

KEERTHI INDUSTRIES LIMITED

CIN: L11100TG1982PLC003492

Regd. Off: No. Plot No. 40, I.D.A, Balanagar,

Hyderabad -500037, Tel.: 040-23076543

Website: www.keerthiindustries.com

Email: kilinvestorservices@gmail.com

Notice of Postal Ballot

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

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India and pursuant to other applicable laws and regulations, that the resolutions appended below for the re-appointment of Sri. Sivaram Prasad Jetty (DIN: 00221271) as Independent Directors on the board of Keerthi Industries Limited (the "Company") is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("**e-voting**").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the aforesaid re-appointment of Independent Directors is annexed hereto for your consideration.

Accordingly, the proposed resolutions together with the explanatory statement setting out the material facts as required under section 102 of the Act, are annexed herewith for consideration of the members.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process which will start from 9.00 AM IST Thursday, April 07, 2022 and will end 17:00 Hours IST on Friday, May 06, 2022.

The Company has appointed Central Depository Services Limited ("CDSL") to provide e-voting facility.

Resolution No. 1 - Re-appointment of Sri. Sivaram Prasad Jetty (DIN: 00221271) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and

Remuneration Committee and approval of the Board of Directors for re-appointment of Sri. Sivaram Prasad Jetty (DIN: 00221271), Independent Director of the Company, whose period of office will expired on May 28, 2022, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from May 29, 2022 to May 28, 2027, not subject to retirement by rotation, upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.”

By Order of the Board
For Keerthi Industries Limited
Sd/-
Arun Kumar Yadav
Company Secretary

Date: February 14, 2022
Place: Hyderabad

Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts relating to the resolution(s) proposed to be passed through postal ballot is annexed herewith;
2. Shi. Ch. Veeranjanyulu, M/s. VCSR & Associates, Company Secretaries in Practice has been appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final;
3. In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means as an alternate mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with M/s Central Depository Services (India) Limited (‘CDSL’) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote;
4. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ list of beneficial owners as on **25th March, 2022 (‘cutoff date’)** received from the Depositories and whose e-mail address is registered with the Depositories/ Registrar & Transfer Agents. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot;
5. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., BSE Limited, Company’s website at www.keerthiindustries.com and on the website of the CDSL at www.evotingindia.com;
6. The members who have not registered their email addresses or there is any change in their registered email address(es), are requested to immediately notify/update their email address with their depository participant, in case the shares are held in dematerialized form and to the Registrar and Transfer Agent, in case the shares are held in physical form by providing the necessary details
7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear in the list of

beneficial owners provided by Depositories/ Register of members as on the cut-off date will only be considered eligible for the purpose of e-voting;

8. Persons who become member of the Company after the cut-off date, should treat this notice only for information purpose and are not entitled to vote;
9. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date';
10. The e-voting period will commence at 9.00 a.m. (IST) on **Thursday, the 7th April, 2022 and ends at 5:00 p.m. (IST) on Friday, the 06th May, 2022**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.
11. All the material documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting;
12. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., Friday, the 06th May, 2022; and
13. The Scrutinizer will submit the report, after the completion of scrutiny, to the Chairman or Managing Director or to a person duly authorized by him. The results of the e-voting will be announced within two working days of conclusion of postal ballot process and will be displayed on the websites of the Stock Exchange(s), i.e., BSE Limited, Company's website at www.keerthiindustries.com and on the website of the CDSL at www.evotingindia.com.

INSTRUCTION FOR VOTING

1. In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 25th March 2022 and who have registered their e-mail addresses with the Registrar & Transfer Agent or with the Depositories.

Further, Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at 9.00 AM Thursday, April 07, 2022 and will end 17:00 Hours IST on Friday, May 06, 2022, when remote e-voting will be blocked by CDSL;

2. Voting rights will be reckoned on the paid-up value of equity shares registered in the names of the members on Friday, 25th March, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes; and
3. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Friday, the 06th May, 2022.

Instructions for shareholders for remote e-voting

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants are able

to cast their vote without having to register again with E-Voting Service Provider (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

1. Pursuant to above said SEBI circular, Login method for e-voting for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL's Easi / Easiest facility, can login through their existing 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/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi; 2. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly; 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration; and 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on www.cdslindia.com or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. 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.nsd.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period; 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp ; and

	3. 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 wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting

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

2. Login method for e-Voting for physical shareholders and shareholders other than individual holding in demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com;
2. Click on “Shareholders” module;
3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login;
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used; and
6. If you are a first-time user follow the steps given below:

For physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

3. After entering these details appropriately, click on “SUBMIT” tab;
4. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
5. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
6. Click on the EVSN for the relevant <Company Name> on which you choose to vote;
7. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
8. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details;
9. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote;
10. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote;
11. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page; and
12. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Additional facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; chveeru@gmail.com and kilinvestorservices@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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Process for those Shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for e-Voting for the Resolutions proposed in this Notice

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at: xlfield@gmail.com;
2. For Demat shareholders - please update your email id and mobile no. with your respective Depository Participant; and
3. For individual demat shareholders- please update your email id and mobile no. with your respective Depository Participant which is mandatory while e-voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

OTHER INSTRUCTIONS

- a) The Scrutinizer shall submit the Scrutinizer's Report to the Chairman or Managing Director of the Company or such other officer duly authorized by the Chairman/Managing Director. Further, the results of the Postal Ballot will be announced within two working days of conclusion of postal ballot process and the same will be hosted on website of the Company i.e., www.keerthiindustries.com, service provider, i.e., www.evotingindia.com and the same will also be communicated simultaneously to the Stock Exchanges namely BSE Limited.
- b) In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at website of the Service Provider i.e., www.evotingindia.com; and
- c) Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:
M/s. XL Softech Systems Ltd., 3 Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.
Phone: 040 23545913/14/15 Fax: 040 23553214 email: xlfield@gmail.com

By Order of the Board
For Keerthi Industries Limited
Sd/-
Arun Kumar Yadav
Company Secretary

Date: February 14, 2022
Place: Hyderabad

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution No.1- Re-appointment of Sri. Sivaram Prasad Jetty (DIN: 00221271) as an Independent Director of the Company

Sri. Sivaram Prasad Jetty (DIN: 00221271) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the Members at the 34th Annual General Meeting held on August 30, 2017. As per the said resolution, the term of appointment Sri. Sivaram Prasad Jetty will expire on 28th May, 2022.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on February 14, 2022 approved re-appointment of Sri. Sivaram Prasad Jetty as an Independent Director for a second term of 5 (Five) Year from May 29, 2022 to May 28, 2027, based on his skills, experience, knowledge and positive outcome of performance evaluation.

As per SEBI (LODR) Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Brief resume of Sri. Sivaram Prasad Jetty giving details as to nature of expertise in specific functional area, shareholding in the Company, other Directorship, membership /Chairmanship of Committees and other particulars are enclosed with this notice in Annexure A.

In the opinion of the Board of Directors Sri. Sivaram Prasad Jetty fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company.

Except Sri. Sivaram Prasad Jetty, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

Brief profile of Sri. Sivaram Prasad Jetty (DIN: 00221271), Independent Director of the Company, is given below:

Profile of Mr. J. Sivaram Prasad

Mr. J. Sivaram Prasad, aged about 61 years is a non-executive director of the Company. He joined the Board of Directors of the Company on 30-09-1999. He was appointed as Independent Director of the company on 29.05.2017. He is a Chartered Accountant and is having versatile experience stretching from Power Industry to Sugar and Cement Industry for over 3 decades. Taxation, Accounts, Auditing and Corporate management are some of his core areas of expertise. He is also one of the Promoter of Kakatiya Cement Sugar & Industries Ltd, a well-known Cement Company in South India.

Additional information in respect of Sri. Sivaram Prasad Jetty, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

By Order of the Board
For Keerthi Industries Limited
Sd/-

Date: February 14, 2022
Place: Hyderabad

Arun Kumar Yadav
Company Secretary

Annexure-A

Details of Director seeking re-appointment through postal ballot by remote e-voting process

Name of the Director	Sri. Sivaram Prasad Jetty
DIN	00221271
Date of Birth	1 st May, 1960
Age	61 years
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	29 th May, 2017
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area	Taxation, Accounts, Auditing and Corporate management
Qualification(s)	He is a Chartered Accountant, having versatile experience stretching from Power Industry to Sugar and Cement Industry for over 3 decades. Taxation, Accounts, Auditing and Corporate management are some of his core areas of expertise.
Board Membership of other listed Companies as on March 31, 2021	-
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2021	
a. Audit Committee	-
b. Shareholders' Grievance Committee	-
c. Nomination & Remuneration Committee	-
d. CSR Committee	-
e. Other Committee(s)	-
Number of shares held in the Company as on March 31, 2021	-