

# NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF KEI INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, THE 11<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 3:30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (VC/OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D-90, OKHLA INDUSTRIAL AREA, PHASE-1, NEW DELHI-110020 SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESSES:**

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, 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 March 31, 2024 and the Report of Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 3.50 per equity share already paid during the year as the Final Dividend for the Financial Year 2023-24.
3. To appoint a Director in place of Ms. Archana Gupta (holding DIN: 00006459), who retires by rotation and being eligible, offers herself for re-appointment.

## **SPECIAL BUSINESS:**

4. **Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, appointed as Cost Auditors of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or from time to time), M/s. S. Chander & Associates, Cost Accountants (Firm Registration No. 100105), appointed by the Board of Directors on the recommendation of Audit Committee of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2024-25, be paid the remuneration of ₹ 4,50,000/- excluding Goods and Service Tax as applicable 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".

5. **To consider and approve appointment of Mr. Vinay Mittal (holding DIN: 05107333) as an Independent Director of the Company.**

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 and that of the Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations")

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) and the provisions of the Articles of Association of the Company, Mr. Vinay Mittal (holding DIN: 05107333), who was appointed as an Additional Independent Director of the Company with effect from July 29, 2024, 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 SEBI (LODR) 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 appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years with effect from July 29, 2024 to July 28, 2029, 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 (LODR) Regulations 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)**

VP (Corporate Finance) & Company Secretary  
M. No.: FCS-9429

Place: New Delhi  
Date: July 29, 2024

CIN: L74899DL1992PLC051527

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

#### NOTES:

- Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 followed by General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter referred to as "SEBI Circulars") physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Since this AGM is being held through VC/OAVM pursuant to the Circular issued by Ministry of Corporate Affairs having Circular No. 09/2023 dated September 25, 2023 read alongwith above mentioned MCA Circulars and SEBI circular dated October 07, 2023, this AGM is being held through VC / OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate Members/Institutional Investors intending to send their Authorized 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 authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- The Register of Members and Share Transfer Books will remain closed from September 05, 2024 to September 11, 2024 (both days inclusive).

6. Unpaid/Unclaimed Dividend for the Financial Year 2015-16 has been transferred to the Investor Education and Protection Fund established by the Central Government. Further, amount of Unpaid/Unclaimed Dividend for the Financial Year 2016-17 is due for deposit to the Investor Education and Protection Fund on August 25, 2024. Members are therefore requested to en-cash their dividend warrants for subsequent Financial Years.

Members are requested to write to the Company and/or Registrar and Share Transfer Agent alongwith copy of PAN and original cancelled cheque (in case not provided earlier), if any dividend warrant is due and pending to be paid so that unpaid dividend can be paid by the Company. Further, the Company has also transferred 7,297 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 2015-16 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 [www.kei-ind.com](http://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 online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)

7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated September 25, 2023 and October 07, 2023 respectively, Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Integrated Annual Report 2023-24 will also be available on the Company's website [www.kei-ind.com](http://www.kei-ind.com) under Investor Relations Section, websites of the Stock Exchanges i.e.

BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

8. In terms of Article 113 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Ms. Archana Gupta (holding DIN: 00006459) retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment and the re-appointment as such director shall not be deemed to constitute a break in her office.

The relevant details, pursuant to Regulations 36(3) of the SEBI (LODR) Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at this AGM is annexed.

9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 4 & 5 are annexed hereto.
10. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Integrated 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 Annual General Meeting.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. To support the "Green Initiative", 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 Integrated Annual Report, Notices and 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 i.e., **M/s. MAS SERVICES LTD.**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Phone :- +91-11-26387281/82/83, website: [www.masserv.com](http://www.masserv.com) and/or the Company

Secretary or to their respective depository participants if the shares are held in electronic form.

13. SEBI vide its latest Circular dated November 17, 2023, in supersession of earlier Circulars, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC Documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.

Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company <https://www.kei-ind.com/investor-relations/investors/download/> for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/

CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has announced the introduction of a Common **Online Dispute Resolution Portal ("ODR Portal")**, whereby the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories (collectively referred to as Market Infrastructure Institutions (MIIs), by expanding their scope and by establishing a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal named "**SMART ODR**" can be accessed through the URL: <https://smartodr.in/login> and the same can also be accessed through the Company's website [www.kei-ind.com](http://www.kei-ind.com).

15. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company. Further, SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated to submit the Form ISR-3 or SH-14 as the case may be, if a member desires to opt out or cancel the earlier nomination and record a fresh nomination.
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 (LODR) Regulations, 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.

17. As per Regulation 12 of the SEBI (LODR) Regulations read with Schedule I to the said Regulation, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National/ Regional/ Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS/ RTGS/ NEFT/ NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of Dividends or other cash benefits to the investors. In addition to this, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments. Therefore, Members holding shares in physical mode are requested to update their bank details with the Company or Registrar and Share Transfer Agent (RTA) immediately. Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.
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 Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to [cs@kei-ind.com](mailto:cs@kei-ind.com)
20. 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 Agent (RTA) in Form ISR-1.

21. The recorded transcript of the forthcoming AGM on September 11, 2024, shall also be made available on the website of the Company [www.kei-ind.com](http://www.kei-ind.com) under Investor Relations Section, as soon as possible after the annual general meeting is over.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**Instructions for e-voting and joining the AGM are as follows:**

#### **VOTING THROUGH ELECTRONIC MEANS**

- (a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- (b) The remote e-voting period commences on Sunday, September 08, 2024 (9:00 a.m. IST) and ends on Tuesday, September 10, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday September 04, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility

and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- (c) The Board of Directors has appointed M/s S.K. Batra & Associates (Membership No. FCS 7714 & COP No. 8072), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- (d) The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make report not later than 2 working days of the conclusion of the Meeting, a Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith submit to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
- (e) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kei-ind.com](http://www.kei-ind.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited, and The Calcutta Stock Exchange Limited where the shares of the Company are listed.
- (f) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (g) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (h) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [investor@masserv.com](mailto:investor@masserv.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User id and password for casting the vote.

(i) The instructions for members for remote e-voting are as under:





**How do I vote electronically using NSDL e-voting system?**

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.** In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "<b>Access to e-voting</b>" under e-voting services and you will be able to see e-voting page. Click on options available against company name or <b>E-Voting Service Provider - NSDL</b> and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the annual general meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .</li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or <b>E-Voting Service Provider - NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the annual general meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR Code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their User ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of <b>E-Voting Service Provider - NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login, through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on options available against company name or <b>E-Voting Service Provider-NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the annual general meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022-4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 210 9911



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> / either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com>/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****.
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 1 and EVEN is 129585 then User ID is 1295850000001, if folio number is B-1 then User ID is 129585B000001.

5. Your password details are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered with the depositories, for procuring User ID and Password and for registration of email ID for e-voting, please follow the steps mentioned below:
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com)
  - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

### Step 2: How to cast your vote electronically on NSDL e-voting system ?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-Voting;
2. Select "EVEN" 129585 (e-voting even number) of "KEI Industries Limited";
3. Now you are ready for e-voting as Cast Vote page opens;
4. Cast your vote by selecting appropriate options and click on "Submit" and also "Confirm" when prompted;
5. Upon confirmation, the message "Vote cast successfully" will be displayed;
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page;
7. Once you have voted on the resolution, you will not be allowed to modify your vote.

### Process for those shareholders whose email IDs are not registered with the depositories/Company for procuring User ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please send Form ISR-1, ISR-2 and SH-13 to our Registrar and Share Transfer Agent i.e. M/s. MAS Services Limited.
- b) In case shares are held in demat mode, please update your email ID with your depository participant.
- c) However, if you are an individual shareholder you can generate your password as explain above in e-voting instructions.
- d) Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- e) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

### General guidelines for shareholders

- For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Members may contact Mr. Kishore Kunal, VP (Corporate Finance) & Company Secretary 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-110020.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886 7000.

### (j) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more

shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- Members, who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 022-4886 7000 and our Registrar and Share Transfer Agent on [investor@masserv.com](mailto:investor@masserv.com) / 011-26387281-82-83.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/Folio Number, PAN, Mobile Number & Number of Shares at [cs@kei-ind.com](mailto:cs@kei-ind.com) before September 04, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**(k) Other Instructions:**

- Members are encouraged to join the Annual General Meeting through Laptops for better experience.
- Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Annual General Meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

**(Kishore Kunal)**

VP (Corporate Finance) & Company Secretary  
M. No.: FCS-9429

Place: New Delhi  
Date: July 29, 2024

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. 04**

M/s. S. Chander & Associates, Cost Accountants (Firm Registration No. 100105), appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee, to audit the cost records maintained by the Company in connection with manufacture of Electrical Cables, Wires, Stainless Steel Wires for the Financial Year ending March 31, 2025 at a remuneration of ₹ 4,50,000/- excluding Goods and Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for this purpose by the said Cost Auditors.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2025.

None of the Directors/ Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 4 of Notice for approval of the members.

**ITEM NO. 5**

Mr. Vinay Mittal was appointed as an Additional Independent Director on the Board of KEI Industries Limited on July 29, 2024. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the term by passing a special resolution.

Mr. Vinay Mittal is B.com (Honours) and Qualified Chartered Accountant. He has work experience in the field of Banking and Finance in banks/companies like ANZ Grindlays Bank, Max India Ltd., EXL Services Ltd and HT Media Ltd at senior management level. In 2016, he started investing in start-up companies and mentoring their management. He has rich & varied exposure in banking, corporate finance, treasury, accounting, audit, taxation and administration across diverse industries like banking, IT, outsourcing and print media.

Mr. Vinay Mittal has done his schooling from St. Columba's High School. Later he completed his B.com (Honours) from Shri Ram College of Commerce, Delhi. Mr. Mittal qualified as Chartered Accountant in the year 1986 and completed his articleship for Chartered Accountancy from PricewaterhouseCoopers International Limited (PwC).

Brief details of Mr. Vinay Mittal, the nature of his expertise and experience, with other details relating to his directorship, are annexed to this Notice. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing candidature of Mr. Vinay Mittal for the office of Independent Director for a first term of 5 (Five) consecutive years. The Company has received from Mr. Vinay Mittal his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (LODR) Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

The Nomination and Remuneration Committee (NRC) of the Board of Directors at its meeting held on July 29, 2024, on the basis of the report of performance evaluation and skills, vast experience and expertise possessed by Mr. Vinay Mittal, has recommended appointment of Mr. Vinay Mittal as an Additional Independent Director for a first term of 5 (Five) consecutive years.

The Board at its meeting held on July 29, 2024, based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Mr. Vinay Mittal particularly, his

knowledge in banking, corporate finance, treasury, accounting, audit, taxation and administration across diverse industries like banking, IT, outsourcing and print media etc. approved the appointment subject to approval of shareholders. In the opinion of the Board, Mr. Vinay Mittal fulfills the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management. The Board recommends the appointment of Mr. Vinay Mittal as an Independent Director for the first term from July 29, 2024 upto July 28, 2029 subject to approval of shareholders. Your Directors recommend the resolution set forth in Item no. 5 for the approval of the Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI (LODR) Regulations, appointment of Independent Directors for their first term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

None of other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Mr. Vinay Mittal or his relatives, to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI (LODR) Regulations and Secretarial Standard 2 (SS-2) on General Meetings issued by The Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI (LODR) Regulations.

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

**(Kishore Kunal)**

VP (Corporate Finance) & Company Secretary  
M. No.: FCS-9429

**Place: New Delhi  
Date: July 29, 2024**

**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 & 5 ARE FURNISHED AS BELOW:**

Name of Director	Ms. Archana Gupta	Mr. Vinay Mittal
Date of Birth	23.07.1961	21.04.1962
Nationality	Indian	Indian
DIN	00006459	05107333
Date of appointment	-	With effect from July 29, 2024 to July 28, 2029 for the period of five (05) years
Date of First Appointment	31.01.2005	NA
Appointed as	Non-Executive Director	Independent Director
Category	Non-Executive	Non-Executive
Qualification	B.A (Hons)	B.com (Honours) from Shri Ram College of Commerce, Delhi and Chartered Accountant from The Institute of Chartered Accountant of India (ICAI).
Brief Profile	Ms. Archana Gupta is on the Board of the Company from the year 2005. She has been instrumental in transforming the Stainless Steel Wires (SSW) Division of the Company. She has been motivating the team of professionals of the Company.	Mr. Vinay Mittal is B.com (Honours) and Qualified Chartered Accountant. He has work experience in the field of Banking and Finance in banks/companies like ANZ Grindlays Bank, Max India Ltd., EXL Services Ltd and HT Media Ltd at senior management level. In 2016, he started investing in start-up companies and mentoring their management. He has rich & varied exposure in banking, corporate finance, treasury, accounting, audit, taxation and administration across diverse industries like banking, IT, outsourcing and print media.  Mr. Vinay Mittal has done his schooling from St. Columba's High School. Later he completed his B.com (Honours) from Shri Ram College of Commerce, Delhi. Mr. Mittal qualified as Chartered Accountant in the year 1986 and completed his articleship for Chartered Accountancy from PricewaterhouseCoopers International Limited (PwC).
Nature of Expertise in Specific Functional Areas	She has played a pivotal role in transforming the Stainless Steel Wires Division at KEI. She has been instrumental in the expansion of this division and in defining the functional ambit and footprint of KEI. Under her able management, KEI's Stainless Steel Wires vertical has grown to become of the most trusted names in the stainless steel wires industry in India. Ms. Gupta plays a principal role in the planning, organizing, and optimizing resources for the Stainless Steel Wires Division of KEI.	He has rich & varied exposure in banking, corporate finance, treasury, accounting, audit, taxation and administration across diverse industries like banking, IT, outsourcing and print media.

Name of Director	Ms. Archana Gupta	Mr. Vinay Mittal
<b>Skills and Capabilities required for the role and the manner in which Directors meets such requirements</b>	She plays a crucial role in the planning, organizing, and optimizing resources for the Stainless Steel Wires Division of the Company.	The Nomination and Remuneration Committee (NRC) of the Board of Directors considers the skills, vast experience and expertise possessed by Mr. Vinay Mittal, his knowledge in banking, corporate finance, treasury, accounting, audit, taxation and administration across diverse industries like banking, IT, outsourcing and print media etc. and the NRC is of the view that Mr. Vinay Mittal, fulfills the criteria of skills and capabilities required on the Board.
<b>Terms and conditions of appointment</b>	Terms & Conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Ms. Archana Gupta.	Mr. Vinay Mittal, will serve for a First term of 5 (Five) consecutive years commencing from July 29, 2024 to July 28, 2029.
<b>Names of Listed Entities in which Directors also holds the Directorship and the Membership of Committees of the Board</b>	None	None
<b>Name of Committee(s) of KEI Industries Limited in which Directors are Chairman/Member</b>	KEI Industries Limited -Finance Committee (Member)	N.A.
<b>Listed Entities from which Directors have resigned as Director in past three years.</b>	None	None
<b>Number of Shares held in the Company (including shareholding as a beneficial owner)</b>	8,37,315 Equity Shares of face value of ₹ 2/- each	NIL
<b>Number of Board Meetings attended during the year (as on the date of this Notice)</b>	Two (2)	N.A.
<b>Remuneration Last Drawn (as on the date of this Notice)</b>	Ms. Archana Gupta is paid remuneration by way of sitting fees for attending meetings of the board/committee.	N.A.
<b>Disclosure of Relationships Between Directors Inter-Se</b>	Mr. Anil Gupta, Chairman-cum-Managing Director (holding DIN: 00006422) on the Board is spouse of Ms. Archana Gupta. Further, Mr. Akshit Diviaj Gupta, Director (holding DIN: 07814690) on the Board is son of Ms. Archana Gupta	There is no <i>inter se</i> relationship between Mr. Vinay Mittal, other Members of the Board and Key Managerial Personnel of the Company.

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

**(Kishore Kunal)**

**VP (Corporate Finance) & Company Secretary  
M. No.: FCS-9429**

**Place: New Delhi  
Date: July 29, 2024**

**CIN: L74899DL1992PLC051527**

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