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/2016-17 **Date: 07.09.2016**

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 24th AGM held on September 06, 2016

Dear Sir / Madam,

This is to inform you that the members at the 24th Annual General Meeting (AGM) of the Company held on Tuesday, 06th September, 2016 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 Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016, 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, 2016 and the Report of Auditors thereon (Ordinary Resolution).

2. Approval for payment of dividend of ₹ 0.50/- per share (i.e @25 %) on each equity shares of ₹ 2/- (Ordinary Resolution).

3. Re-appointment of Mrs. Archana Gupta (DIN: 00006459) as Director who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution).

4. Re-appointment of M/s Jagdish Chand & Co., Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2016-17 (Ordinary Resolution).

Special Business:

5. Approval for re-appointment of Mr. Anil Gupta (DIN: 00006422) as Chairman–cum-Managing Director of the Company (Special Resolution).

6. Ratification of remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2016-17 (Ordinary Resolution).

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

For KEI INDUSTRIES LIMITED

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

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

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, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretary (ICSI), 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. 30th August, 2016) for the purpose of e-voting of the resolutions as set out in the Notice for the 24th 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 03rd September, 2016 (9.00 A.M.) (IST) to 05th September, 2016 (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 6 resolutions set out in the notice of the 24th 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
DIN NO: 00006422

(ANIL GUPTA)
Chairman-cum-Managing Director

Encl: Minutes / Proceeding of AGM
Voting Results as per SEBI (LODR) Reg, 2015
Scrutinizer(s) Report
Combined Scrutinizer report for e-voting & poll

CC: NSE & CSE

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

Annexure I

Date of the AGM/EGM	06 September, 2016
Total number of shareholders on record date (i.e. 30.08.2016)	23437
No. of shareholders present in the meeting either in person or through proxy:	
Pomoter and Promoter Group:	8
Public:	1461
No. of Shareholders attended the meeting through Video Conferencing: Pomoter and Promoter Group: Public:	NOT APPLICABLE

For KEI INDUSTRIES LIMITED

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

RESOLUTION NO.01 : Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016, 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, 2016 and the Report of 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
Promoter and Promoter group	E- Voting	38148466	38148466	100.00	38148466	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	**38148466**	**38148466**	**100.00**	**38148466**	**0**	**100.00**	**0.00**
Public - Instititions	E- Voting	18412813	12531777	68.06	12531777	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	**18412813**	**12531777**	**68.06**	**12531777**	**0**	**100.00**	**0.00**
Public- Non Institutions	E- Voting	20676159	164047	0.79	164047	0	100.00	0.00
	Poll		6278	0.03	5778	500	92.04	7.96
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**20676159**	**170325**	**0.82**	**169825**	**500**	**99.71**	**0.29**
Total		**77237438**	**50850568**	**65.84**	**50850068**	**500**	**100.00**	**0.00**

For KEI INDUSTRIES LIMITED

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

RESOLUTION NO.02 : Approval for payment of dividend of Rs.0.50/- per share (i.e @25 %) on each equity shares of Rs.2/-.								
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 Promoter group	E- Voting	38148466	38148466	100.00	38148466	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	**38148466**	**38148466**	**100.00**	**38148466**	**0**	**100.00**	**0.00**
Public - Instititions	E- Voting	18412813	12531777	68.06	12531777	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	**18412813**	**12531777**	**68.06**	**12531777**	**0**	**100.00**	**0.00**
public- Non Institutions	E- Voting	20676159	164047	0.79	164047	0	100.00	0.00
	Poll		6278	0.03	5778	500	92.04	7.96
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**20676159**	**170325**	**0.82**	**169825**	**500**	**99.71**	**0.29**
Total		**77237438**	**50850568**	**65.84**	**50850068**	**500**	**100.00**	**0.00**

For KEI INDUSTRIES LIMITED

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

RESOLUTION NO.03 : Re-appointment of Mrs. Archana Gupta (DIN: 00006459) 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 (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	38148466	21730375*	56.96	21730375	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	**38148466**	**21730375**	**56.96**	**21730375**	**0**	**100.00**	**0.00**
Public - Instititions	E- Voting	18412813	12531777	68.06	12531777	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	**18412813**	**12531777**	**68.06**	**12531777**	**0**	**100.00**	**0.00**
public- Non Institutions	E- Voting	20676159	164047	0.79	163862	185	99.89	0.11
	Poll		6278	0.03	5778	500	92.04	7.96
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**20676159**	**170325**	**0.82**	**169640**	**685**	**99.60**	**0.40**
Total		77237438	34432477	44.58	34431792*	685	100.00	0.00

**** The votes of Mrs. Archana Gupta and her relatives as defined under the Companies Act, 2013 are not considered.***

For KEI INDUSTRIES L

ANIL GUPTA

rman-Cum-Managing Director

DIN NO: **00006422**

RESOLUTION NO.04: Re-appointment of M/s Jagdish Chand & Co., Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2016-17								
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 Promoter group	E- Voting	38148466	38148466	100.00	38148466	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	**38148466**	**38148466**	**100.00**	**38148466**	**0**	**100.00**	**0.00**
Public - Instititions	E- Voting	18412813	12531777	68.06	8689107	3842670	69.34	30.66
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**18412813**	**12531777**	**68.06**	**8689107**	**3842670**	**69.34**	**30.66**
public- Non Institutions	E- Voting	20676159	164047	0.79	163842	205	99.88	0.12
	Poll		6278	0.03	5778	500	92.04	7.96
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**20676159**	**170325**	**0.82**	**169620**	**705**	**99.59**	**0.41**
Total		**77237438**	**50850568**	**65.84**	**47007193**	**3843375**	**92.44**	**7.56**

for KEI INDUSTRIES Li...

ANIL GUPTA

man-Cum-Managing Director

DIN NO: 00006422

RESOLUTION NO.05 : Approval for re-appointment of Mr. Anil Gupta (DIN: 00006422) as Chairman–cum-Managing Director of the Company								
Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
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	38148466	17080000*	44.77	17080000	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	**38148466**	**17080000**	**44.77**	**17080000**	**0**	**100.00**	**0.00**
Public - Instititions	E- Voting	18412813	12531777	68.06	8689107	3842670	69.34	30.66
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**18412813**	**12531777**	**68.06**	**8689107**	**3842670**	**69.34**	**30.66**
public- Non Institutions	E- Voting	20676159	157947	0.76	157762	185	99.88	0.12
	Poll		6278	0.03	5778	500	92.04	7.96
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**20676159**	**164225**	**0.79**	**163540**	**685**	**99.58**	**0.42**
Total		**77237438**	**29776002**	**38.55**	**25932647***	**3843355**	**87.09**	**12.91**

The votes of Mr. Anil Gupta and his relatives as defined under the Companies Act, 2013 are not considered.

For KEN INDUSTRIES LIMITED

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

RESOLUTION NO.06: Ratification of remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2016-17.								
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 Promoter group	E- Voting	38148466	38148466	100.00	38148466	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	**38148466**	**38148466**	**100.00**	**38148466**	**0**	**100.00**	**0.00**
Public - Instititions	E- Voting	18412813	12531777	68.06	12531777	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	**18412813**	**12531777**	**68.06**	**12531777**	**0**	**100.00**	**0.00**
public- Non Institutions	E- Voting	20676159	163897	0.79	163712	185	99.89	0.11
	Poll		6278	0.03	5778	500	92.04	7.96
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**20676159**	**170175**	**0.82**	**169490**	**685**	**99.60**	**0.40**
Total		**77237438**	**50850418**	65.84	**50849733**	**685**	**100.00**	**0.00**

For KEI INDUSTRIES LIMITED

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

MINUTES OF THE 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY THE 06TH DAY OF SEPTEMBER, 2016 AT 10.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

PRESENT

Directors:

Mr. Anil Gupta	- Chairman-cum-Managing Director and as Member
Mr. Pawan Kumar Bholusaria	- Independent Director and Chairman of Audit Committee and as Member
Mr. Vikram Bhartia	- Independent Director and Chairman of Nomination and Remuneration Committee and as Member
Rajeev Gupta	- Executive Director (Finance) & CFO and as Member

Secretary:

Mr. Kishore Kunal	- Company Secretary and as Member

Auditors:

Mr. Praveen Kr. Jain	- Statutory Auditor (Jagdish Chand & Co.)
Mr. Baldev Singh Kashtwal	- Secretarial Auditor and Scrutinizer (Partner of RSM & Co., Company Secretaries)

Members: 1461 Members were present in person from Public/Others and 8 from Promoters and Promoters group as per Attendance / Proxy Register.

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 the Chairman of the 24th Annual General Meeting of the Company.

For KEI INDUSTRIES LIMITED

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

At 10.00 a.m., the Chairman commenced the meeting by welcoming all the shareholders present at the Annual General Meeting and all the members of the Board sitting on the dice.

The requisite quorum being present, the Chairman called the meeting to order.

Registers of Directors and Key Managerial Personnel and their shareholding, Register of contracts or arrangements in which Directors are interested and Minutes of last Annual General Meeting were kept open during the meeting for inspection.

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 Annual General Meeting, the Audited Annual Accounts, Auditors' Report, Report on Corporate Governance and Directors' Report for the Financial Year 2015-16 were taken as read.

The Chairman made brief observation about the working of the Company and major developments.

The Chairman stated that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI), the Company had provided e-voting and polling facility to its Shareholders, whose names appeared on the Register of Members of the Company as on record date i.e. 30th August, 2016 for passing of resolutions as set out in the Notice for the 24th Annual General Meeting of the Company. The e-voting facility was made available to the members through NSDL portal and was kept open from 3rd September, 2016 (9.00 A.M.) (IST) upto 5th September, 2016 (5.00 P.M.) (IST).

He then stated that 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. Thereafter the Chairman stated that the result of e-voting dated 06.09.2016 along with combined result of voting (e-voting and poll) will be submitted by the scrutinizer and would be declared on or before 8th September, 2016 by 10.45 a.m. at the Registered Office of the Company situated at D-90, Okhla Industrial Area, Phase-I, New Delhi-110020.

For KEI INDUSTRIES LIMITED

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

He further stated that the members who could not exercise their vote through e-voting process may cast their vote by way of polling instead of voting by show of hands. The ballot papers were distributed to the members for taking poll and the same were also available at counter.

He then requested the Company Secretary to read the items of the Business to be transacted at Annual general Meeting. He explained the procedure for polling.

In the meanwhile, the physical poll process was started. The empty ballot box was placed by the scrutinizer.

After the poll was over, the ballot box was sealed by the scrutinizer.

At the conclusion of the 24th Annual General Meeting, the Chairman of the Meeting conveyed his thanks to the members and Directors of the Company present for their kind co-operation and participation in the proceedings of the meeting and declared the meeting as closed at 11.00 a.m.

Based on the combined report of e-voting and poll submitted by the scrutinizer, Mr. Anil Gupta, Chairman of the meeting announced the following combined result as under:

Agenda Item No. of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting	50844290	100.00%	0	0.00%	0	0.00%
	Poll	5778	92.04.%	500	7.96%	0	0.00%
	TOTAL	50850068	100.00%	500	0.00%	0	0.00%
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting	50844290	100.00%	0	0.00%	0	0.00%
	Poll	5778	92.04%	500	7.96%	0	0.00%
	TOTAL	50850068	100.00%	500	0.00%	0	0.00%
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting	34426014	100.00%	185	0.00%	0	0.00%
	Poll	5778	92.04%	500	7.96%	0	0.00%
	TOTAL	34431792	100.00%	685	0.00%	0	0.00%
Item No. 4 of the Notice (As an Ordinary Resolution)	E- Voting	47001415	92.44%	3842875	7.56%	0	0.00%
	Poll	5778	92.04%	500	7.96%	0	0.00%
	TOTAL	47007193	92.44%	3843375	7.56%	0	0.00%

For KEI INDUSTRIES LIMITED

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

Item No. 5 of the Notice (As a Special Resolution)	E- Voting Poll TOTAL	25926869 5778 25932647	87.09% 92.04% 87.09%	3842855 500 3843355	12.91% 7.96% 12.91%	0 0 0	0.00% 0.00% 0.00%
Item No. 6 of the Notice (As a Ordinary Resolution)	E- Voting Poll TOTAL	50843955 5778 50849733	100.00% 92.04% 100.00%	185 500 685	00.00% 7.96% 0.00%	0 0 0	0.00% 0.00% 0.00%

Mr. Anil Gupta, Chairman of the Meeting stated that all the above resolutions were approved under e-voting and poll with the requisite majority.

The Resolutions for the ordinary and special business as set out in item No. 1 to 6 in the notice of the 24th AGM of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 24th AGM of the members held on 06th September, 2016.

ORDINARY BUSINESS:

RESOLUTION No.1 (AS AN ORDINARY RESOLUTION):

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016, 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, 2016 and the Report of Auditors thereon be and are hereby adopted and approved."

RESOLUTION No. 2 (AS AN ORDINARY RESOLUTION):

"**RESOLVED THAT** a dividend on the equity shares @ ₹ 0.50/- per share (i.e. @ 25%) for the year ending March 31, 2016 be and are hereby approved."

RESOLUTION No. 3 (AS AN ORDINARY RESOLUTION):

"**RESOLVED THAT** Mrs. Archana Gupta (holding DIN: 00006459), director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation."

For KEI INDUSTRIES LIMITED

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

RESOLUTION No.4 (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 and pursuant to the resolution passed by the members at the Annual General Meeting held on September 19, 2014, M/s. JAGDISH CHAND & CO., Chartered Accountants (Firm Registration Number 000129N) who have offered themselves for re-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 re-appointed as Statutory Auditors of the Company for the financial year 2016-17 to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors / Audit Committee and the Auditors."

SPECIAL BUSINESS:

RESOLUTION No.5 (AS A SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re- enactments) thereof for the time being in force or from time to time), the members of the Company hereby accord its approval for re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director (CMD) of the Company with effect from July 01, 2016 to June 30, 2019 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. Anil Gupta:

1. Period	from 1st July, 2016 to 30th June 2019
2. Remuneration	
a. Salary	₹ 25,00,000/-basic salary per month w.e.f. 1st July, 2016 upto maximum basic salary of ₹ 35,00,000/-per month
b. Perquisites	Perquisites shall be restricted to an amount equal to not exceeding ₹ 5,00,000/- per month w.e.f. 1st July 2016 up to maximum of ₹ 7,00,000/-per month.

For KEI INDUSTRIES LIMITED

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

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 197 of the Companies Act, 2013.
For this purpose perquisites are classified into three categories A, B and C:	

Category – A

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

a) ₹ 3,00,000/- per month w.e.f. 1st July, 2016 up to maximum of ₹ 5,00,000/- 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 as per rules of the Company.

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

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 Company's policy.

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.

For KEI INDUSTRIES LIMITED

ANIL
Chairman-Cum-[illegible] Director
DIN NO: [illegible]22

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 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.6 (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 2016-17, 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."

For KEI INDUSTRIES LIMITED

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

(ANIL GUPTA)
Chairman-cum-Managing Director

Place: New Delhi
Date: September 07, 2016

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

24TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF KEI INDUSTRIES LIMITED HELD ON 6TH SEPTEMBER, 2016 AT 10.00 A. M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110 003.

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 24th Annual General Meeting of the Equity Shareholders of **KEI Industries Limited** held on 6th September, 2016 at 10.00 A. M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. I 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 my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my 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	(a)ADOPTION OF THE AUDITED STANDLONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON. (b)ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016 AND THE REPORT OF AUDITORS THEREON
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
95	5778	92.04%

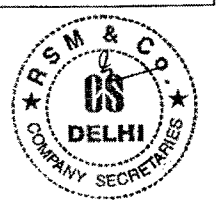
(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	500	7.96%

(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
NIL	NIL	NIL

AGENDA ITEM NO.	2
SUBJECT	DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016.
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
95	5778	92.04%

(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
1	500	7.96%

(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
NIL	NIL	NIL

AGENDA ITEM NO.	**3**
SUBJECT	**RE-APPOINTMENT OF MRS. ARCHANA GUPTA (DIN: 00006459) AS DIRECTOR OF THE COMPANY, 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
95	5778	92.04%

(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
1	500	7.96%

(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
NIL	NIL	NIL

RSM & Co. CS DELHI COMPANY SECRETARIES

AGENDA ITEM NO.	4
SUBJECT	RE-APPOINTMENT OF M/S JAGDISH CHAND & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000129N) AS STATUTORY AUDITORS OF THE COMPANY 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
95	5778	92.04%

(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
1	500	7.96%

(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
NIL	NIL	NIL

AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF MR. ANIL GUPTA (DIN : 00006422) AS CHAIRMAN – CUM - MANAGING DIRECTOR 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
95	5778	92.04%



(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
1	500	7.96%

(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
NIL	NIL	NIL

AGENDA ITEM NO.	**6**
SUBJECT	**TO APPROVE REMUNERATION OF THE COST AUDITORS FOR THE YEAR ENDING 31ST MARCH, 2017.**
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
95	5778	92.04%

(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
1	500	7.96%

(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
NIL	NIL	NIL



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

RSM & CO. CS DELHI COMPANY SECRETARIES

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

Place : Delhi
Dated : September 7, 2016

Witness -1 Signature : _____

Name : Sharwan Mangla

Address : T-34, (IInd Floor), Okhla Industrial Area, Phase-2, New Delhi-110020

Witness -2 Signature : _____

Name : Pratap Sharma

Address : T-34, (IInd Floor), Okhla Industrial Area, Phase-2, New Delhi-110020

For KEI INDUSTRIES LIMITED

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

Counter Signed by Chairman : _____

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

CONSOLIDATED 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) Amendment Rules, 2015

To,

The Chairman,

24th Annual General Meeting of
KEI Industries Limited
(CIN: L74899DL1992PLC051527)
D-90, Okhla Industrial Area,
Phase – 1,
New Delhi – 110 020

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the 24th Annual General Meeting of KEI Industries Limited ("The Company") held on September 06, 2016 at 10.00 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 Partner of RSM & Co. 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 by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the KEI Industries Limited at their meeting held on July 20, 2016 on the resolutions mentioned in the Notice dated 20th July, 2016 for 24th Annual General Meeting of the Members of the Company held on 06th September, 2016 at 10:00 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. The Remote e-Voting facility was kept open from 3rd September, 2016 (9:00 A.M.) to 5th September, 2016 (5:00 P.M.)

At the 24th Annual General Meeting of the Company held on September 06, 2016, the Chairman of the Company had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 11:00 A. 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.

RSM & Co. CS DELHI COMPANY SECRETARIES

Thereafter, the Remote e-voting results were unblocked by me on September 06, 2016 after the AGM of the company in the presence of two witnesses Mr. Sharwan Mangla and Mr. Pratap Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(Sharwan Mangla)
T-34, IInd Floor,
Okhla Industrial Area, Phase-2
New Delhi-110020
Witness – 1

(Pratap Sharma)
T-34, IInd Floor,
Okhla Industrial Area, Phase-2
New Delhi-110020
Witness - 2

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

AGENDA ITEM NO. 1

ORDINARY RESOLUTION FOR

(a) ADOPTION OF THE AUDITED STANDLONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.

(b) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016 AND THE REPORTS OF 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 Total Valid Votes Received
Total Votes received by electronic mode	64	50844290	99.99%
Total Votes received through physical ballot mode	96	6278	0.01%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	160	50850568	100.00%
Total Number of Votes against the resolution	1	500	0.00%
Total Number of Votes in favour of Resolution	159	50850068	100.00%

Therefore, the Resolution No. 1 has been approved with requisite majority.

RSM & Co. CS DELHI COMPANY SECRETARIES

AGENDA ITEM NO. 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	64	50844290	99.99%
Total Votes received through physical ballot mode	96	6278	0.01%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	160	50850568	100.00%
Total Number of Votes against the resolution	1	500	0.00%
Total Number of Votes in favour of Resolution	159	50850068	100.00%

Therefore, the Resolution No. 2 has been approved with requisite majority.

AGENDA ITEM NO. 3

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MRS. ARCHANA GUPTA (DIN: 00006459) AS DIRECTOR OF THE COMPANY, 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 Total Valid Votes Received
Total Votes received by electronic mode	*62	*34426199	99.98%
Total Votes received through physical ballot mode	96	6278	0.02%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	*158	*34432477	100.00%
Total Number of Votes against the resolution	3	685	0.00%
Total Number of Votes in favour of Resolution	*155	*34431792	100.00%

- **The votes of Mrs. Archana Gupta and her relatives as defined under the Companies act, 2013 are not considered.**

Therefore, the Resolution No. 3 has been approved with requisite majority.

RSM & Co. CS DELHI COMPANY SECRETARIES

AGENDA ITEM NO. 4

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF M/S JAGDISH CHAND & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000129N) AS STATUTORY AUDITORS OF THE COMPANY 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 Total Valid Votes Received
Total Votes received by electronic mode	64	50844290	99.99%
Total Votes received through physical ballot mode	96	6278	0.01%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	160	50850568	100.00%
Total Number of Votes against the resolution	6	3843375	7.56%
Total Number of Votes in favour of Resolution	154	47007193	92.44%

Therefore, the Resolution No. 4 has been approved with requisite majority.

AGENDA ITEM NO. 5

SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. ANIL GUPTA (DIN : 00006422) AS CHAIRMAN-CUM-MANAGING DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	*59	*29769724	99.98%
Total Votes received through physical ballot mode	96	6278	0.02%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	*155	*29776002	100.00%
Total Number of Votes against the resolution	5	3843355	12.91%
Total Number of Votes in favour of Resolution	*150	*25932647	87.09%

- **The votes of Mr. Anil Gupta and his relatives as defined under the Companies Act, 2013 are not considered.**

Therefore, the Resolution No. 5 has been approved with requisite majority.

RSM & CO. CS DELHI COMPANY SECRETARIES

AGENDA ITEM NO. 6

ORDINARY RESOLUTION TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE YEAR ENDING 31ST MARCH, 2017.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	63	50844140	99.99%
Total Votes received through physical ballot mode	96	6278	0.01%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	159	50850418	100.00%
Total Number of Votes against the resolution	3	685	0.00%
Total Number of Votes in favour of Resolution	156	50849733	100.00%

Therefore, the Resolution No. 6 has been approved with requisite majority.

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.

The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

Thanking you

Yours Sincerely

RSM & Co. CS DELHI COMPANY SECRETARIES

BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
C. P. NO. 3169
SCRUTINIZER
PARTNER
RSM & CO.
COMPANY SECRETARIES

Date : 07.09.2016
Place : New Delhi

For KEI INDUSTRIES LIMITED

ANIL GUPTA
Chairman-cum-Managing Director
DIN NO: 00006122
Counter Signed by Chairman

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

SCRUTINIZER'S REPORT ON REMOTE E-VOTING FOR KEI INDUSTRIES LIMITED

The Chairman
KEI Industries Limited
D-90, Okhla Industrial Area,
Phase – 1,
New Delhi – 110020

24th Annual General Meeting Of The Members Of KEI Industries Limited Held on Tuesday, the September 6, 2016 at 10.00 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

Subject: Passing of Resolutions through Electronic Voting pursuant to Section 108 Of The Companies Act, 2013 Read With Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of KEI Industries Limited. (hereinafter referred to as **(the "Company")** on 20th July, 2016 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.

2. The Company engaged National Securities Depository Limited **("NSDL")** as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 24th Annual General Meeting **("AGM")** of the Company, which was held on Tuesday, the 6th September, 2016. National Securities Depository Limited **("NSDL")** had set up e-voting facility on their website, https://evoting.nsdl.com. The Company had uploaded all the items of 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 for the despatch of notice of annual general meeting, there were 23541 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 14781 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 in the physical form to 8760 shareholders. There were 783 incremental shareholders who became member after the despatch of notice, 887 cases were deleted and there 23437 shareholders of the Company as on 30th August, 2016 i.e. the cut-off date for determining the entitlement to vote.

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 their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.

5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 30.08.2016. The e-voting facility was kept open from 3rd September, 2016 (9.00 A.M.) to 5th September, 2016 (5.00 P.M.)

6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published in Financial Express, in English (All Editions) and in Jansatta, Hindi Newspaper (Delhi Edition) both dated 17th August, 2016. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.

7. At the end of the voting period on September 05, 2016 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 6, 2016 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Sharwan Mangla and Mr. Pratap Sharma, who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.

8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.



RESOLUTION NO.1 – ORDINARY RESOLUTION FOR (a) ADOPTION OF THE STANDALONE FINANCIAL STATEMENTS OF THE COMPANY AS AT 31ST MARCH, 2016 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; and

(b) ADOPTION OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY AS AT 31ST MARCH, 2016 AND THE REPORT OF AUDITORS THEREON.

Particulars	No. of Members who cast their votes electronic ally	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 electronic mode	64	50844290	100.00%	65.83%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	0	0	0.00%	0.00%
Total Number of Votes in favour of Resolution	64	50844290	100.00%	65.83%

RESOLUTION NO.2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016.

Particulars	No. of Members who cast their votes electronic ally	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 electronic mode	64	50844290	100.00%	65.83%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	0	0	0.00%	0.00%
Total Number of Votes in favour of Resolution	64	50844290	100.00%	65.83%

RSM & Co. CS DELHI COMPANY SECRETARIES

RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MRS. ARCHANA GUPTA (DIN: 00006459) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronic ally	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 electronic mode	*62	*34426199	100.00%	44.57%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	2	185	0.00%	0.00%
Total Number of Votes in favour of Resolution	*60	*34426014	100.00%	44.57%

- The Votes of Mrs. Archana Gupta and her relatives as defined under the Companies Act, 2013 are not considered.

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF M/S JAGDISH CHAND & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000129N) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes electronic ally	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 electronic mode	64	50844290	100.00%	65.83%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	5	3842875	7.56%	4.98%
Total Number of Votes in favour of Resolution	59	47001415	92.44%	60.85%

RSM & Co. CS DELHI COMPANY SECRETARIES

RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. ANIL GUPTA (DIN : 00006422) AS CHAIRMAN-CUM-MANAGING DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronic ally	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 electronic mode	*59	*29769724	100.00%	38.54%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	4	3842855	12.91%	4.97%
Total Number of Votes in favour of Resolution	*55	*25926869	87.09%	33.57%

- The Votes of Mr. Anil Gupta and his relatives as defined under the Companies Act, 2013 are not considered

RESOLUTION NO. 6 – ORDINARY RESOLUTION TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE YEAR ENDING 31ST MARCH, 2017.

Particulars	No. of Members who cast their votes electronic ally	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 electronic mode	63	50844140	100.00%	65.83%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	2	185	0.00%	0.00%
Total Number of Votes in favour of Resolution	61	50843955	100.00%	65.83%



All the resolutions contained in the notice dated 20th July, 2016 calling 24th annual general meeting of the Company stand passed under e-voting process with 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 by the shareholders of the Company. The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company

Thanking you,

Yours Sincerely

CS BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
C. P. NO. 3169
SCRUTINIZER
PARTNER
RSM & CO.
COMPANY SECRETARIES

Place : New Delhi
Dated : September 7, 2016

WITNESS :

Witness -1

Signature : _____
Name : Sharwan Mangla
Address : T-34, (IInd Floor), Okhla Industrial Area, Phase-2, New Delhi-110020

Witness -2

Signature : _____
Name : Pratap Sharma
Address : T-34, (IInd Floor), Okhla Industrial Area, Phase-2, New Delhi-110020