

NOTICE

THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110 003 ON TUESDAY, THE 17TH DAY OF SEPTEMBER, 2019 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2019, 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 on 31st March, 2019 and the Report of Auditors thereon.
2. To consider and approve declaration of Dividend for the Financial Year ended on 31st March, 2019.
3. To appoint a Director in place of Mr. Akshit Diviaj Gupta (holding DIN: 07814690), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Vijay Bhushan (holding DIN: 00002421) as an Independent Director (Category: Non-Executive) of the Company for a second term of five(5) consecutive years:**

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the

Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Vijay Bhushan (holding DIN: 00002421) who was appointed as an Independent Director for a term of five (5) consecutive years commencing from 19th September, 2014 to 18th September, 2019, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby, re-appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from September 19, 2019 to September 18, 2024, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board, be and are hereby, authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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."

5. Re-appointment of Mr. Pawan Bholusaria (holding DIN: 00092492) as an Independent Director (Category: Non-Executive) of the Company for a second term of five(5) consecutive years:

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Pawan Bholusaria (holding DIN: 00092492 who was appointed as an Independent Director for a term of five (5) consecutive years commencing from 19th September, 2014 to 18th September, 2019, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby, re-appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from September 19, 2019 to September 18, 2024, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board, be and are hereby, authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 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."

**By Order of the Board of Directors
For KEI INDUSTRIES LIMITED**

(Kishore Kunal)

Place: New Delhi GM (Corporate) & Company Secretary
Date: August 05, 2019 M. No.: FCS-9429

CIN: L74899DL1992PLC051527

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

NOTES:

1. At 25th AGM, M/s Pawan Shubham and Co., Chartered Accountants (Firm Registration number 011573C) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 30th AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

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

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

3. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The instrument appointing the proxy should however be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
5. Members or their respective proxies are requested to:
 - i. bring copies of Annual Report sent to them as the copies of Annual Report shall not be distributed at the Annual General Meeting;
 - ii. quote their Folio / DP ID & Client ID in the attendance slips for attending the meeting;
 - iii. bring the attendance slip sent herewith duly filled in for attending the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books will remain closed from September 11, 2019 to September 17, 2019 (both days inclusive).
8. The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Company's Register of Members on September 17, 2019. In respect of shares held in electronic form, the dividend will be payable to those who are the beneficial owners of shares at the close of business hours on September 10, 2019, as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
9. Un-claimed / Unpaid Dividend for the Financial Year 2010-11 has been transferred to the Investor Education and Protection Fund established by the Central Government and no claims can be admitted in respect of this Fund from Company/ RTA. Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company uploaded the details of unpaid and unclaimed amounts lying with the Company as on

19th September, 2018 (date of last Annual General Meeting) on the website of the Company at www.kei-ind.com under Investor Relations Section and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

Members are therefore requested to en-cash their dividend warrants for subsequent Financial Years. Members are requested to write to the Company and/or Share Transfer Agents, if any dividend warrant is due and pending to be paid so that fresh/revalidated warrants could be issued by the Company.

Further, the Company has also transferred 17,787 Equity Shares of the Company to the Demat Account of Investor Education and Protection Fund held with NSDL and CDSL pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time for the FY 2010-11 in respect of which dividend has not been paid or claimed for seven consecutive years or more.

Further, the details of shareholders whose dividend and shares are transferred to Investor Education and Protection Fund are updated on the website of the Company at www.kei-ind.com under Investor Relations Section.

Concerned shareholders may claim their shares or apply for refund of dividend to the IEPF Authority by making an application in the prescribed form. For claiming Refund from IEPF, website link: <http://www.iepf.gov.in/IEPFA/refund.html>.

10. In terms of Article 113 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Akshit Diviaj Gupta (holding DIN: 07814690) retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment and the re-appointment as such director shall not be deemed to constitute a break in his office.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 4 and 5 are annexed hereto.
12. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, are open for inspection

at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.

13. Ministry of Corporate Affairs (MCA) took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice of Annual General Meeting (along with instruction for e-voting, attendance slip and proxy form) and Annual Report in electronic form to all Members whose e-mail ids are registered with the Company/ Depository Participant(s)/RTA unless a specific request for hard copy has been requested.
 14. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Share Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11 26387281/82/83, Fax:- +91-11-26387384, e-mail:-info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
 15. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Share Transfer Agents, M/s. MAS SERVICES LTD at the address mentioned in above point.
 16. The Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018, as modified by the Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares. Information on dematerialization of shares including the process for dematerialization is available on the website of the Company at www.kei-ind.com under Investor Relations Section.
 17. Members may also note that the Notice of Annual General Meeting and Annual Report 2018-19 is available on the website of the Company at www.kei-ind.com under Investor Relations Section.
 18. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
 19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
 20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their rights to vote on resolutions proposed to be passed by electronic means ("e-voting"). The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure and instructions for the shareholders for e-voting are contained in covering letter being sent to the shareholders.
- Members may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at the Registered Office of the Company at D-90, Okhla Industrial Area, Phase-I, New Delhi-110 020.

21. The voting period begins on 14th September, 2019 (at 09:00 A.M (IST)) and ends on 16th September, 2019 (at 05:00 P.M (IST)). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), i.e., 10th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
22. The route map to the venue of the Meeting included in this Notice for easy location. The route map of the venue of the Meeting is also available on the website of the Company at www.kei-ind.com under Investor Relations Section.

**By Order of the Board of Directors
For KEI INDUSTRIES LIMITED**

(Kishore Kunal)

Place: New Delhi GM (Corporate) & Company Secretary
Date: August 05, 2019 M. No.: FCS-9429

CIN: L74899DL1992PLC051527

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

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

ITEM NO. 4 & 5

At the 22nd Annual General Meeting of the Company held on 19th September, 2014, the members of the Company had approved appointment of Mr. Vijay Bhushan and Mr. Pawan Bholusaria as an Independent Director(s) of the Company for a term of five (5) consecutive years commencing from September 19, 2014 to September 18, 2019. Thus their tenure will expire on September 18, 2019.

Further, pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of directors of a company, but shall be eligible for re-appointment for another term of upto five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company.

Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of

Directors at their meeting held on August 05, 2019 respectively has approved their re-appointment as an Independent Director(s) (Category: Non-Executive) for a second term of five (5) consecutive years with effect from September 19, 2019 to September 18, 2024 and that they shall not be liable to retire by rotation.

The Board, based on the performance evaluation report of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, the continued association of Mr. Vijay Bhushan and Mr. Pawan Bholusaria would be beneficial to the Company and it is desirable to continue to avail their services as Independent Director(s).

Mr. Vijay Bhushan and Mr. Pawan Bholusaria have given Form DIR-2, intimation in Form DIR-8 to the effect that they are not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s), a declaration to the Board that they meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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.

In the opinion of the Board, Mr. Vijay Bhushan and Mr. Pawan Bholusaria fulfills the conditions as specified in the Companies Act, 2013 read with rules made thereunder and Listing Regulations for re-appointment as an Independent Director(s) (Category: Non-Executive) and that they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mr. Vijay Bhushan and Mr. Pawan Bholusaria is now being placed before the Members for their approval at the 27th Annual General Meeting of the Company.

The terms and conditions of re-appointment of the Independent Director(s) shall be open for inspection by the members at the registered office during normal working business hours on any working days of the Company upto date of Annual General Meeting.

Except Mr. Vijay Bhushan and Mr. Pawan Bholusaria (for their respective appointment), none of the others Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No. 4 & 5 of the Notice of Annual General Meeting.

Accordingly, the Board/Committee recommends the resolution as set out in Item No. 4 & 5 of the Notice for approval of the members at this Annual General Meeting.

**By Order of the Board of Directors
For KEI INDUSTRIES LIMITED**

(Kishore Kunal)

Place: New Delhi GM (Corporate) & Company Secretary
Date: August 05, 2019 M. No.: FCS-9429

CIN: L74899DL1992PLC051527

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

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED/ APPOINTED UNDER ITEM NO.3, 4 & 5 IS FURNISHED AS BELOW:

ITEM NO. 3

Name of Director	Mr. Akshit Diviaj Gupta (holding DIN:07814690)
Date of Birth	15.03.1992
Date of First Appointment	10.05.2017
No. of Equity Shares held (face value of ₹ 2 each)	NIL
Qualification	BBA degree in Management and Honorary Graduate Fellowship
Nature of Expertise	Mr. Akshit Diviaj Gupta is a young and dynamic professional with a strong entrepreneurial background. He has got personality with diversified business interests with BBA degree in Management and Honorary Graduate Fellowship. He has experience of handling EPC projects and marketing function of the Company.
Relationship with other Director(s)	He is son of Mr. Anil Gupta, Chairman-cum-Managing Director and Mrs. Archana Gupta, Non-Executive Director
Name of Listed Companies in which he holds Directorship	KEI Industries Limited
Name of Committees of Listed Companies in which he is Chairman/ Member	NIL
Number of Meetings of the Board attended during the FY 2018-19	4

ITEM NO. 4

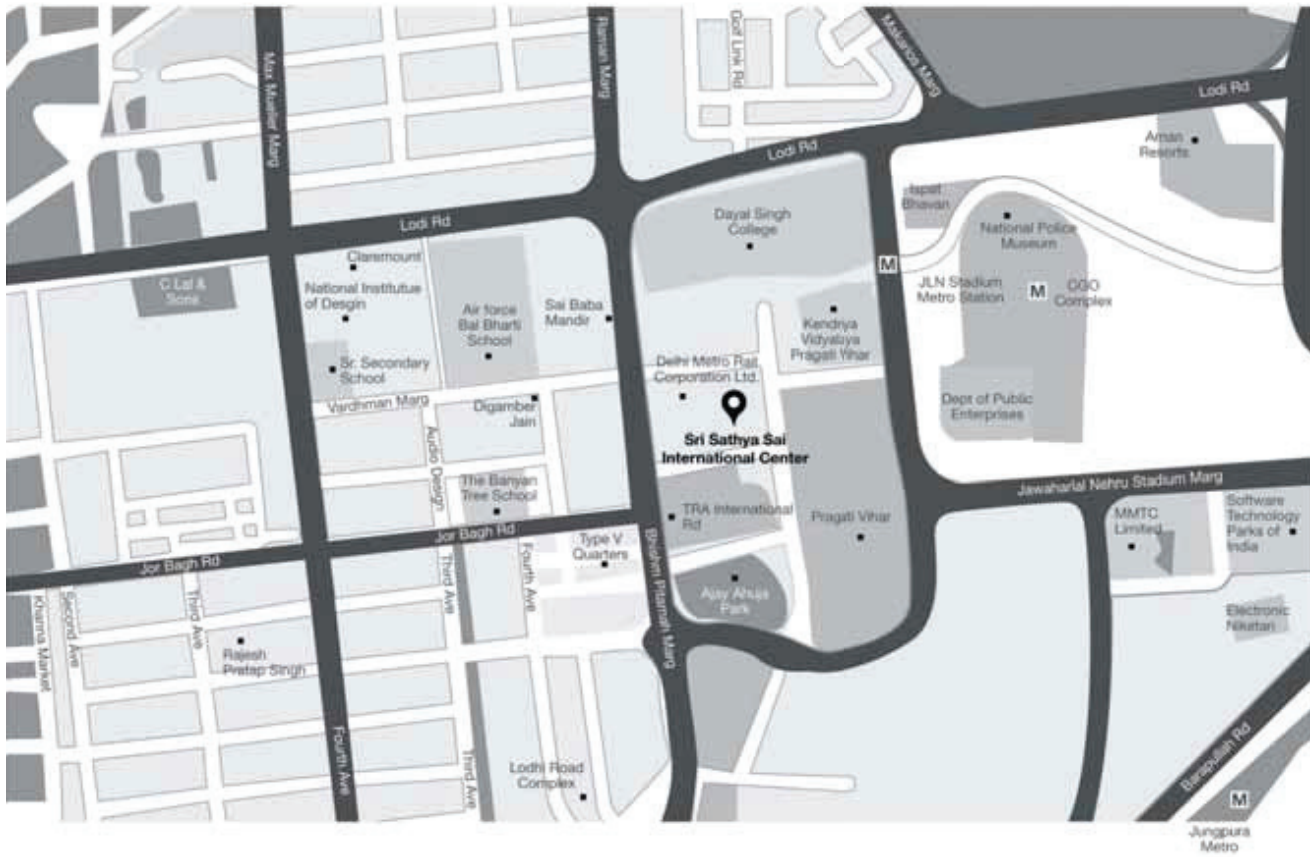
Name of Director	Mr. Vijay Bhushan (holding DIN:00002421)
Date of Birth	22.10.1958
Date of First Appointment	02.08.1994
No. of Equity Shares held (face value of ₹ 2 each)	NIL
Qualification	MBA
Nature of Expertise	Mr. Vijay Bhushan is an MBA from University of Delhi and has been actively associated with the capital market since 1981. He was elected as a President of Delhi Stock Exchange for the year 2001-02, was also Chairman of Federation of Indian Stock Exchange representing 20 Stock Exchanges from 2002-04. Mr Vijay Bhushan is currently Chairman of Delhi Stock Exchange Limited and has also been elected as President of Association of National Exchange Members of India (ANMI), which is an Association of NSE & BSE Brokers.

Relationship with other Director(s)	Not related with any Director of the Company
Name of Listed Companies in which he holds Directorship	<ul style="list-style-type: none"> - KEI Industries Limited - Paramount Communications Limited - Bharat Bhushan Finance & Commodity Brokers Limited
Name of Committees of Listed Companies in which he is Chairman/ Member	<p>KEI Industries Limited</p> <ul style="list-style-type: none"> - Stakeholders Relationship Committee (Chairman) - Share Allotment Committee (Member) - Nomination & Remuneration Committee (Member) <p>Paramount Communications Limited</p> <ul style="list-style-type: none"> - Nomination & Remuneration Committee (Chairman) - Stakeholders Relationship Committee (Member) - Audit Committee (Member) <p>Bharat Bhushan Finance & Commodity Brokers Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member)
Number of Meetings of the Board attended during the FY 2018-19	6

ITEM NO. 5

Name of Director	Mr. Pawan Bholusaria (holding DIN:00092492)
Date of Birth	27.07.1952
Date of First Appointment	23.07.1993
No. of Equity Shares held (face value of ₹ 2 each)	4500 Equity Shares
Qualification	Chartered Accountant
Nature of Expertise	Mr. Pawan Bholusaria is fellow Member of Institute of Chartered Accountants of India. He is a practicing Chartered Accountant and qualified his chartered accountancy examination in 1978. He is partner of M/s P. Bholusaria & Co., Chartered Accountants and has been in Public Practice for over four decades. He has audited the accounts of various Nationalised Banks, Mutual Funds, Government and Public Companies. He is on Board of Directors of other private/ public companies. He has sound knowledge of Finance, Companies Act, tax laws and has handled a large number of audits.
Relationship with other Director(s)	Not related with any Director of the Company
Name of Listed Companies in which he holds Directorship	KEI Industries Limited
Name of Committees of Listed Companies in which he is Chairman/ Member	<p>KEI Industries Limited</p> <ul style="list-style-type: none"> - Audit Committee (Chairman) - Share Allotment Committee (Chairman) - CSR Committee (Chairman) - Stakeholders Relationship Committee (Member) - Nomination & Remuneration Committee (Member)
Number of Meetings of the Board attended during the FY 2018-19	6

ROUTE MAP TO THE VENUE OF THE 27TH AGM OF KEI INDUSTRIES LIMITED



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

REQUEST FORM

**To,
MAS SERVICES LIMITED
T-34, 2nd Floor,
Okhla Industrial Area, Phase II,
New Delhi - 110020**

Date:

Sub: Updation of PAN and Bank Account details in Company records

Unit: KEI Industries Limited
FOLIO NO:

Dear Sir,

With reference to your letter regarding the captioned subject, please find below our Bank and PAN details for updating the same in Company records (attach self attested proofs also) :

A	PAN of 1 st shareholder																			
	PAN of 2 nd shareholder																			
	PAN of 3 rd shareholder																			
B	Bank Details of 1 st Shareholder	[Attach Original cancelled cheque(with name printed on it)]																		
	Name of bank:	_____																		
	Branch address :	_____																		
	9 Digit MICR Code																			
	Bank Account Number																			
	11 Digit IFSC Code																			
Account type:	Saving / Current account / cash credit																			
C	E-MAIL-ID (in block letters):	_____																		
	MOBILE No. /PHONE No.:																			

Signature of 1 st Shareholder	Signature of 2 nd Shareholder	Signature of 3 rd Shareholder
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For change of address only:

Kindly change/update my address in your records. I am enclosing SELF ATTESTED COPY of any two Photo Id proofs: Driving license /Passport/Aadhar card/Voter ID card.

New Address: (FILL IN BLOCK LETTERS ONLY)

Pin Code (Mandatory)																			
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Thanking you,

Yours truly,

Signature of 1 st Shareholder	Signature of 2 nd Shareholder	Signature of 3 rd Shareholder
Name:	N.A.	N.A.

SIGNATURE ATTESTATION

Account no. of Shareholder: _____

Signature of above FIRST shareholder as per bank's records: _____

Signature of Bank Manager: _____

Bank & Branch Seal with employee name & number: _____

Bank Telephone nos.(with STD code.) : _____

KEI INDUSTRIES LIMITED

CIN: L74899DL1992PLC051527

Regd. Office: D-90, Okhla Industrial Area, Phase - 1 New Delhi - 110020
Tel.: +91-11-26818840, 26818642, 26815558, 26815559; Fax: +91-11-26811959, 26817225.

E-mail: cs@kei-ind.com; Website: www.kei-ind.com

FORM NO. MGT-11

PROXY FORM

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

CIN : L74899DL1992PLC051527

Name of the Company : KEI INDUSTRIES LIMITED

Registered office : D-90, Okhla Industrial Area, Phase - 1, New Delhi - 110020

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

*Applicable to shareholders holding shares in electronic form.

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

- Name :
Address :
E-mail Id :
Signature : or failing him/her
- Name :
Address :
E-mail Id :
Signature : or failing him/her
- Name :
Address :
E-mail Id :
Signature : or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on 17th September, 2019 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution No.	Description	For	Against
Ordinary Business			
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31 st March, 2019 and Report of the Board of Directors and the Auditors of the Company thereon.		
2.	Declaration of Dividend for the Financial Year 2018-19 on Equity Shares of the Company.		
3.	Re-appointment of Mr. Akshit Diviaj Gupta as a Director, who retires by Rotation.		
Special Business			
4.	Re-appointment of Mr. Vijay Bhushan (holding DIN: 00002421) as an Independent Director (Category: Non-Executive) of the Company for a second term of five(5) consecutive years		
5.	Re-appointment of Mr. Pawan Bholusaria (holding DIN: 00092492) as an Independent Director (Category: Non-Executive) of the Company for a second term of five(5) consecutive years:		

Signed this _____ day of _____ 2019.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Note:

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A Proxy need not to be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- ** This is only optional. Please put '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' blank against the any or all the resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- For the Resolutions, Explanatory Statements and Notes, please refer the Notice of 27th Annual General Meeting.

KEI INDUSTRIES LIMITED

CIN: L74899DL1992PLC051527

Regd. Office: D-90, Okhla Industrial Area, Phase - 1, New Delhi - 110020

Tel.: +91-11-26818840, 26818642, 26815558, 26815559; Fax: +91-11-26811959, 26817225

E-mail: cs@kei-ind.com; Website: www.kei-ind.com

ATTENDANCE SLIP

Annual General Meeting: 17th September, 2019

Folio No. /DP Id-Client Id : _____

Name and Address of First/ Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 27th Annual General Meeting of the Company being held on Tuesday, the 17th day of September, 2019 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

Signature of Member/ Proxy

Notes:

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

REMINDER

Dear Shareholders,

Unit: KEI Industries Limited

Sub: Mandatory updation of PAN and Bank account details in Company records and Dematerialization for transfer of shares

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 Dated 20th April, 2018 and SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 Dated July 16, 2018 every listed Company has to update Bank Account details and PAN number of all the shareholders holding shares in physical form.

We are sending this letter and request the shareholders who have not updated their Bank Account Details and PAN till date to send the following documents to the Company/RTA to update your details in records of the Company:

- 1) Duly filled and signed Request Form (enclosed);
- 2) Self attested copy of PAN card, including that of joint shareholders; (exempt for shareholders resident of Sikkim state);
- 3) An original cancelled cheque of 1st shareholder only;
 - Name of 1st shareholder should be printed on cheque leaf and;
 - If name of shareholder is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker alongwith cancelled cheque shall be required;
- 4) Copy of Share Certificate.

As directed by SEBI, in case of failure to register PAN and Bank details as aforesaid, any transaction in the securities of the Company shall be subject to enhance due diligence by the Company / RTA, as may be prescribed. Also, it may be noted that issue of payment instruments without bank details may be disallowed.

Further, pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only.

In other words, request for effecting transfer of equity shares held in physical form will not be processed from the effective date i.e. April 01, 2019. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares. Information on dematerialization of shares including the process for dematerialization is available on the website of the Company at www.kei-ind.com under Investor Relations Section.

For KEI INDUSTRIES LIMITED

Place: New Delhi

Dated: August 05, 2019

(Kishore Kunal)

GM (Corporate) & Company Secretary

M. No.: FCS-9429

CIN: L74899DL1992PLC051527

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



KEI Industries Limited

CIN : L74899DL1992PLC051527

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

Ph. No. : +91-11-26818840/8642, 26815558, 26815559, Fax No. : +91-11-26811959, 26817225

E-mail : cs@kei-ind.com, Website : www.kei-ind.com

ELECTRONIC VOTING PARTICULARS

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

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

Commencement of e-voting	From 09:00 a.m. (IST) on September 14, 2019
End of e-voting	Upto 05:00 p.m. (IST) on September 16, 2019

- The cut-off date (i.e. the record date) for the purpose of e-voting is 10th September, 2019.

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



KEI Industries Limited

CIN : L74899DL1992PLC051527

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

Ph. No. : +91-11-26818840/8642, 26815558, 26815559, Fax No. : +91-11-26811959, 26817225

E-mail : cs@kei-ind.com, Website : www.kei-ind.com

ATTENDANCE SLIP

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

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 27th Annual General Meeting of the Company to be held on Tuesday, the 17th day of September, 2019 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110003.

Signature of Member/Proxy

Notes:

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

The procedure and instructions for e-voting for 27th Annual General Meeting of the Company are as under :

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

- a. Open e-mail and annexed PDF file viz. "KEI-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
- c. Click on "Shareholder-Login".
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".
- g. Select "EVEN" 111292 (e-voting event number) of "**KEI Industries Limited**".
- h. Now you are ready for remote e-voting as "Cast Vote page opens".
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skbatrapcs@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 27th Annual General Meeting (for members whose email ids are not registered with the Company/Depository Participant(s) or requesting physical copy) :

- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
 - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 10th September, 2019.
 - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on cut-off date i.e. 10th September, 2019, they may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - H. At the end of remote e-voting period, the facility shall forthwith be blocked.
 - I. Mr. Sumit Kumar, Practicing Company Secretary (Membership No. FCS-7714 & CP No. 8072), Proprietor of M/s. S. K. Batra & Associates, Company Secretaries, has been appointed as Scrutinizer for providing facility to the members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - K. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kei-ind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited.