

KEI/BSE/2018-19**Date: 28.03.2019****The Manager
BSE Limited
Listing Division
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001****Subject: Results of Postal Ballot and E-voting : pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015****Dear Sir / Madam,**

In continuation to our letter dated February 26, 2019 Company had issued Postal Ballot Notice dated 18th February, 2019 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the Members of the Company, by way of Special Resolutions in respect of the following, special business items as set out in the aforesaid Postal Ballot Notice:

Item No.	Description of the Resolution
1.	Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.
2.	Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.
3.	Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.
4.	Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.
5.	Appointment of Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category: Non-Executive) of the Company for a term of five (5) consecutive years.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretary (ICSI), as amended from time to time, the Company had provided e-voting & postal ballot facility to its Shareholders whose names appeared on the Register of Members of the Company as on cut off date (i.e. 15th February, 2019) for the purpose of e-voting/postal ballot for the resolutions as set out in the Notice of Postal Ballot.

The e-voting facility was made available to the members through National Securities Depository Limited (NSDL) portal and was kept open from Tuesday, 26th February, 2019 (9.00 A.M.) (IST) to Wednesday, 27th March, 2019 (5.00 P.M.) (IST).

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. Tel/Fax : 0091-260-2644404, 2630944,2645896
Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803363 Fax : 044-24803404.
Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
Kolkata : Arihant Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Telfax : 033-40620820/4062

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, Mr. Sumit Batra, (Membership No. FCS-7714 & CP No.8072) Proprietor of S.K. Batra & Associates, Company Secretaries who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on Monday, 18th February, 2019 for the aforesaid Postal Ballot process has submitted his report on 28th March, 2019.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the above mentioned Resolutions as embodied in the Postal Ballot Notice dated 18th February, 2019 with requisite majority. The aforesaid resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e., Wednesday, 27th March, 2019. Brief Profile of Directors appointed/re-appointed is attached as Annexure-I.

Accordingly, we are submitting herewith the following:

1. Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer Report for E-voting and Postal Ballot.

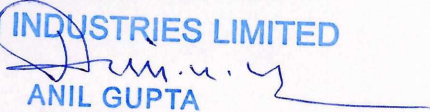
The Voting results alongwith the Scrutinizer Report will also be made available on the Company's website (www.kei-ind.com).

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: Voting Results as per SEBI (LODR) Reg, 2015
Scrutinizer report for e-voting & Postal Ballot

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. Tel/Fax : 0091-260-2644404, 2630944,2645896
Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803363 Fax : 044-24803404.
Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
: Kolkata : Arihanth Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Telfax : 033-40620820/4062

Annexure-I

Brief Profile of Director appointed/re-appointed:

1	Name of Director	Mr. Vikram Bhartia (DIN 00013654)	Mr. Kishan Gopal Somani (DIN 00014648)	Mrs. Shalini Gupta (DIN: 02361768)
2	Date of Birth	15.10.1938	11.07.1939	09.11.1974
3	Date of first appointment on the Board	02.08.1994	02.08.1994	18.02.2019
4	Nationality	Indian	Indian	Indian
5	Occupation	Business	Chartered Accountant	Business
6	Qualification	B.tech from IIT Kharagpur	B.com, FCA, ACIS, ACS	- MBA (Finance and Systems) from Faculty of Management Studies (FMS) - B.E. (Mechanical Engineering) from Delhi College of Engineering (DCE)
7	Nature of Expertise	Shri Vikram Bhartia is a qualified B. tech.(Hons.) from IIT Kharagpur and has more than 50 years experience as an Industrial Entrepreneur.	Shri K.G. Somani is Fellow member of ICAI and was elected as a member of the Central Council of the ICAI of India in the year 1979 and was a Council Member during 1979-1992. He was the President of ICAI in 1988-89 and has worked on all the standing committees during his continued membership of the council during 1979-1992. He was Chairman of Professional Development Committee, Board of Studies and Company Law Committee of the Institute during this period and was the Chairman of the Technical Standards Committee of South Asian Federation of Accountants (SAFA). He has participated in a large number of Seminars & Conferences all over India & Abroad. He is partner of M/s K.G. Somani & Co. Chartered Accountants, Delhi and he has vast experience in Finance, Companies Act, tax laws and has handled large number of audits and cases of sick Companies before B.I.F.R and its Appellate authority.	Mrs. Shalini Gupta is a Business and Technology professional with over 20 years of experience. She has held a variety of Senior roles in strategy and technology with emphasis on planning, long range road mapping, budgeting, pre-sales and sales operations, project execution and account management. She has a experience in rolling out and program managing large, complex transformational projects and managing multiple internal and external stakeholders. She has a Multicultural experience, having lived and worked in US and India.
8	Terms and conditions of appointment/re-appointment	At the 22 nd Annual General Meeting of the Company dated 19.09.2014, Mr. Vikram Bhartia was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 19 th September, 2014 to 18 th September, 2019. Thus, his tenure will expire on 18 th September 2019. Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, he will be eligible to continue/appoint as an Independent Director (Non-Executive) only on the approval of members of the Company by a special resolution as his age will exceed 75 years as on April 1, 2019. In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has approved his continuation as an Independent Director (Non-Executive) till the expiry of his current term i.e., upto 18th September, 2019 and his re-appointment as an Independent Director (Non-Executive) for the second term of 5 (five) consecutive years w.ef. 19 th September, 2019 to 18 th September, 2024. The Members of the Company have approved the said re-appointment (including continuation as an Independent Director on/after April 1, 2019 and till the expiry of the current term) of Mr. Vikram Bhartia by passing Special Resolutions through Postal Ballot (vide Notice of Postal Ballot dated 18 th February, 2019).	At the 22 nd Annual General Meeting of the Company dated 19.09.2014, Mr. Kishan Gopal Somani was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 19 th September, 2014 to 18 th September, 2019. Thus, his tenure will expire on 18 th September 2019. Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, he will be eligible to continue/appoint as an Independent Director (Non-Executive) only on the approval of members of the Company by a special resolution as his age will exceed 75 years as on April 1, 2019. In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has approved his continuation as an Independent Director (Non-Executive) till the expiry of his current term i.e., upto 18th September, 2019 and his re-appointment as an Independent Director (Non-Executive) for the second term of 5 (five) consecutive years w.ef. 19 th September, 2019 to 18 th September, 2024. The Members of the Company have approved the said re-appointment (including continuation as an Independent Director on/after April 1, 2019 and till the expiry of the current term) of Mr. Kishan Gopal Somani by passing Special Resolutions through Postal Ballot (vide Notice of Postal Ballot dated 18 th February, 2019).	Pursuant to proviso to Regulation 17(1a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, the Board of Directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019. In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has appointed Mrs. Shalini Gupta as an Additional Director (Independent Women Director, Category: Non-Executive) for a period of 5 (five) consecutive years with effect from 18th February, 2019 to 17th February, 2024. The Members of the Company have approved the said appointment of Mrs. Shalini Gupta by passing Special Resolutions through Postal Ballot (vide Notice of Postal Ballot dated 18 th February, 2019).

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. Tel/Fax : 0091-260-2644404, 2630944,2645896
 Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel: 044-24803363 Fax : 044-24803404.
 Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
 Kolkata : Arihanth Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-7000466 Telfax : 033-40620820/4062

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

9	Remuneration sought and last drawn	<p>Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings. Remuneration last drawn as Independent Director Rs.75000/- paid as Sitting fess for attending each meetings of the Board and its Committees.</p>	<p>Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings. Remuneration last drawn as Independent Director Rs.75000/- paid as Sitting fess for attending each meetings of the Board and its Committees.</p>	<p>Remuneration Sought No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings.</p>
10	Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related with any Director	Not related with any Director	Not related with other Director
11	Name of Companies in which he/she holds Directorship	KEI Industries Limited.	<ul style="list-style-type: none"> - KEI Industries Limited - NTB Bowsmith Irrigation Limited - Anand Rathi Wealth Services Limited - K.G. Somani Management Consultants Private Limited - K.G. Somani Insolvency Professionals Private Limited 	- Ishwa Consulting (LLP)
12	Name of Committees of Companies in which he /she is Chairman/ Member	<ul style="list-style-type: none"> KEI Industries Ltd - Nomination and Remuneration Committee (Chairman) - Audit Committee (Member) - Stakeholders Relationship Committee (Member) 	<ul style="list-style-type: none"> KEI Industries Ltd - Audit Committee (Member) 	None
13	No. of Equity Shares held in the Company	10000	1000	NIL
14	Number of meetings of Board attended during the financial year 2018-19 (as on 4 th February, 2019)	5	4	None
15	Performance Evaluation Report by Board	Good	Good	Good

Mr. Vikram Bhartia, Kishan Gopal Somani and Mrs. Shalini Gupta, have given the intimation to the effect that they are not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

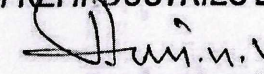
For KEI INDUSTRIES LIMITED


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

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. Tel/Fax : 0091-260-2644404, 2630944,2645896
Branch : Chennai : 27/F-1, first floor, Chakrapani Street, West Mambalam, Chennai-600 033 Tel : 044-24803363 Fax : 044-24803404.
Offices : Mumbai : 101/102, Vastu Shilp, Vastu Enclave, Andheri Pump House, Andheri(East), Mumbai-400093. Tel: 0091-22-2823963/28375642, Fax: 28258277
Kolkata : Arihant Benchmark, 4th Floor, 113-F, Matheshwartola Road, Kolkata-700046 Telfax : 033-40620820/4062

Date of the Postal Ballot Notice	Notice dated February 18, 2019 (Voting start date: February 26, 2019) (Voting end date: March 27, 2019)
Total number of shareholders on record date (i.e. 15.02.2019)	45837
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Pomoter and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing: Pomoter and Promoter Group: Public:	Not Applicable

For KET INDUSTRIES LIMITED



ANIL GUPTA
Chairman-Cum-Managing Director

RESOLUTION NO. 01 : Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.

Resolution required: (Ordinary/ Special)		SPECIAL 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	36248466	36248466	100.00	36248466	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		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	22835175	15603479	68.33	14381414	1222065	92.17	7.83
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22835175	15603479	68.33	14381414	1222065	92.17
Public- Non Institutions	E- Voting	19841797	1678434	8.46	1676248	2186	99.87	0.13
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		23983	0.12	23972	11	99.95	0.05
	Total		19841797	1702417	8.58	1700220	2197	99.87
Total		78925438	53554362	67.85	52330100	1224262	97.71	2.29

For KBI INDUSTRIES LIMITED

Anil Gupta

ANIL GUPTA

Chairman-Cum-Managing Director

RESOLUTION NO.02 : Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years w.e.f 19.09.2019 to 18.09.2024

Resolution required: (Ordinary/ Special)		SPECIAL 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	36248466	36248466	100.00	36248466	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		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	22835175	15603479	68.33	14381414	1222065	92.17	7.83
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22835175	15603479	68.33	14381414	1222065	92.17
Public-Non Institutions	E- Voting	19841797	1678541	8.46	1675475	3066	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		24008	0.12	23987	21	99.91	0.09
	Total		19841797	1702549	8.58	1699462	3087	99.82
Total		78925438	53554494	67.85	52329342	1225152	97.71	2.29

For KEI INDUSTRIES LIMITED


ANIL GUPTA

Chairman-Cum-Managing Director

RESOLUTION NO.03 : Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.								
Resolution required: (Ordinary/ Special)		SPECIAL 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	36248466	36248466	100.00	36248466	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		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	22835175	15603479	68.33	14381414	1222065	92.17	7.83
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22835175	15603479	68.33	14381414	1222065	92.17
Public- Non Institutions	E- Voting	19841797	1679541	8.46	1677156	2385	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		13983	0.07	13962	21	99.85	0.15
	Total		19841797	1693524	8.54	1691118	2406	99.86
Total		78925438	53545469	67.84	52320998	1224471	97.71	2.29

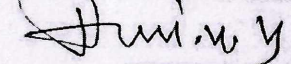
For KET INDUSTRIES LIMITED


ANIL GUPTA
 Chairman-Cum-Managing Director

RESOLUTION NO.04: Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years w.e.f. 19.09.2019 to 18.09.2024.

Special)		SPECIAL 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	36248466	36248466	100.00	36248466	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		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	22835175	15603479	68.33	14381414	1222065	92.17	7.83
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		22835175	15603479	68.33	14381414	1222065	92.17
Public- Non Institutions	E- Voting	19841797	1679520	8.46	1676471	3049	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		14008	0.07	13987	21	99.85	0.15
	Total		19841797	1693528	8.54	1690458	3070	99.82
Total		78925438	53545473	67.84	52320338	1225135	97.71	2.29

For KEI INDUSTRIES LIMITED



ANIL GUPTA

Chairman-Cum-Managing Director

RESOLUTION NO.05 :Appointment of Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category : Non-Executive) of the Company for a term of five (5) consecutive years.

Resolution required: (Ordinary/ Special)		SPECIAL 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	36248466	36248466	100.00	36248466	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		36248466	36248466	100.00	36248466	0	100.00
Public - Institutions	E- Voting	22835175	15603479	68.33	15603479	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		22835175	15603479	68.33	15603479	0	100.00
Public- Non Institutions	E- Voting	19841797	1679471	8.46	1677561	1910	99.89	0.11
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (if applicable)		24008	0.12	24007	1	100.00	0.00
	Total		19841797	1703479	8.59	1701568	1911	99.89
Total		78925438	53555424	67.86	53553513	1911	100.00	0.00

For KEI INDUSTRIES LIMITED

Anil Gupta

ANIL GUPTA

Chairman-Cum-Managing Director



**SCRUTINIZER REPORT FOR E-VOTING & POSTAL BALLOT
FOR KEI INDUSTRIES LIMITED**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
KEI Industries Limited
D-90, Okhla Indl Area
Phase I, New Delhi-110020

Dated : 28th March, 2019

Sub: Scrutinizer's report under section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 for voting by Shareholders through Postal Ballot & Remote E-voting.

The Board of Directors of **KEI Industries Limited** (hereinafter referred to as the "**Company**") at its meeting held on 18th February, 2019 had appointed me as the Scrutinizer for the Postal Ballot/ Remote Electronic Voting ('Remote e-voting') pursuant to sections 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**the Listing Regulations**'), for the resolution(s) in respect of the matter(s) as set out in the Notice of Postal Ballot proposed to be transacted by way of Postal ballot/e-voting.

Report on Scrutiny:

1. The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of extending the facility of remote e-voting to the Members of the Company through their website www.evoting.nsd.com.
2. MAS Services Limited is the Registrar and Transfer Agents of the Company.



3. The cut-off date for determining Members for the dispatch of the Notice of Postal Ballot was 15th February, 2019 (Physical & E-mail) and as on that date, there were 45,837 Members of the Company. The Company had sent the Notice of Postal Ballot along with Postal Ballot Form and e-voting details by e-mail to 39,192 cases whose e-mail ID were registered with the Company/RTA and in respect of 6,645 cases, the Company had sent Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid Business Reply Envelope in physical form by Courier.
4. The Company completed the dispatch of the Notice of Postal Ballot through/by email and physical form to the members on 25th February, 2019.
5. The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
6. The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members was 15th February, 2019.
7. The remote e-voting facility was kept open from Tuesday, February 26, 2019 (9:00 a.m.) to Wednesday, March 27, 2019 (5:00 p.m.)
8. As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, as amended from time to time, the Company also released an advertisement in Financial Express in English language having country-wide circulation dated 26th February, 2019 and in Jansatta in Hindi language dated 26th February 2019. The notice published in the Newspapers carried the information as specified under the said Rules.



9. The votes were unblocked on Wednesday, March 27, 2019 after 5:00 pm in the presence of two witnesses who are not in the employment of the Company.
10. All postal ballot forms received up to Wednesday, 27th March, 2019, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. All votes cast on NSDL remote e-voting platform up to 5.00 p.m. on Wednesday, 27th March, 2019 were considered for my scrutiny.
11. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
12. Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.



The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under;

Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution	
			Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As a Special Resolution)	E- Voting Postal Ballot	5,35,30,379 23,983	5,23,06,128 23,972	97.66 0.05	12,24,251 11	2.28 0.01
	TOTAL	5,35,54,362	5,23,30,100	97.71	1224262	2.29
Item No. 2 of the Notice (As a Special Resolution)	E- Voting Postal Ballot	5,35,30,486 24,008	5,23,05,355 23,987	97.66 0.05	12,25,131 21	2.28 0.01
	TOTAL	5,35,54,494	5,23,29,342	97.71	1225152	2.29
Item No. 3 of the Notice (As a Special Resolution)	E- Voting Postal Ballot	5,35,31,486 13,983	5,23,07,036 13,962	97.68 0.03	12,24,450 21	2.28 0.01
	TOTAL	5,35,45,469	5,23,20,998	97.71	12,24,471	2.29
Item No. 4 of the Notice (As Special Resolution)	E- Voting Postal Ballot	5,35,31,465 14,008	5,23,06,351 13,987	97.68 0.03	12,25,114 21	2.28 0.01
	TOTAL	5,35,45,473	5,23,20,338	97.71	1225135	2.29
Item No. 5 of the Notice (As Special Resolution)	E- Voting Postal Ballot	5,35,31,416 24,008	5,35,29,506 24,007	99.95 0.04	1,910 1	0.00 0.00
	TOTAL	5,35,55,424	5,35,53,513	99.99	1911	0.01



SUMMARY OF THE E-VOTING AND POSTAL BALLOT PROCESS IS GIVEN BELOW:

A) The result of E-voting is given below:

S No	Particulars of Resolution	Type of Resolu tion	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution	
			Nos.	Nos.	%	Nos.	%
1.	Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age	Special	5,35,30,379	5,23,06,128	97.71	12,24,251	2.29
2.	Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category : Non-Executive) of the Company for the	Special	5,35,30,486	5,23,05,355	97.71	12,25,131	2.29



	second term of five (5) years						
3.	Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age.	Special	5,35,31,486	5,23,07,036	97.71	12,24,450	2.29
4.	Re-appointment of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years	Special	5,35,31,465	5,23,06,351	97.71	12,25,114	2.29
5.	Appointment of Mrs. Shalini Gupta (DIN 02361768) as an	Special	5,35,31,416	5,35,29,506	99.99	1,910	0.01



Independent Women Director (Category : Non-Executive) of the Company for the term of 5 consecutive years							
--	--	--	--	--	--	--	--

B) The result of Postal Ballot is given below:

S No.	Particulars of Resolution	Type of Resolution	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution	
				Nos.	%	Nos.	%
1.	Continuation of present tenure of Directorship of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age	Special	23,983	23972	99.95	11	0.05



2.	Re-appointment of Mr. Kishan Gopal Somani (DIN 00014648) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years.	Special	24,008	23987	99.91	21	0.09
3.	Continuation of present tenure of Directorship of Mr. Vikram Bhartia (DIN 00013654) as an Independent Director (Category: Non-Executive) for the remaining period i.e., till September 18, 2019, who is above 75 years of age	Special	13,983	13962	99.85	21	0.15
4.	Re-appointment of Mr. Vikram Bhartia (DIN	Special	14,008	13987	99.85	21	0.15



	00013654) as an Independent Director (Category : Non- Executive) of the Company for the second term of five (5) consecutive years						
5.	Appointment of Mrs. Shalini Gupta (DIN 02361768) as an Independent Women Director (Category : Non- Executive) of the Company for the term of 5 consecutive years	Special	24,008	24007	100	1	0.00

The Resolution mentioned in the Notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot 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 remote e-voting and voting conducted by postal ballot by the Members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical




Postal Ballot are under my safe custody and will be handed to the Company Secretary /Authorized Person of the Company for safe keeping.

Thanking You,

Yours Faithfully

For and on behalf of
M/s. S.K. Batra & Associates


Sumit Kumar Batra
Practicing Company Secretary
Membership Number: FCS 7714
COP: 8072

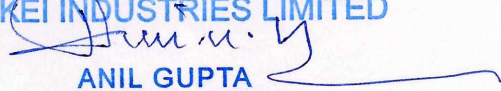
Date: 28th March, 2019
Place: New Delhi

Witnesses:


Gurbani Kaur


Nikita Suneja

Countersigned and received the Report

For KEI Industries Limited
For KEI INDUSTRIES LIMITED

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

Date: 28th March, 2019

Place: New Delhi