NOTICE

THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110 003 ON WEDNESDAY THE 19TH DAY OF JULY, 2017 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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, 2017 and the Report of Auditors thereon.
2. To consider and approve declaration of Dividend for the Financial Year ended on 31st March, 2017.
3. To appoint a Director in place of Mr. Rajeev Gupta (holding DIN: 00128865), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as amended from time to time, M/s. PAWAN SHUBHAM & CO., Chartered Accountants (Firm Registration number 011573C), who have offered themselves for appointment and have confirmed their eligibility in terms of provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014 be and are hereby appointed as Statutory Auditors of the Company from the conclusion of 25th Annual General Meeting (AGM) till the conclusion of the 30th AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM) on such remuneration as may be mutually agreed upon between the Board of Directors / Audit Committee and the Auditors, in place of M/s. JAGDISH CHAND & CO., Chartered Accountants (Firm Registration Number 000129N) who will vacate their office at the conclusion of this AGM pursuant to the provisions of Section 139 of the Companies Act, 2013."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an SPECIAL RESOLUTION:

   "RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Akshit Diviaj Gupta (DIN:07814690) who was appointed as an Additional Director and who holds office only upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000/- in terms of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation."
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an SPECIAL RESOLUTION:

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors, 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), members of the Company hereby accord its approval for appointment of Mr. Akshit Diviaj Gupta (DIN:07814690) as Whole Time Director of the Company for a period of 5 years with effect from May 10, 2017 to May 09, 2022, with his period of office liable to retire by rotation 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. Akshit Diviaj Gupta:

1. Period	from 10th May, 2017 to 09th May, 2022
2. Remuneration	
a. Salary	₹4,00,000/-basic salary per month w.e.f. 10th May, 2017 upto maximum basic salary of ₹8,00,000/-per month
b. Perquisites	For this purpose perquisites are classified into three categories A, B, and C:

Category – A

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

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

iii) Bonus: As per policies and rules of the Company.

iv) Personal Accident Insurance / Term Life Insurance: As per policies and rules of the Company.

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 policies and rules of the Company.

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 the Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorized by the Board be and are hereby severally authorized to file the necessary applications, e-forms, documents with MCA/ROC 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."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution 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 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 2017-18, be paid the remuneration of ₹ 2,30,000/- plus applicable service tax 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."

By Order of the Board of Directors
For KEI INDUSTRIES LIMITED

Place: New Delhi
Date: May 27, 2017

(Kishore Kunal)
Company Secretary
M. No. : A18495

CIN: # L74899DL1992PLC051527
Regd.Office: D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXY FORM IS ATTACHED HEREWITH.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT

AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy should however be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Members or their respective proxies are requested to:
   i. bring copies of Annual Report sent to them as the copies of Annual Report shall not be distributed at the Annual General Meeting;
   ii. Quote their Folio / DP ID & Client ID in the attendance slips for attending the meeting;
   iii. bring the attendance slip sent herewith duly filled in for attending the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from July 13, 2017 to July 19, 2017 (both days inclusive).
7. The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Company's Register of Members on July 19, 2017. In respect of shares held in electronic form, the dividend will be payable to those who are the beneficial owners of shares at the close of business hours on July 12, 2017, as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
8. Un-claimed / Unpaid Dividend for the Financial Year 2008-09 has been transferred to the Investor Education and Protection Fund established by the Central Government and no claims can be admitted in respect of this Fund. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Company) Rules, 2012, the Company uploaded the details of unpaid and unclaimed amounts lying with the Company as on 06th September, 2016 (date of last Annual General Meeting) on the website of the Company: www.kei-ind.com and also on the website of the Ministry of Corporate Affairs: www.mca.gov.in. Members are therefore requested to en-cash their dividend warrants for subsequent Financial Years. Members are requested to write to the Company and/or Share Transfer Agents, if any dividend warrant is due and pending to be paid so that fresh/ revalidated warrants could be issued by the Company.
9. In terms of Article 113 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Rajeev Gupta retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Further, Board of Directors of the Company in its Meeting held on 10th May, 2017 has appointed Mr. Akshit Diviaj Gupta (DIN:07814690) as an Additional Director and also appointed him as a Whole Time Director of the Company for a term of 5 (Five) years w.e.f. 10th May, 2017 to 09th May, 2022, subject to approval of shareholders at the ensuing AGM. The information or details about the director(s) proposed to be appointed / re-appointed to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V of the Companies Act, 2013 is annexed herewith.
10. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 5, 6 and 7 are annexed hereto.
11. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, are open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
12. Ministry of Corporate Affairs (MCA) took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice of Annual General Meeting (along with instruction for e-voting, attendance slip and proxy form) and Annual Report in electronic form to all Members whose email Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
13. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc.

from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Share Transfer Agent MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11-26387384, email:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.

14. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Share Transfer Agents, MAS SERVICES LTD at the address mentioned in above point.
15. Members may also note that the Notice of Annual General Meeting and Annual Report 2016-17 is available on the website of the Company at www.kei-ind.com under Investor Relations Section.
16. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their rights to vote on resolutions proposed to be passed by means of electronic means ("e-voting"). The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure and instructions for the shareholders for e-voting are contained in covering letter being sent to the shareholders.

    Members may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at the Registered Office of the Company at D-90, Okhla Industrial Area, Phase-I, New Delhi-110 020.
19. The voting period begins on 15th July, 2017 (at 09:00 A.M (IST)) and ends on 18th July, 2017 (at 05:00 P.M (IST)). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
20. The route map to the venue of the Meeting included in this Notice for easy location. The route map of the venue of the Meeting is also available on the website of the Company at www.kei-ind.com under Investor Relations section.

By Order of the Board of Directors
For KEI INDUSTRIES LIMITED

Place: New Delhi
Date: May 27, 2017

(Kishore Kunal)
Company Secretary
M. No. : A18495

CIN: # L74899DL1992PLC051527
Regd.Office: D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5 & 6

Nomination and Remuneration Committee at its meeting held on 29th April, 2017 and Board of Directors at its meeting held on 10th May, 2017 had appointed Mr. Akshit Diviaj Gupta as an Additional Director with effect from 10th May, 2017 pursuant to Section 161(1) of the Companies Act, 2013. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Akshit Diviaj Gupta will hold office only upto the date of ensuing Annual General Meeting.

Accordingly, the Company has received a Notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- from a member of the Company proposing the candidature of Mr. Akshit Diviaj Gupta for the office of Director. The Company has received consent in writing in Form DIR-2 and

intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director.

Subject to the shareholder's approval, the Board of Directors of your Company recommends the resolution No. 05 in relation to appointment of Mr. Akshit Diviaj Gupta for the office of Director liable to retire by rotation.

Further, subject to the shareholder's approval, Nomination and Remuneration Committee at its meeting held on 29th April, 2017 and Board of Directors at its meeting held on 10th May, 2017 have appointed Mr. Akshit Diviaj Gupta as a Whole Time Director for a period of five years with effect from 10th May, 2017 to 09th May 2022, on such terms and conditions as specified in the Resolution No. 06 and agreed upon by and between him and the Board of Directors/any Committee thereof.

Appointment of Mr. Akshit Diviaj Gupta, as Whole Time Director (WTD) of the Company and remuneration payable to him requires the approval of the members of the Company under Section 196 and 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Board / Committee considers that appointment of Mr. Akshit Diviaj Gupta and remuneration payable to him is commensurate with his duties and responsibilities as Whole Time Director. Therefore, resolution at Item No. 06 is placed before the members for their approval.

Except Mr. Anil Gupta and Mrs. Archana Gupta being directors and relative of Mr. Akshit Diviaj Gupta, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No. 05 and 06 of the Notice.

Accordingly, the Board/Committee recommends the resolution as set out in Item No. 05 & 06 for approval of the members.

ITEM NO. 7

M/s. S. Chander & Associates., Cost Accountants, were re-appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee, to audit the cost records maintained by the Company in connection with manufacture of Electrical Cables, Wires and Stainless Steel Wires for the Financial Year ending 31st March, 2018 at a remuneration of ₹ 2,30,000/- plus Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors/ Audit Committee, is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 07 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2018.

None of the Directors/ Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 07 of the Notice.

By Order of the Board of Directors
For KEI INDUSTRIES LIMITED

Place: New Delhi
Date: May 27, 2017

(Kishore Kunal)
Company Secretary
M. No. : A18495

CIN: # L74899DL1992PLC051527
Regd.Office: D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO.03, 05 & 06 IS FURNISHED AS BELOW:

ITEM NO. 03

Name of Director	Mr. Rajeev Gupta
Date of Birth	31.01.1964
Date of First Appointment	21.04.2006
No. of Equity Shares held (face value of ₹ 2 each)	1,68,910

Qualification	B.Com (Hons) and fellow member of the Institute of Chartered Accountants of India.
Nature of Expertise	Mr. Rajeev Gupta has been working as Head of Finance & Accounts of the Company for approximately 24 years. Presently he is working as Executive Director (Finance) & CFO of the Company. He has been instrumental in raising funds for the Company for Expansion/Modernization of Projects of the Company. He looks after the Finance & Accounts Department of the Company. His innovative guidance in managing the Finance of the Company has helped the Company to grow in a significant manner.
Relationship with other Director (s)	Not related with any Director of the Company
Name of Listed Companies in which he holds Directorship	KEI Industries Limited
Name of Committees of Listed Companies in which he is Chairman/Member	KEI Industries Limited - Finance Committee (Member) - Corporate Social Responsibility (Member)
Number of Meetings of the Board attended during the FY 2016-17	5 (Five)

ITEM NO. 05 & 06

Name of Director	Mr. Akshit Diviaj Gupta
Date of Birth	15.03.1992
Date of First Appointment	10.05.2017
No. of Equity Shares held (face value of ₹ 2 each)	NIL
Qualification	BBA degree in Management and Honorary Graduate.
Nature of Expertise	He is BBA in Management and Honorary Graduate and looks after Engineering Procurement and Construction (EPC) Division / Projects of the Company.
Relationship with other Director(s)	Related with Mr. Anil Gupta, Chairman-cum-Managing Director and Mrs. Archana Gupta, Director of the Company.
Name of Listed Companies in which he holds Directorship	KEI Industries Limited (w.e.f. 10.05.2017)
Name of Committees of Listed Companies in which he is Chairman/Member	Not Applicable
Number of Meetings of the Board attended during the FY 2016-17	Not Applicable

KEI INDUSTRIES LIMITED

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

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1992PLC051527
Name of the Company : KEI INDUSTRIES LIMITED
Registered office : D-90, Okhla Industrial Area, Phase – 1, New Delhi – 110020

Name of the Member(s) :	E-mail ID :
Registered Address :	Regd. Folio No./ Client Id *: DP Id *:

*Applicable to shareholders holding shares in electronic form.

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name : .....
   Address : .....
   E-mail Id : .....
   Signature : .....or failing him/her
2. Name : .....
   Address : .....
   E-mail Id : .....
   Signature : .....or failing him/her
3. Name : .....
   Address : .....
   E-mail Id : .....
   Signature : .....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on 19th July, 2017 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
Ordinary Business			
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and report of the Board of Directors and the Auditors of the Company thereon.		
2.	Declaration of Dividend for the Financial Year 2016-17 on Equity Shares of the Company.		
3.	Re-appointment of Mr. Rajeev Gupta as a Director, who retires by Rotation.		
4.	Appointment of M/s. PAWAN SHUBHAM & CO., Chartered Accountants (Firm Registration number 011573C), as Statutory Auditors of the Company.		
Special Business			
5.	Appointment of Mr. Akshit Diviaj Gupta as Director of the Company.		
6.	Appointment of Mr. Akshit Diviaj Gupta as a Whole Time Director of the Company.		
7.	Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company.		

Signed this _____ day of _____ 2017.

Signature of Shareholder: _____

Signature of Proxy holder (s): _____

Note:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not to be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. ** This is only optional. Please put '4' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' blank against the any or all the resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
4. For the Resolutions, Explanatory Statements and Notes, please refer the Notice of 25th Annual General Meeting.

KEI INDUSTRIES LIMITED

Form for updation of Email Address

To,
The Company Secretary

KEI INDUSTRIES LIMITED
D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020

Date: .....

Dear Sir,

Sub: Updation of email address

Please register my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name:

Email Id:

Folio No. / DP Id:

Client Id:

.....

Signature of the First named Shareholder

Name:

Address:

.....

KEI INDUSTRIES LIMITED

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

ATTENDANCE SLIP

Annual General Meeting: 19th July, 2017

Folio No. /DP Id-Client Id :.....

Name and Address of First/ Sole Shareholder :.....

No. of Shares held :.....

I hereby record my presence at the 25th Annual General Meeting of the Company being held on Wednesday, the 19th day of July, 2017 at 10.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

.....
Signature of Member/ Proxy

Notes:

a) Only Member/Proxy can attend the Meeting. No minors would be allowed at the Meeting.
b) Member/Proxy wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance duly filled in and signed.
c) Members are informed that no duplicate attendance slips shall be issued at the Meeting.

ROUTE MAP TO THE VENUE OF THE 25TH AGM OF KEI INDUSTRIES LIMITED



Sri Sathya Sai International Centre
Pragati Vihar, Lodhi Road, New Delhi- 110 003

KEI Industries Limited

CIN : L74899DL1992PLC051527
Regd. Office : D-90, Okhla Industrial Area, Phase-I, New Delhi-110020
Ph. No. : +91-11-26818840/8642, 26815558, 26815559, Fax No. : +91-11-26811959, 26817225
E-mail : cs@kei-ind.com Website : www.kei-ind.com

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	**From 09:00 a.m. (IST) on July 15, 2017**
End of e-voting	**Upto 05:00 p.m. (IST) on July 18, 2017**

- **The cut-off date (i.e. the record date) for the purpose of e-voting is 12th July, 2017.**

---------- TEAR HERE ----------

KEI Industries Limited

CIN : L74899DL1992PLC051527
Regd. Office : D-90, Okhla Industrial Area, Phase-I, New Delhi-110020
Ph. No. : +91-11-26818840/8642, 26815558, 26815559, Fax No. : +91-11-26811959, 26817225
E-mail : cs@kei-ind.com Website : www.kei-ind.com

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 25th Annual General Meeting of the Company to be held on Wednesday, the 19th day of July, 2017 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi-110003.

_____
Signature of Member/Proxy

Notes:

a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.
c) Members are informed that no duplicate attendance slips shall be issued at the meeting.

The procedure and instructions for e-voting for 25th Annual General Meeting of the Company are as under :

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

a. Open e-mail and annexed PDF file viz."KEI-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
b. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/.
c. Click on "Shareholder-Login".
d. Put user ID and password as initial password noted in step (a) above. Click Login.
e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
f. Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".
g. Select "EVEN" 106213 (e-voting event number) of "**KEI Industries Limited**".
h. Now you are ready for remote e-voting as "Cast Vote page opens".
i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
j. Upon confirmation, the message "Vote cast successfully" will be displayed.
k. Once you have voted on the resolution, you will not be allowed to modify your vote.
l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 25th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)

a. Initial password is provided in the box overleaf.
b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 12th July, 2017.

E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on cut-off date i.e. 12th July, 2017, they may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

H. At the end of remote e-voting period, the facility shall forthwith be blocked.

I. Mr. Baldev Singh Kashtwal, Practicing Company Secretaries (Membership No. FCS-3616 & CP No. 3169), Partner, M/s. RSM & Co., Company Secretaries, has been appointed as Scrutinizer for providing facility to the members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.

J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

K. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kei-ind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited.