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/2015-16 **Date: 17.09.2015**

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

Subject: Scrutinizer Report for E-voting & Poll in respect of 23rd AGM held on September 16, 2015

Dear Sir / Madam,

This is to inform you that the members at the 23rd Annual General Meeting (AGM) of the Company held on Wednesday, 16th September, 2015 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:

1. Adoption of Audited Statement of Profit & Loss for the year ended on 31st March, 2015 and Balance Sheet as at that date and report of the Board of Directors and the Auditors of the Company thereon (Ordinary Resolution).

2. Approval for payment of dividend of ₹ 0.40/- per share (i.e @20 %) on each equity shares of ₹ 2/- (Ordinary Resolution).

3. Re-appointment of Mr. Rajeev Gupta (DIN: 00128865) as Director who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution).

4. Ratification of appointment of M/s Jagdish Chand & Co., Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2015-16 (Ordinary Resolution).

Special Business:

5. Re-appointment of Mr. Rajeev Gupta (DIN: 00128865) as Executive Director (Finance) & CFO of the Company for a term of five years w.e.f June 01, 2015 to May 31, 2020 (Special Resolution).

6. Approval of "KEI Employee Stock Options Scheme -2015" for issue of shares not exceeding 5% of the Expanded Share Capital of the Company (Special Resolution).

7. Approval for remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2015-16 (Ordinary Resolution).

Authorised Signatory
Director

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 Istrial 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

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Further, 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 Clause 35B of the Listing Agreement, the Company had provided e-voting & polling facility to its Shareholders whose names appeared on the Register of Members of the Company as on cut off date (i.e. 9th September, 2015) for the purpose of e-voting of the resolutions as set out in the Notice for the 23rd Annual General Meeting of the Company. The e-voting facility was made available to the members through National Securities Depository Limited (NSDL) portal and was kept open from 13th September, 2015 (9.00 A.M.) (IST) to 15th September, 2015 (5.00 P.M.) (IST). In addition to the e-voting, polling was also conducted at the venue of the Annual General Meeting by distribution of ballot papers to the members attending the meeting individually or through authorized person.

Mr. Baldev Singh Kashtwal, Partner of RSM & Co., Company Secretaries was appointed as the scrutinizer to scrutinize e-voting and also the polling conducted by the Company through Ballot Paper at AGM and he has submitted his final consolidated report on the votes polled in e-voting and by poll at the AGM.

Based on the report submitted by the scrutinizer, all the 7 resolutions set out in the notice of the 23rd Annual General Meeting has been duly passed as per enclosed report of Scrutinizer.

This is for your information and records.

Thanking you,
Yours faithfully,
For KEI INDUSTRIES LIMITED
For KEI INDUSTRIES LIMITED

ANIL GUPTA
Chairman-Cum-Managing Director

(ANIL GUPTA)
Chairman-cum-Managing Director

Encl: Scrutinizer(s) Report
Combined Scrutinizer report for e-voting & poll

CC: NSE & CSE

RSM & Co.
COMPANY SECRETARIES

106, (1st Floor) Madhuban Tower, A-1, V. S. Block,
Shakarpur Crossing, Delhi - 110 092
Phone : 011-22444827, Mobile : 9811297944
E-mail : baldev@csrsm.com, bskashtwal@yahoo.co.in

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

To,

The Chairman,

23rd Annual General Meeting of KEI Industries Limited
D – 90, Okhla Industrial Area
Phase – 1
New Delhi - 110 020

Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the 23rd Annual General Meeting of KEI Industries Limited ("The Company") held on September 16, 2015 at 10.00 A. M. at Delhi.

The Board of the Company at its meeting held on August 6, 2015 had appointed me as Scrutinizer for the e-voting held between September 13, 2015 (09:00 A. M.) to September 15, 2015 (5:00 P. M.) and the Chairman of the 23rd Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the 23rd Annual General Meeting of the Company on September 16, 2015.

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 13, 2015 (09:00 A. M.) to Tuesday, September 15, 2015 (5:00 P. M.) The e-voting results were unblocked by me on September 16, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 17, 2015 attached herewith.

At the 23rd Annual General Meeting of the Company held on September 16, 2015, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT-13 dated September 17, 2015.

The result of the E- voting together with that of the poll is as under:

RSM & Co. DELHI COMPANY SECRETARIES

AGENDA ITEM NO. – 1

ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	8	167	0.00
Total Number of Votes in favour of Resolution	117	42182124	100.00%

AGENDA ITEM NO : 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	7	7	0.00
Total Number of Votes in favour of Resolution	118	42182284	100.00%

RSM & Co. DELHI COMPANY SECRETARIES

AGENDA ITEM NO: 3

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. RAJEEV GUPTA, WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	59	42180383	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	124	42182290	100.00%
Total Number of Votes against the resolution	8	167	0.0
Total Number of Votes in favour of Resolution	116	42182123	100.00%

AGENDA ITEM NO : 4

ORDINARY RESOLUTION FOR RATIFICATIION OF APPOINTMENT OF STATUTORY AUDITORS M/S JAGDISH CHAND & CO., CHARTERED ACCOUNTANTS AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	14	2847265	6.75%
Total Number of Votes in favour of Resolution	111	39335026	93.25%

AGENDA ITEM NO: 5

SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAJEEV GUPTA AS A WHOLE TIME DIRECTOR (DESIGNATED AS EXECUTIVE DIRECTOR - FINANCE & CFO) OF THE COMPANY AND APPROVAL FOR PAYMENT OF HIS REMUNERATION

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	59	42180184	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	124	42182091	100.00%
Total Number of Votes against the resolution	8	167	0.0
Total Number of Votes in favour of Resolution	116	42181924	100.00%

AGENDA ITEM NO : 6

SPECIAL RESOLUTION FOR AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY FOR ADOPTION AND IMPLEMENTATION OF "KEI EMPLOYEE STOCK OPTIONS SCHEME–2015".

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	19	3080813	7.30%
Total Number of Votes in favour of Resolution	106	39101478	92.70%

RSM & Co. CS DELHI COMPANY SECRETARIES

AGENDA ITEM NO : 7

ORDINARY RESOLUTION FOR APPROVAL OF REMUNERATION PAYABLE TO THE COST AUDITORS M/S S. CHANDER & ASSOCIATES, COST ACCOUNTANTS.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	60	42180384	100.00%
Total Votes received through physical ballot mode	65	1907	100.00%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	125	42182291	100.00%
Total Number of Votes against the resolution	8	167	0.00
Total Number of Votes in favour of Resolution	117	42182124	100.00%

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the Company who is authorised by the Board.

Thanking you

Yours Sincerely,

BALDEV SINGH KASHTWAL
SCRUTINIZER
C. P. NO. 3169
PARTNER
RSM & CO.,
COMPANY SECRETARIES,
NEW DELHI

RSM & Co. CS DELHI COMPANY SECRETARIES

Date : 17.09.2015
Place : New Delhi

Signed by Shri Anil Gupta
Chairman-cum-Managing Director of the Company

For KEI INDUSTRIES LIMITED

ANIL GUPTA
Chairman-Cum-Managing Director

RSM & Co.
COMPANY SECRETARIES

106, (1st Floor) Madhuban Tower, A-1, V. S. Block,
Shakarpur Crossing, Delhi - 110 092
Phone : 011-22444827, Mobile : 9811297944
E-mail : baldev@csrsm.com, bskashtwal@yahoo.co.in

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

23rd Annual General Meeting of the Equity Shareholders of KEI Industries Limited held on 16th September, 2015 at 10.00 A. M., at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, New Delhi – 110003.

Dear Sir,

I, CS Baldev Singh Kashtwal, Practising Company Secretary, holding Membership Number FCS 3616 and Certificate of Practice Number 3169, Partner of RSM & Co. Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 23rd Annual General Meeting of the Equity Shareholders of **KEI Industries Limited** held on 16th September, 2015 at 10.00 A. M., at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, New Delhi – 110003, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

RSM & Co. DELHI COMPANY SECRETARIES

(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
58	1900	99.63%

(II) VOTED AGAINST 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
7	7	0.37%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
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AGENDA ITEM NO.	**2**
SUBJECT	**DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015.**
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
58	1900	99.63%

(II) VOTED AGAINST 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
7	7	0.37%

RSM & Co. CS DELHI COMPANY SECRETARIES

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
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AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF MR. RAJEEV GUPTA, WHO RETIRES BY ROTATION.
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
58	1900	99.63%

(II) VOTED AGAINST 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
7	7	0.37%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
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AGENDA ITEM NO.	4
SUBJECT	RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS, M/S JAGDISH CHAND & CO., CHARTERED ACCOUNTANTS AND TO FIX THEIR REMUNERATION.
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
58	1900	99.63%

(II) VOTED AGAINST 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
7	7	0.37%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
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AGENDA ITEM NO.	**5**
SUBJECT	**RE-APPOINTMENT OF MR. RAJEEV GUPTA AS A WHOLE TIME DIRECTOR (DESIGNATED AS EXECUTIVE DIRECTOR - FINANCE & CFO) OF THE COMPANY AND APPROVAL FOR PAYMENT OF HIS REMUNERATION.**
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
58	1900	99.63%

(II) VOTED AGAINST 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
7	7	0.37%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
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RSM & Co. CS DELHI COMPANY SECRETARIES

AGENDA ITEM NO.	6
SUBJECT	AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY FOR ADOPTION AND IMPLEMENTATION OF "KEI EMPLOYEE STOCK OPTIONS SCHEME–2015".
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
58	1900	99.63%

(II) VOTED AGAINST 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
7	7	0.37%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
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AGENDA ITEM NO.	7
SUBJECT	APPROVAL FOR PAYMENT OF REMUNERATION TO THE COST AUDITORS M/S S. CHANDER & ASSOCIATES, COST ACCOUNTANTS.
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
58	1900	99.63%

(II) VOTED AGAINST 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
7	7	0.37%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
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5. A list of equity shareholders who voted **"FOR",** and **"AGAINST"** for each resolution are 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

(CS BALDEV SINGH KASHTWAL)
SCRUTINIZER
C P No. 3169
PARTNER
RSM & CO.
COMPANY SECRETARIES

Place : New Delhi
Dated : 17th September, 2015

Witness -1 : Pankaj Saxena
S/o Sadaram, 1352 M/13
Govindpuri, New Delhi

Witness – 2 : Kuldeep Sharma
154/5B Sindhu Farm
Road Mitheshm Bindapur
ND-110044

For KEI INDUSTRIES LIMITED

ANIL GUPTA
Chairman-Cum-Managing Director

Signed by Shri Anil Gupta : _____
Chairman –cum-Managing Director of the Company