KEI Industries Limited

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

KEI/NSE/2011-12

28.09.2011

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

Sub: Minutes of 19th Annual General Meeting

Dear Sir / Madam,

Please find enclosed herewith the Minutes of 19th Annual General Meeting held on 15.09.2011.

This is for your information & record.

Thanking you,
Yours faithfully,
For KEI INDUSTRIES LIMITED

(KISHORE KUNAL)
Company Secretary

KEI INDUSTRIES LTD. D-90, Okhla Indl. Area, Ph.-I New Delhi-20

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. **TelFax :** 0091-260-2644404, 2630944,2645896
Branch Offices : **Chennai :** 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 **Tel :** 044-24803363 **Fax :** 044-24803404.
: **Mumbai :** 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
: **Kolkata :** P-47 & 48, Nilachal Complex Phase-II, Narendra Pur (Opp. Mandir Gate) Kolkata-700 013 **Telfax :** 033-24773299

MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY THE 15TH DAY OF SEPTEMBER, 2011 AT 10.30 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI-110 003.

PRESENT

1. Mr. Anil Gupta, CMD
2. Mr. Pawan Bholusaria, Director
3. Mr. Rajeev Gupta, Executive Director (Finance)
4. Mr. J.C Gupta, Jagdish Chand & Co.
5. Mr. Kishore Kunal, Company Secretary
6. Share Holders (as per attendance).

With the consent of the shareholders present at the AGM, Mr. Anil Gupta, CMD of the Company acted as Chairman of the 19th AGM.

Mr. Anil Gupta, welcomed all the shareholders present at the AGM and welcomed all the members of the Board sitting on the dice.

The Chairman's speech was already circulated to the shareholders present at the Annual General Meeting.

With the permission of the shareholders present at the AGM the Audited Annual Accounts, Auditors Report, Report on Corporate Governance and Director's Report for the Financial Year 2010-11 was taken as read.

Following resolutions were passed at the 19th AGM by show of hands.

ORDINARY BUSINESS:

RESOLUTION No.1 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. D.D. Sardana (DPID-Client ID: IN300118-10278201) and seconded by Mr. Ajay Khurana (DPID-Client ID: IN300708-10036432) as an Ordinary Resolution.

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2011, Profit & Loss Account for the Year ended on that date, and the report of the Board of Directors and the Auditors of the Company thereon be and are hereby adopted and approved".

CHAIRMAN'S INITIALS

RESOLUTION No. 2 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Santosh Bhutani (DPID-Client ID: 12030000-00058252) and seconded by Mr. Jatinder Kumar Bhambri (DPID-Client ID: 12033400-00024860) as an Ordinary Resolution.

"**RESOLVED THAT** a dividend on the equity shares @Re.0.20/- per share (i.e. @10%) for the year ending March 31, 2011 be and are hereby approved".

RESOLUTION No. 3 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Subhash Bhutani (DPID-Client ID: 12030000-00060371) and seconded by Mrs. Pravesh Rani (DPID-Client ID: 12030000-00058229) as an Ordinary Resolution.

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

RESOLUTION No.4 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Dinesh Kumar Bhambri (DPID-Client ID: 12033400-00000541) and seconded by Mr. Gurcharan Jit Singh (DPID-Client ID: 12014100-00007062) as an Ordinary Resolution.

"**RESOLVED THAT** Mr. K.G. Somani, director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation".

RESOLUTION No.5 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Gurcharan Jit Singh (DPID-Client ID: 12014100-00007062) and seconded by Mr. Jatinder Kumar Bhambri (DPID-Client ID: 12033400-00024860) as an Ordinary Resolution.

"**RESOLVED THAT** M/s JAGDISH CHAND & CO. Chartered Accountants, (Firm Registration number 000129N) be and hereby appointed as Auditor of the company from the conclusion of this Annual General Meeting of the company until the conclusion of the next Annual

CHAIRMAN'S INITIALS

General Meeting of the company on such remuneration as shall be fixed by the Board of Director of the Company".

SPECIAL BUSINESS:

RESOLUTION No.6 (SPECIAL RESOLUTION)

Following resolution was proposed by Mrs. Shobha Bhambri (DPID-Client ID: IN302822-10009712) and seconded by Mr. Gurcharan Jit Singh (DPID-Client ID: 12014100-00007062) as a Special Resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, and subject to other approvals as may be necessary, the members of the Company hereby accord its approval for revision / increase in remuneration of Mr. Anil Gupta, Chairman-cum-Managing Director (CMD) of the Company with effect from **August 01, 2011 to June 30, 2013** on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time the said terms in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Anil Gupta.

The remuneration payable by way of salary, perquisites and commission be as follows:

(a) **Salary**: ₹12,00,000/- per month.

(b) **Perquisites**:

Perquisites shall be restricted to an amount equal to not exceeding ₹ 21,00,000/-per annum. The said perquisites are classified into following three categories A, B & C.

The value of perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

(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 198 of the Companies Act, 1956.

Categories of Perquisites:

CHAIRMAN'S INITIALS

Category – A

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

a) ₹1,00,000/- per month.
In case the accommodation provided to him is owned by the company, ten percent of his salary be deducted by the Company.

b) In case the company does not provide him accommodation, he will be paid rent allowance at the rate of ₹1,00,000/- per month.

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 subject to ceiling of half month's salary in a year.

iii) **Club Fees**: Fees of clubs to a maximum of two clubs. This will not include admission and life membership fees.

Category – B

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.

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 XIII of the Companies Act, 1956, as may be amended from time to time".

CHAIRMAN'S INITIALS

"**RESOLVED FURTHER THAT** the Board / Committee of Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorised by the Board be and are hereby authorized to file the necessary applications, documents with, inter alia, 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."

RESOLUTION No.7 (SPECIAL RESOLUTION)

Following resolution was proposed by Mr. D.D. Sardana (DPID-Client ID: IN300118-10278201) and seconded by Mr. Ajay Khurana (DPID-Client ID: IN300708-10036432) as an Special Resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof (including any statutory modifications and re-enactment thereof, for the time being in force) the members of the Company hereby accord its approval for re-appointment of Mr. Rajeev Gupta as Executive Director (Finance) for a period of 5 years with effect from **April 01, 2011 to March 31, 2016** on the terms and conditions including remuneration as set out here below and with further discretion to the Board / Committee to alter from time to time the said terms in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Rajeev Gupta:

(a) **Salary:** ₹1,91,400/- per month, with annual increments up to 35% p.a., effective 1st April each year, as may be decided by the Board / Committee of Directors of the Company.

(b) **Perquisites:** Perquisites shall be classified into following three categories A, B & C.

Category-A

i) **Housing:**

Rent allowance at the rate of ₹ 52,000/- per month (with annual increments up to 35% p.a.)

ii) **Other Allowances:**

(a) Education Allowance:	₹ 2,000/- (per month with annual increments up to 35% p.a.)
(b) Special Allowance:	₹ 48,190/- (per month with annual increments up to 35% p.a.)

CHAIRMAN'S INITIALS

(c) Conveyance Allowance: ₹ 35,440/- (per month with annual increments up to 35% p.a.)

iii) **Medical Reimbursement:** Expenses incurred for himself and his family subject to ceiling of half month's basic salary in a year.

iv) **Leave Travel Allowance:** Leave Travel Allowance for self and members of his family subject to ceiling of one and half month's salary in a year or three months salary over a period of two years.

v) **Leave Encashment:** Leave encashment as per Company rules.

Category–B

The company's contribution for him to provident fund, superannuation fund, gratuity fund and 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.

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 salary 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 XIII of the Companies Act, 1956, 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 authorised by the Board be and are hereby authorized to file the necessary applications, documents with, inter alia, 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."

Date: September 27, 2011
Place: New Delhi

ANIL GUPTA
(CHAIRMAN)

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