



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/2018-19

Date: 19.09.2018

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

Subject: Proceedings, Voting Results and Scrutinizer Report for E-voting & Poll in respect of 26th AGM held on September 19, 2018

Dear Sir / Madam,

This is to inform you that the members at the 26th Annual General Meeting (AGM) of the Company held on Wednesday, 19th September, 2018 at 10.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003, inter alia, have approved the following resolutions:

Ordinary Business:

Annexure I

Date of the AGM/EGM	19 September, 2018
---------------------	--------------------

RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, Report of Board of Directors and Auditors of the Company thereon and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 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

RESOLUTION NO.02 : Declaration of Dividend for the Financial Year 2017-18 on Equity Shares of the Company.

Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
	No.	%	No.	%	No.	%	No.	%

RESOLUTION NO.03 : Re-appointment of Mrs. Archana Gupta as Director, who retires by rotation.

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	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes	% of Votes against on votes polled

RESOLUTION NO.04: Re-appointment of Mr. Anil Gupta (holding DIN:00006422) as Chairman-cum-Managing Director of the Company

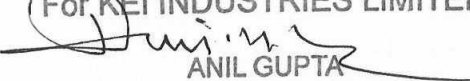
Special) **SPECIAL RESOLUTION**

**Whether promoter/ promoter group
are interested in the
agenda/resolution?**

YES

RESOLUTION NO.05 : Appointment of Mr. Sadhu Ram Bansal (holding DIN: 06471984) as Independent Director (Non-Executive) of the Company for a term of 5 (Five) years commencing from January 24, 2018 to January 23, 2023

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	36248466	36248466	100.00	36248466	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		36248466	100.00	36248466	0	100.00	0.00
Public - Institutions	E- Voting	19652761	15828836	80.54	15828836	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		19652761	80.54	15828836	0	100.00	0.00
Public-Non Institutions	E- Voting	22460211	1304061	5.81	1302111	1950	99.85	0.15
	Poll		1703	0.01	297	7	17.44	0.41
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22460211	5.81	1302408	1957	99.74	0.15
Total		78361438	53383066	68.12	53379710	1957	99.99	0.00

For KEI INDUSTRIES LIMITED

 ANIL GUPTA
 Chairman-Cum-Managing Director
 DIN NO: 00006422

RESOLUTION NO.06: Approval of Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

RESOLUTION NO. 07: Approval for Creation of mortgage/charge on the assets of the Company under Section 126(1) of the Companies Act, 2013.

RESOLUTION NO.08: Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants appointed as Cost Auditors 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	E- Voting	36248466	36248466	100.00	36248466	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

MINUTE BOOK

MINUTE BOOK

With the consent of the shareholders present at the Annual General Meeting and Directors of the Company, Mr. Anil Gupta, CMD of the Company acted as
--

MINUTE BOOK

Item No. 4 of the Notice (As an Special Resolution)	E- Voting Poll	30972948 297	90.51% 0.00%	3242894 7	9.49% 0.00%	0 1399	0.00% 0.00%
	TOTAL	30973245	90.51%	3242901	9.49%	1399	0.00%
Item No. 5 of the Notice (As a Special Resolution)	E- Voting Poll	53379413 297	100.00% 0.00%	1950 7	0.00% 0.00%	0 1399	0.00% 0.00%
	TOTAL	53379710	100.00%	1957	0.00%	1399	0.00%
Item No. 6 of the Notice (As a Special Resolution)	E- Voting Poll	44215257 297	82.82% 0.00%	9169106 7	17.18% 0.00%	0 1399	0.00% 0.00%
	TOTAL	44215554	82.82%	9169113	17.18%	1399	0.00%
Item No. 7 of the Notice (As a Special Resolution)	E- Voting Poll	44215114 297	82.81% 0.00%	9169249 7	17.19% 0.00%	0 1399	0.00% 0.00%
	TOTAL	44215411	82.81%	9169256	17.19%	1399	0.00%
Item No. 8 of the Notice (As a Ordinary Resolution)	E- Voting Poll	53236538 297	99.71% 0.00%	147825 7	0.29% 0.00%	0 1399	0.00% 0.00%
	TOTAL	53236835	99.71%	147832	0.29%	1399	0.00%

Mr. Anil Gupta, Chairman of the Meeting stated that "H

MINUTE BOOK

ORDINARY BUSINESS.

ORDINARY BUSINESS.

1887-1888

MINUTE BOOK

1. Period	from 1 st July, 2018 to 30 th June 2021
2. Remuneration	
3. Salary	

JAI MATA DI
KALKA
26231917

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.

MINUTE BOOK

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."

RESOLUTION No.6 (AS AN SPECIAL RESOLUTION)

MINUTE BOOK

**JAI MATA DI
KALKA**

money/ sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the _____.



S.K. BATRA & ASSOCIATES

Company Secretaries

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To

The Chairman

KEI Industries Limited

D-90, Okhla Indl Area

Phase I, New Delhi-110001

	(B) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 AND THE REPORT OF AUDITORS THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF MRS. ARCHANA GUPTA (HOLDING DIN: 00006459), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and	Number of votes Cast by	% of total number of
----------------------------	-------------------------	----------------------

AGENDA ITEM NO.	5
SUBJECT	APPOINTMENT OF MR. SADHU RAM BANSAL (HOLDING POST OFFICE 21471224) IS INTERFERING

AGENDA ITEM NO.	7
SUBJECT	APPROVAL FOR CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	297	17.44

(II) VOTED AGAINST THE RESOLUTION:

5. A list of equity shareholders who voted **"FOR", "AGAINST"** and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely

For S.K. Batra & Associates 



**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR KEI INDUSTRIES LIMITED**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To
The Chairman
26th Annual General Meeting of
KEI Industries Limited
D-90, Okhla Indl Area
Phase I, New Delhi-110020

Sub: Passing of Resolution(s) through electronic voting and poll conducted at the 26th Annual General Meeting of KEI Industries Limited (The Company) held on Wednesday, September 19th, 2018 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003.

I, CS Sumit Kumar Batra, Practicing Company Secretary (Holding Membership No. FCS 7714 and Certificate of Practice No. 8072) having office at 3393, 1st Floor, South Patel Nagar, New Delhi-110008, proprietor of S.K Batra & Associates, Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of 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 by the Board of Directors of the KEI Industries Limited at their meeting held on August 09, 2018 for the 26th Annual General Meeting of the Members of the Company held on September 19, 2018 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati

After completion of Poll at the AGM at 10:30 P.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations/Proxies lodged with the Company.

A detailed register was maintained containing the particulars of the Shareholders who participated in Poll at Annual General Meeting.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Sunday, September 16, 2018 (09:00 A.M.) to Tuesday, September 18, 2018 (5:00 P.M.). The e-voting results were unblocked by me on September 19th, 2018 after the annual general meeting of the company in the presence of two witnesses Ms. Sujata Singh and Ms. Nikita Suneja who are not in the employment of the Company. For further details kindly refer my Scrutinizer's





S.K. BATRA & ASSOCIATES

Company Secretaries

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

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]*

To,
The Chairman
KEI Industries Limited
D-90, Okhla Indl Area
Phase I, New Delhi-110020

**26th Annual General Meeting of the Members of KEI Industries Limited held
on Wednesday, the 19th September, 2018 at 10.00 A. M. at Sri Sathya Sai
International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi -**

the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

3. As on the cutoff date (17.08.2018) for dispatch of notice of Annual General Meeting, there were 43888 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 36942 shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and to 6946 shareholders in the physical form. There was decrease in number of shareholders upto 43801 as on 12.09.2018 (Cutoff Date) those were entitled to vote at AGM.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting

AGENDA ITEM NO.: 1 - ORDINARY RESOLUTION FOR (A) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONG WITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.

(B) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF

**AGENDA ITEM NO.: 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF
MRS. ARCHANA GUPTA (HOLDING DIN: 00006459), WHO RETIRES BY
ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.**

AGENDA ITEM NO.: 5 – SPECIAL RESOLUTION FOR APPOINTMENT OF MR.

**AGENDA ITEM NO.: 7 - SPECIAL RESOLUTION FOR APPROVAL FOR
CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY.**

Particulars	No. of Members who cast their votes electronica lly	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by	193	53384363	100%	68.12

Company or such other person who is authorized by the Board or by the Chairman