



KEI INDUSTRIES LIMITED

(CIN: L74899DL1992PLC051527)

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

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

Tel.: +91-11-26818840, 26818642

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015].

Voting starts on	Voting ends on
Saturday, October 19, 2024 (9:00 am onwards)	Sunday, November 17, 2024 (upto 5:00 pm)

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, (the Act), read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 respectively issued by the Ministry of Corporate Affairs (“MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“SEBI”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution set out below is proposed to be passed by shareholders of the Company through postal ballot through remote e-voting process only. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Companies Act, 2013, pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to Section 108 & 110 of the Companies Act, 2013 read with rules framed thereunder and the MCA circulars, the manner of the voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, in accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the aforesaid Circulars, this Notice is being sent by email to the members whose email addresses are available with the depositories for communication purposes or obtained directly from the members. The same is also available on the Company’s website at www.kei-ind.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com The Board of Directors in

their meeting held on 15th October, 2024 has appointed Mr. Sumit Kumar, Practicing Company Secretary (Membership No FCS-, 7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries having office at 3393, 03rd Floor, South Patel Nagar, Opposite Jaypee Siddharth Hotel, New Delhi-110008, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

Upon completion of e-voting, the Scrutinizer will submit his report to the Chairman-cum-Managing Director of the Company. The result of the Postal Ballot will be announced by the Chairman-cum- Managing Director or any person authorized by the Chairman-cum-Managing Director in writing, on or before Tuesday, November 19, 2024 at 05.00 p.m. The result would be intimated to the Stock Exchanges where the Company’s shares are listed and displayed along with the Scrutinizer’s report on the Company’s website at www.kei-ind.com under Investor Relations section.

SPECIAL BUSINESS

- To approve raising of funds in one or more tranches, by issuance of equity shares and other eligible securities by way of qualified institutions placement(s) for an amount not exceeding ₹ 20,000 Million**

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act, 2013**”) and the applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force, and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable law or regulation, in India or outside India, including without limitation, the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”),

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) consolidated FDI Policy dated October 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and applicable provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 2.00 each of the Company are listed (“**Stock Exchanges**”), and such equity shares, the “**Equity Shares**”), and other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (“**GOI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges, Registrar of Companies (“**RoC**”) and such other statutory/ regulatory authorities in India or abroad and any other third party, if applicable (the “**Appropriate Authorities**”) from time to time, and subject to existing borrowing limits and security creation limits approved by the members of the Company and all approvals, permissions, consents, and / or sanctions as may be necessary or required from any of the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the Appropriate Authorities, which may be agreed to by the Board of Directors of the Company (“**Board**”, which term shall include Fund Raising Committee or any other committee which the Board may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue, and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted under applicable law) with or without green shoe option, such number of fully paid-up Equity Shares and/ or other securities convertible into Equity Shares and/ or any other instruments/ eligible securities (collectively, referred to as the “**Eligible Securities**”), or any combination thereof, in one or more tranches, to qualified institutional buyers (as defined under the SEBI ICDR Regulations) (“**QIBs**”), whether they are holders of the Equity Shares or not, through a qualified institutions placements (“**QIP**”), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, or any other method as may be permitted under law through the issuance of a placement document(s) or such other offer document as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices (including at a discount or premium to market price or prices permitted under applicable law) as may be deemed fit, including a premium or discount that may be permitted under the SEBI ICDR Regulations on the floor price calculated as per Regulation 176 of the SEBI ICDR

Regulations for QIP, such that the total amount to be raised through issue of Securities through a QIP thereof shall not exceed ₹ 20,000 million (Indian Rupees Twenty Thousand million), to be subscribed to by such eligible investors as may be deemed appropriate by the Board at its absolute discretion in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such Investors are members of the Company (collectively called “**Investors**”), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in such manner, as may be agreed by the Board at its absolute discretion, in consultation with the book running lead managers / other advisors appointed by the Board or otherwise, including the discretion to determine the amount of Eligible Securities to be issued, categories of investors to whom the offer, issue and allotment of Eligible Securities shall be made with authority to retain over-subscription up to such percentage as may be permitted under applicable regulations, number of Eligible Securities to be issued and allotted as may be deemed appropriate by the Board in its absolute discretion and as may be permitted under applicable laws and regulations, and without requiring any further approval or consent from the members at the time of such issue and allotment.

RESOLVED FURTHER THAT in the event of issuance of Eligible Securities through a QIP, subject to the provisions of the SEBI ICDR Regulations:

- i. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company, as defined under the SEBI ICDR Regulations;
- ii. the Eligible Securities proposed to be offered, issued and allotted, shall be fully paid-up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Members of the Company or such other time as may be allowed under the Companies Act, 2013 and SEBI ICDR Regulations, from time to time;
- iv. the relevant date for the purposes of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP. In case of convertible securities, the relevant date shall be either the date of the meeting at which the Board decides to open the proposed QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as may be decided by the Board;
- v. the Equity Shares proposed to be issued/allotted by the Company through the QIP shall rank pari passu with the existing Equity Shares of the Company, in all respects, including with respect to entitlement to dividend and voting rights, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws.

- vi. the Eligible Securities shall be allotted as fully paid up;
- vii. the tenure of any convertible or exchangeable Eligible Securities issued through QIP shall not exceed 60 (sixty) months from the date of allotment;
- viii. the issuance and allotment of the Eligible Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“**Floor Price**”) and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board may, in consultation with the book running lead managers, offer a discount of not more than 5% or such other percentage as may be permitted under applicable law, including Regulation 176 of the SEBI ICDR Regulations, on the Floor Price;
- ix. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.
- x. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- xi. it is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under the same control shall be deemed to be a single allottee;
- xii. the allotment of Eligible Securities except as may be permitted under the SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter of the Company, or any person related to the promoter of the Company, in terms of the SEBI ICDR Regulations;
- xiii. the Eligible Securities shall not be sold by the allottees for a period of one (1) year from the date of its allotment, except on the recognized Stock Exchanges or except as may be permitted from time to time by the SEBI ICDR Regulations;
- xiv. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution;
- xv. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring; and
- xvi. A credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Eligible Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of any Eligible Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT the Company be and is hereby authorised to engage / appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, monitoring agencies (credit rating agencies), advisors and all such agencies / intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations and applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the following:

- i. to determine the terms and conditions of the QIP, including among other things, the amount of issuance of QIP, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient) the investors to whom the Securities are to be issued, the relevant date for convertible securities, if any and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;
- ii. to determine the number and amount of Eligible Securities that may be offered in domestic and / or international markets and proportion thereof, tranches, issue price, listing, premium / discount, as permitted under applicable law (now or hereafter);
- iii. to finalise and approve and make arrangements for submission of the preliminary and / or draft and / or final offering circulars / information memoranda / offer documents / placement documents / other documents, and any addenda or corrigenda thereto with the appropriate regulatory authorities;
- iv. to make applications to the Stock Exchanges for in-principle and final approvals for listing and trading of the equity shares or other eligible securities and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges in relation thereto and to accept any

modification in the proposal as may be required or imposed by the Stock Exchanges where the equity shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.;

- v. to open such bank accounts, including escrow accounts, as are required for purposes of the QIP, in accordance with applicable law;
- vi. to finalise utilisation of the proceeds of the QIP, as it may in its absolute discretion deem fit in accordance with the applicable law, including towards one or more, or any combination of the following: (i) undertaking capital expenditure by our Company, (ii) reduction of existing debts of the Company, (iii) supporting our working capital requirement, and / or (iv) for meeting any general corporate purposes;
- vii. to approve estimated expenditure in relation to the QIP;
- viii to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI LODR Regulations or any other applicable laws;
- ix. to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard, including without limitation, the private placement offer letter / preliminary placement document (along with the application form), information memorandum, disclosure documents, and the placement document, placement agreement, escrow agreement, and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time;
- x. to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and / or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any / all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required in connection with the QIP, and the offer and allotment of the Eligible Securities;
- xi. to give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to approve, finalise, execute, ratify, and/ or amend / modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and / or advisors (including for marketing, listing, trading and appointment of book running lead managers / legal counsel / bankers / advisors / registrars / other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution."

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

Sd/-

(Kishore Kunal)

VP (Corporate Finance)

& Company Secretary

M. No.: FCS-9429

Place: New Delhi

Date: 15.10.2024

CIN: L74899DL1992PLC051527

Regd. Office: D-90, Okhla Industrial Area,

Phase-I, New Delhi-110020

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and the reasons in respect of the proposed Resolution are annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.kei-ind.com under Investor Relations section.
- 2) In compliance with the MCA Circulars, the Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) as on Friday, October 11, 2024 (cut-off date). Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company's RTA/ Depositories) shall be entitled

to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice given under Note No. 14.

- 3) Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.kei-ind.com or NSDL's website at www.evoting.nsdl.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
- 4) The Board of Directors on October 15, 2024, has appointed Mr. Sumit Kumar, Practicing Company Secretary (Membership No FCS-, 7714 & CP No.8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries, 3393, 03rd Floor, South Patel Nagar, Opposite Jaypee Siddharth Hotel, New Delhi-110008, as Scrutinizer to scrutinize the Postal Ballot process in accordance with law and in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- 5) Pursuant to the provisions of Section 108 and 110 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 member's facility to exercise their rights to vote on resolution proposed to be passed by means of 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 forms part of this Notice given under Note No. 14.

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.

- 6) Members can cast their vote online from Saturday, October 19, 2024 (9:00 am onwards) till Sunday, November 17, 2024 (up to 5:00 pm) as the e-voting module shall be disabled for voting by National Securities Depository Limited (NSDL) thereafter. No voting shall be allowed beyond 5:00 pm of Sunday, November 17, 2024. During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut-Off Date may cast their vote electronically. Once a vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 7) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date; Friday, October 11, 2024.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses and Mobile No. by submitting form ISR-1 with Mas Services Limited at their Registered

Address, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020, alongwith self-attested copy of Pan Card and copy of Share Certificate or by writing to the Company at cs@kei-ind.com along with the copy of the signed request letter mentioning the name and address of the Member and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@kei-ind.com.

- 8) The Scrutinizer's decision on validity of the Postal ballot shall be final.
- 9) The vote in this Postal Ballot cannot be exercised through proxy.
- 10) Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
- 11) The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman-cum-Managing Director or any Director of the Company, as may be authorized by the Board in this regard on or before Tuesday, November 19, 2024. The result of the Postal Ballot/E-voting will be announced by the Chairman-cum- Managing Director or any person authorized by the Chairman-cum- Managing Director in writing, (on or before 5:00 p.m. on Tuesday, November 19, 2024) at the Company's registered office at D-90, Okhla Industrial Area, Phase-I, New Delhi-110020. In addition to the results being communicated to Stock Exchanges (www.bseindia.com and www.nseindia.com), the results along with Scrutinizer's report will also be placed on Company's website i.e. www.kei-ind.com under Investor Relations section and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Sunday , November 17, 2024 i.e. being the last date of e-voting.
- 12) All relevant documents are available for inspection of the shareholders via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at cs@kei-ind.com.
- 13) In case of any queries, you may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer at cs@kei-ind.com and the Registrar and Share Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi -110020, Ph:-+91-11-26387281/82/83, Fax:-+91-11-26387384, e-mail:- investor@masserv.com, website: www.masserv.com
- 14) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:




The instruction for the shareholders for e-voting are as under:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site where you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID or Forget Password option available at abovementioned 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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’ 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 eservices 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 131951 then User ID is 1319510000001, if folio number is B-1 then User ID is 131951B000001

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 .
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” 131951(e-voting even number) of “KEI Industries Limited”;
3. Now you are ready for e-Voting as the Voting 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 confirm your vote 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 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 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 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 9, 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

1. 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 with a copy marked to 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-110 020
2. 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 www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 022-4886 7000 or send a request at evoting@nsdl.com

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

Sd/-

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

**Place: New Delhi
Date: 15.10.2024**

**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**

In order to adequately fund our existing and emerging business requirements, and to manage the existing debts better, the Company may be required to raise additional funds in the form of QIP or other modes, as may be permissible under applicable laws.

The aforesaid funds would be utilized for the purpose of one or more, or any combination of the following: (i) undertaking capital expenditure, (ii) reduction of our existing debts, (iii) supporting our working capital requirements, and / or (iv) for meeting any general corporate purposes.

In line with the above, the Company proposes to raise funds up to aggregate amounts of ₹ 20,000 million through the issuance of equity shares or other eligible securities (the "**Securities**") to Qualified Institutional Buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), whether they are holders of Equity Shares or not, for cash, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 (the "**Act**") and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); (c) other applicable law.

Accordingly, the Board, at its meeting held on 15.10.2024, subject to the approval of the members of the Company, approved the issuance of the Eligible Securities on such terms and conditions as may be deemed appropriate by the Board ("**Board**", which term shall include the Fund Raising Committee of the Board or any other committee which the Board may hereinafter constitute for this purpose) at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and / or other advisor(s) appointed in relation to issuance of the QIP, in accordance with applicable laws. The Eligible Securities allotted will be listed and traded on the stock exchange(s) where the Equity Shares of the Company are currently listed, subject to obtaining necessary approvals. The offer, issue and allotment of the Eligible Securities, shall be subject to obtaining regulatory and/or other approvals, if any by the Company.

In terms of Section 62(1)(c) of the Act, equity shares / convertible securities may be issued to persons who are not the existing shareholders of a company, if the company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, shareholders' approval is required for issuance of Securities. Therefore, the consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Act and other applicable laws.

The Eligible Securities offered, issued, and allotted by the Company pursuant to the QIP in terms of the resolution and shares arising out of conversion of Eligible Securities would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Eligible Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Act, and any other applicable laws. The resolution enables the Board to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

The allotment of the Eligible Securities issued by way of QIP shall be completed within a period of 365 days from the date of passing of this resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time. The Eligible Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The 'relevant date' for the purpose of the pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board decides to open the QIP (or in case of allotment of eligible convertible securities, the relevant date may be either the date on which the Board decides to open the issue or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as may be decided by the Board), which shall be subsequent to receipt of shareholders' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines which is hereby sought in relation to the proposed issue of the Eligible Securities.

The exact amount, exact price, proportion and timing of the issue of the Eligible Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board, in accordance with the SEBI ICDR Regulations, or other applicable laws in consultation with book running lead manager(s) and / or other advisor(s) appointed and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Eligible Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post-QIP shareholding and the shareholding pattern of the Company are not provided. The proposal,

therefore, seeks to confer upon the Board the discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Eligible Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Act and other applicable laws. There will be no change in control of the Company pursuant to the said issue

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with them and the SEBI LODR Regulations.

The approval of the members is being sought to enable the Board, to decide on the issuance of Eligible Securities, to the extent and in the manner stated in the Special Resolution, as set out in item No. 1 of this notice, without the need for any fresh approval from the members of the Company in this regard.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 1 of the notice.

The proposed QIP is in the interest of the Company and the Board recommends the resolution set out at Item No. 1 of the notice for the approval of the members as a Special Resolution.

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

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

**Place: New Delhi
Date: 15.10.2024**

**CIN: L74899DL1992PLC051527
Regd. Office: D-90, Okhla Industrial Area,
Phase-I, New Delhi-110020**