

To,
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

Date: 27.02.2012

Sub: Disclosure under Regulation 10(5) in respect of acquisition of shares under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

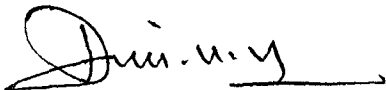
Dear Sir / Madam,

Please find enclosed herewith Disclosure under Regulation 10(5) in respect of inter se transfer of Equity shares from Smt. Sumitra Devi Gupta by way of Gift Deed dated 27.02.2012 under Regulation 10 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Hope you will find the same in order.

Thanking You,

Yours faithfully,



(ANIL GUPTA)

N-2, Kailash Colony,

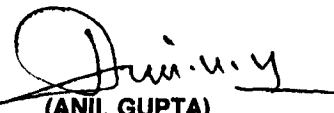
New Delhi-110048

CC: BSE, CSE

Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	KEI INDUSTRIES LIMITED			
2.	Name of the acquirer(s)	ANIL GUPTA			
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	YES			
4.	Details of the proposed acquisition	Inter se Transfer of shares by way of Gift Deed under Regulation 10 (1) (a)			
	a.Name of the person(s) from whom shares are to be acquired	Sumitra Devi Gupta (Joint Holder Sunil Gupta)			
	b.Proposed date of acquisition	06.03.2012			
	c.Number of shares to be acquired from each person mentioned in 4(a) above	721970			
	d.Total shares to be acquired as % of share capital of TC	1.08%			
	e.Price at which shares are proposed to be acquired	NIL, As the Acquisition of shares is by way of gift			
	f.Rationale, if any, for the proposed transfer	Gift (Inter se transfer)			
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(i),(ii),(iv)			
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	N.A (Inter se transfer by way of gift)			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A (Inter se transfer by way of gift)			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	N.A (Inter se transfer by way of gift)			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Attached as per Annexure -1			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.				
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a) Acquirer(s) and PACs (other than seller)(*)	Attached as per Annexure-2			
	b) Seller(s)				

Place : New Delhi
Date : 27.02.2012

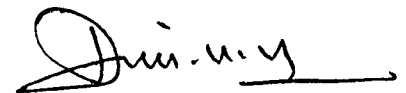

(ANIL GUPTA)
 N-2, Kailash Colony,
 New Delhi - 110048

ANNEXURE-1

TO WHOM SO EVER IT MAY CONCERN

I, Anil Gupta, S/o Late Shri Daya Nand Gupta, R/o N-2, Kailash Colony, New Delhi-110048, do hereby declare that:

- 1) The transferor (Sumitra Devi Gupta) and transferee (Anil Gupta) have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulation, 2011 (corresponding provisions of the repealed Takeover Regulation, 1997).
- 2) All the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.



(ANIL GUPTA)

N-2, Kailash Colony,

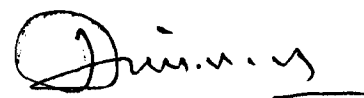
New Delhi-110048

Place: New Delhi

Date: 27.02.2012

ANNEXURE-2**SHAREHOLDING DETAILS**

Shareholding Details	Before the proposed transaction		After the proposed transaction	
	No. of share / voting rights	% w.r.t total share capital of TC	No. of share /voting rights	% w.r.t total share capital of TC
a) Acquirer(s) and PAC (other than seller)				
ANIL GUPTA	13458806	20.11	14180776	21.19
ARCHANA GUPTA	837315	1.25	837315	1.25
ANIL GUPTA (HUF)	4650375	6.95	4650375	6.95
KEI CABLES PVT. LTD	1575000	2.35	1575000	2.35
SHUBH LAXMI MOTEL & INNS PVT. LTD.	3480000	5.20	3480000	5.20
SOUBHAGYA AGENCY PVT. LTD.	3125000	4.67	3125000	4.67
Sub Total (a)	27126496	40.53	27848466	41.61
b) Seller(s)				
SUMITRA DEVI GUPTA	721970	1.08	0	0
Sub Total (b)	721970	1.08	0	0
TOTAL (a + b)	27848466	41.61	27848466	41.61

**(ANIL GUPTA)****N-2, Kailash Colony,****New Delhi-110048****Place: New Delhi****Date: 27.02.2012**