



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
Thursday, January 23, 2025 (9:00 am onwards)	Friday, February 21, 2025 (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 No. 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 January 21, 2025 had 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, February 25, 2025 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 consider and approve re-appointment of Mr. Rajeev Gupta (holding DIN: 00128865) as Executive Director (Finance) & CFO of the Company for a period of five (5) years.**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 196,197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), the members of the Company hereby accord its approval for the re-appointment of Mr. Rajeev Gupta (holding DIN:00128865) as Whole-time-Director (Designated as Executive Director (Finance) & CFO) of the Company for a further period of 5 years commencing from June 01, 2025 to May 31, 2030 on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Rajeev Gupta.

1. Period	from June 01, 2025 to May 31, 2030
2. Remuneration	
a. Salary	₹ 6,55,122/- basic salary per month w.e.f. June 01, 2025 with annual increment as decided by the Board based on the recommendation of the Nomination and Remuneration Committee.
b. Perquisites	For this purpose perquisites are classified into three categories A, B and C with annual increment as decided by the Board based on the recommendation of the Nomination and Remuneration Committee.

Category-A

- i) **Housing:** Rent allowance at the rate of ₹ 2,83,861/- per month
- ii) **Other Allowances:**
 - (a) Special Allowance: ₹ 4,10,473/- per month
 - (b) Conveyance Allowance: ₹ 1,74,557/- per month
- iii) **Medical Reimbursement:** Expenses incurred for himself and his family as per Company rules.
- iv) **Leave Travel Allowance:** Leave Travel Allowance for self and members of his family as per Company Rules.
- v) **Leave Encashment and other entitlements:** Leave encashment and other entitlements as per Company Rules.
- vi) **Bonus:** As per policies and rules of the Company.
- vii) **Personal Accident Insurance/Term Life Insurance:** As per policies and rules of the Company.
- viii) **The perquisite value of Employees Stock Options that may be granted to Mr. Rajeev Gupta, shall be in addition to the remuneration as mentioned herein.**

Category-B

The Company's contribution for him to provident fund, superannuation fund, gratuity fund and annuity fund in accordance with the Rules and Regulations of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Category-C

Car with a driver for use on the Company's business and telephone at residence provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to him.

RESOLVED FURTHER THAT the minimum salary and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure of office shall be as per Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient 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: 21.01.2025

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, January 17, 2025 (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. 13.
- 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 January 21, 2025, 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. 13.

Members may contact Mr. Kishore Kunal, Company Secretary and Compliance Officer for any grievances connected with 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 Thursday, January 23, 2025 (9:00 am onwards) till Friday, February 21, 2025 (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 Friday, February 21, 2025. 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.

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, January 17, 2025.

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, self-attested

copy of the PAN card, 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.

- 7) The Scrutinizer's decision on validity of the Postal ballot shall be final.
- 8) The vote in this Postal Ballot cannot be exercised through proxy.
- 9) 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.
- 10) 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, February 25, 2025. 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, February 25, 2025) 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 Friday, February 21, 2025 i.e. being the last date of e-voting.
- 11) 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.
- 12) 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
- 13) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:


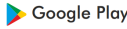


The instructions for the shareholders for e-voting are as under:

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 or joining virtual meeting & voting during the meeting. 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. NSDL Mobile App is available on    
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 132755 then User ID is 1327550000001, if folio number is B-1 then User ID is 132755B000001

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” 132755(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: 21.01.2025

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

At 28th Annual General Meeting of the Company held on September 09, 2020, members of the Company had approved re-appointment of Mr. Rajeev Gupta as Executive Director (Finance) & CFO for a period of 5 years w.e.f. June 01, 2020 till May 31, 2025. Mr. Rajeev Gupta is working as Head of Accounts & Finance of the Company for approximately 32 years. His innovative guidance in managing the Finance of the Company has helped the Company to grow in a significant manner. His valuable contribution and guidance has helped the Company to achieve the future targets in sales and value. Presently he is working as Executive Director (Finance) & CFO of the Company. Considering his invaluable contribution & dedication in the management of the Company, he has been proposed to be re-appointed as Whole Time Director of the Company (designated as the Executive Director (Finance) & CFO) for a fresh term of five years with effect from June 01, 2025.

Subject to shareholders’ approval, Nomination and Remuneration Committee and Board of Directors at their respective meetings held on Tuesday, January 21, 2025 have re-appointed Mr. Rajeev Gupta as Executive Director (Finance) & CFO of the Company for a period of 5 years w.e.f. June 01, 2025 till May 31, 2030 on the terms and conditions as set out in the resolution under Item No. 01.

The detailed terms and conditions of re-appointment of Mr. Rajeev Gupta and remuneration payable to him are set out in resolution under Item No. 01.

Mr. Rajeev Gupta has given consent letter in Form DIR-2, intimation in Form DIR-8 to the effect that they are not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s) and intimation to the effect that they are not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

Except Mr. Rajeev Gupta, no other Director and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise in the passing of resolution set out at Item No. 01 of the Notice.

Your Board recommends the passing of Resolution as set out in the accompanying Notice as an Ordinary Resolution with respect to re-appointment of Mr. Rajeev Gupta as Executive Director (Finance) & CFO of the Company.

Accordingly, the Board/Committee recommends the resolution as set out in Item No. 1 of Notice for approval of the members.

**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: 21.01.2025

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

Brief details of Mr. Rajeev Gupta pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are as follows:

Name of Director	Mr. Rajeev Gupta
Date of Birth	31.01.1964
Nationality	Indian
DIN	00128865
Date of re-appointment	With effect from June 01, 2025 to May 31, 2030 for the period of five (05) years
Date of First Appointment	21.04.2006
Re-Appointed as	Executive Director (Finance) & CFO
Category	Executive
Qualification	B.Com (Hons) and fellow member of The Institute of Chartered Accountants of India (ICAI).
Brief Profile	Mr. Rajeev Gupta has around 32 years of experience in Corporate Finance and is presently heading corporate strategy and finance function of the Company. Mr. Gupta holds a B.Com (Hons) degree and is a fellow member of The Institute of Chartered Accountants of India (ICAI).
Nature of Expertise in Specific Functional Areas;	He has been instrumental in raising funds for the Company for expansion and modernization projects of the Company. He heads corporate strategy, treasury and finance & accounts department of the Company.
Skills and Capabilities required for the role and the manner in which Mr. Rajeev Gupta meets such requirements	Mr. Rajeev Gupta, being Executive Director (Finance) & CFO of the Company is entrusted with substantial powers of management in relation to financial matters, strategic planning and development of the Company. He looks after the financial planning of the company and reporting to Chairman of the Company. As Executive Director (Finance) & CFO of the Company, he is responsible for motivating the team of professional to implement the Financial Policies.
Terms and conditions of re-appointment	Terms & Conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Rajeev Gupta
Names of Listed Entities in which Mr. Rajeev Gupta also holds the Directorship and the Membership of Committees of the Board	None
Name of Committee(s) of KEI Industries Limited in which Mr. Rajeev Gupta is Chairman/Member	KEI Industries Limited -Risk Management Committee. (Member) -Corporate Social Responsibility and Environment, Social and Governance Committee. (Member) -Finance Committee. (Member)
Listed Entities from which Mr. Rajeev Gupta has resigned as Director in past three years.	None
Number of Shares held in the Company (including shareholding as a beneficial owner)	3,68,691 Equity Shares of face value of ₹ 2 each.
Number of Board Meetings attended during the year (as on the date of this Notice)	The Board met four times as on date of notice, Mr. Rajeev Gupta attended all the four Board Meetings.
Remuneration Last Drawn (per annum) excluding ESOP	₹ 1,60,58,156/- *
Disclosure of Relationships Between Directors Inter-Se;	There is no <i>inter se</i> relationship between Mr. Rajeev Gupta, other Members of the Board and Key Managerial Personnel of the Company.

* perquisites value of ESOP ₹ 2,74,07,400/-

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

**Place: New Delhi
Date: 21.01.2025**

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

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