independent director took the chair and conducted the proceedings for Resolution No. 3 and Resolution No. 4.



RESOLUTION No. 3 (AS AN ORDINARY RESOLUTION):

"**RESOLVED THAT** Mrs. Archana Gupta (holding DIN: 00006459), director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation."

SPECIAL BUSINESS:

RESOLUTION No.4 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and Sections 196, 197, 198, 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 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, 2021 to June 30, 2024 (i.e. for a period of three 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:

1. Period	from 1st July, 2021 to 30th June 2024
2. Remuneration	
a. Salary	Rs.38,50,000/- basic salary per month w.e.f. 1st July, 2021 upto maximum basic salary of Rs.45,00,000/-per month.
b. Perquisites	Perquisites shall be restricted to an amount equal to not exceeding Rs.6,00,000/- per month w.e.f. 1st July 2021 up to maximum of Rs.7,00,000/-per month.
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.
For this purpose perquisites are classified into three categories A, B and C:	

Category – A

i) Housing: The expenditure by the Company on hiring furnished / unfurnished accommodation for him will be subject to the following ceilings:

a) Rs. 3,00,000/- per month w.e.f. 1st July, 2021 up to maximum of Rs. 6,00,000/-per month.



b) The expenditure incurred by the Company on gas, electricity, water and furnishings evaluated as per Income Tax Rules, 1962.

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

iii) 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.

Category – C

Car with a driver for use on the Company's business and telephone at residence provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to him. The provision of car and telephone will not be considered as perquisites.

RESOLVED FURTHER THAT the minimum 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) / Authorised 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.

Mr. Vikram Bhartia handed over the chair back to Mr. Anil Gupta, Chairman-cum-Managing Director of the Company.

RESOLUTION No. 5 (AS AN ORDINARY RESOLUTION):

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records



and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or from time to time), M/s. S. Chander & Associates., Cost Accountants, appointed by the Board of Directors / Audit Committee of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2021-22, be paid the remuneration of Rs. 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”.

Place: New Delhi

Date: September 09, 2021



Entered By: Mr. Kishore Kunal

AVP (Corporate Finance) & Company Secretary



(ANIL GUPTA)

Chairman-cum-Managing Director

Place: New Delhi

Date: September 09, 2021



S.K.BATRA & ASSOCIATES

Company Secretaries

IBBI Registered Valuer

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

To
The Chairman
29th 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 29th Annual General Meeting of KEI Industries Limited held on 08th September, 2021 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 29th Annual General Meeting of your Company held on Wednesday, 08th September, 2021 through Video Conferencing (VC) or other Audio-Visual Means (OAVM).

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

Thanking you

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



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

Date: 08.09.2021
Place: New Delhi
UDIN: F007714C000922639

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

SCRUTINIZER'S REPORT ON REMOTE E-VOTING
(Pursuant to Section 109 of the Companies Act, 2013 and Rule 20
of the Companies (Management and Administration) Rules, 2014)

Name of the Company	KEI Industries Limited
Meeting	29th Annual General Meeting
Day, Date & Time	Wednesday, 08th September, 2021 at 2:00 PM
Deemed Venue	Registered Office of the Company situated at D-90, Okhla Industrial Area, Phase-1, New Delhi-110020
Mode	Video Conferencing (VC)/other Audio-Visual Means (OAVM)

1. Appointment as Scrutinizer

Pursuant to the resolution passed by the Board of Directors of KEI Industries Limited (hereinafter referred to as the "Company") on 31st July, 2021, 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 29th Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on Wednesday, the 08th day of September, 2021 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 January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 and SEBI circulars dated May 12, 2020 and January 15, 2021, advertisement was published in Business Standard, English (All Editions) dated 14.08.2021 and in Business Standard, Hindi (Delhi Edition) Newspaper dated 14.08.2021 specifying the date and time of the AGM, availability of Notice of the AGM along with the Annual Report 2020-21 on the Company's website www.kei-ind.com under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com> in manner of registration of email ids by the members (both physical and



demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company uploaded the notice of AGM along with the Annual Report 2020-21 on the Company's website www.kei-ind.com under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

2.3 The Company informed that the notice of AGM along with the Annual Report 2020-21 was sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and those who have applied to register their email ids after the newspaper advertisement.

3. Cut-off Date

Voting Rights were reckoned as on Wednesday, 01st September, 2021, being the cutoff date for the purpose of deciding the entitlements of the members for remote e-voting and e-voting during the AGM.

4. Remote e-voting Process

4.1 Agency

The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of remote e-voting and e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 29th Annual General Meeting ("**AGM**") of the Company, which was held on Wednesday, the 08th day of September, 2021. National Securities Depository Limited ("**NSDL**") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

4.2 Remote e-voting period

The e-voting facility was kept open from Sunday, 05th September, 2021 (9.00 A.M.) to Tuesday, 07th September, 2021 (5.00 P.M) and members were required to cast their votes electronically conveying their assent or dissent in respect of resolutions on the remote e-voting platform provided by NSDL.

5. Voting at AGM

- 5.1 In the view of the massive outbreak of the COVID-19 pandemic, social distancing is the norm to be followed. The Annual General Meeting (AGM) of the Company was held on Wednesday, the 08th day of September, 2021 at 2:00 PM through VC / OAVM and the voting for the items had been transacted as per the Notice of this AGM was only through remote electronic voting process and electronic voting (Remote) during the AGM, in compliance with the applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies(Management and Administration) Rules, 2014, as amended from time to time, and the General Circular No. 14/2020 dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") in relation to "Clarification on passing of ordinary and special resolution by the companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated May,5 2020, in relation to "Clarification on holding of Annual General Meeting(AGM) through VC / OAVM" all issued by the Ministry of Corporate Affairs, Government of India (the MCA Circulars) and Regulation 44 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
- 5.2 Since this AGM was pursuant to the Circular issued by Ministry of Corporate Affairs having circular no. 20/2020 dated May 05, 2020 read along with MCA circular dated April 08, 2020, and April 13, 2020 and January 13, 2021 and SEBI circular dated January 15, 2021 through VC / OAVM, physical attendance of Members had been dispensed with. Accordingly, the facility for appointment of proxies by the Members was also dispensed with.
- 5.3 Members attending the meeting through VC / OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5.4 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration)Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after the closure of the period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP, ID & Client ID/ folios, number of shares held but not the manner in which they have voted.
- 5.5 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who has cast their votes through e-voting.



6. Counting Process

6.1 At the end of the voting period on September 07, 2021 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 08, 2021 the votes cast through remote e-voting and e-voting by members at the AGM facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Gurbani Kaur and Ms. Richa Sethi who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.

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

7. Result

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:



AGENDA ITEM NO.: 1 - ORDINARY BUSINESS BY ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021, THE REPORT OF BOARD OF DIRECTORS AND THE AUDITORS OF THE COMPANY THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021 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	494	69275956	2	15	496	69275971	100
Dissent	13	25	0	0	13	25	0
Total	507	69275981	2	15	509	69275996	100

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

TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF RS. 2 PER EQUITY SHARE ALREADY PAID DURING THE YEAR AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	489	69333870	2	15	491	69333885	100
Dissent	18	860	0	0	18	860	0
Total	507	69334730	2	15	509	69334745	100

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

TO APPOINT A DIRECTOR IN PLACE OF MRS. ARCHANA GUPTA (HOLDING DIN: 00006459), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF 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	436*	43845392	2	15	438	43845407	82.94
Dissent	67	9020852	0	0	67	9020852	17.06
Total	503	52866244	2	15	505	52866259	100

*** Note: The votes casted by Mr. Anil Gupta (15631151 Shares) and Mrs. Archana Gupta (837315 Shares), considered invalid due to their interest in the proposed resolution.**



AGENDA ITEM NO.: 4 –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	401 **	32933873	2	15	403	32933888	62.30
Dissent	102	19932371	0	0	102	19932371	37.70
Total	503	52866244	2	15	505	52866259	100

**** Note: The votes casted by Mr. Anil Gupta (15631151 Shares) and Mrs. Archana Gupta (837315 Shares), considered invalid due to their interest in the proposed resolution.**

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

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

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	485	69334425	2	15	487	69334440	100
Dissent	21	255	0	0	21	255	0
Total	506	69334680	2	15	508	69334695	100

All the resolutions contained in the notice dated 31st July, 2021 calling 29th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.



I hereby confirm that I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through Remote e-voting and E-voting done by the members of the Company at the Annual General Meeting. All relevant records relating to remote e-voting and e-voting at the Annual General Meeting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other relevant records to the Company Secretary of the Company or such other person who is authorized by the Board or by the Chairman of the meeting.

Thanking you,

Yours Sincerely
For S.K. Batra & Associates

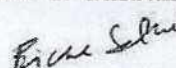


SUMIT KUMAR BATRA
SCRUTINIZER
C. P. No. 8072
UDIN : F007714C000922639
Place : New Delhi
Date : 08.09.2021

For KEI INDUSTRIES LIMITED

Counter Signed by
ANIL GUPTA
.....Chairman-Cum-Managing Director.....
Chairman of AGM of
KEI Industries Limited


Witness 1: Gurbani Kaur


Witness 2: Richa Sethi