



KEERTHI INDUSTRIES LIMITED
CIN: L11100TG1982PLC003492
Regd. Off: Plot No. 40, IDA, Balanagar,
Hyderabad -500037, Telangana
Tel.: 040-23078748
Web: www.keerthiindustries.com
Email: kilinvestorservices@gmail.com

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Monday, March 25, 2024 at 09:00 A.M. (IST)	Tuesday, April 23, 2024 at 05:00 P.M. (IST)

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (*“the Act”*), read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended (*“the Rules”*) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*“SEBI Listing Regulations”*) as amended from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (*“SS-2”*) read with General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and other relevant circulars including General Circular 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as *“MCA Circulars”*) and pursuant to any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date) through postal ballot (*“the Postal Ballot”*) only by way of electronic means (*“Remote e-voting”*). The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolutions setting out the material facts concerning the resolutions and the reasons and rationale thereof is annexed hereto for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, the Company is offering facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (*“CDSL”*) to provide the remote e-voting facility to its Members. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote e-voting.

The Board has appointed Mr. Ch. Veeranjanyulu (FCS: 6121; CP No: 6392), Partner M/s. VCSR & Associates, Practicing Company Secretaries 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.

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 **Friday, March 22, 2024** (*“Cut off 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 as the voting is through electronic means.

The remote e-voting period commences from on **Monday, March 25, 2024 at 9:00 A.M. (IST)** and ends on **Tuesday, April 23, 2024 at 05:00 P. M (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter and will not be allowed beyond the said date and time.



The result of the Postal Ballot shall be declared on or before **Thursday, April 25, 2024**. The said results would be intimated to the BSE Limited, where the shares of the company are listed. Additionally, the results will also be uploaded on the Company's website, www.keerthiindustries.com and on the website of CDSL, www.evotingindia.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be **Tuesday, April 23, 2024**, viz. last date specified by the Company for e-voting.

SPECIAL BUSINESS:

1. REAPPOINTMENT OF MRS. TRIVENI JASTI (DIN: 00029107) AS EXECUTIVE CHAIRPERSON AND WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING OF THE REMUNERATION:

To consider and, if thought fit, to give your assent or dissent to the following resolution as a *Special Resolution*:-

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 of the Companies Act, 2013 read with Schedule V to the said Act, Regulation 17 of the SEBI (LODR) Regulations, 2015 and all other applicable provisions, rules/regulations in this regard and as recommended by the Nomination and Remuneration Committee and the Board of the Company, approval of the Members be and is hereby accorded for the re-appointment of Mrs. J. Triveni (DIN: 00029107) as Executive Chairperson and Whole-time Director of the Company for a further period of 3 (Three) years commencing from 10th May, 2024 to 09th May, 2027.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197, 203 of the Companies Act, 2013 read with Schedule V to the said Act, Regulation 17 of the SEBI (LODR) Regulations, 2015 and all other applicable provisions, rules/regulations in this regard and as recommended by the Nomination and Remuneration Committee and the Board of the Company, the approval of the Members be and is hereby accorded for payment of remuneration of upto Rs. 10,00,000/- per month to Mrs. J. Triveni (DIN: 00029107) for the period of 3 (Three) years with effect from 10th May, 2024 to 09th May, 2027, which is in excess of the remuneration as prescribed under Schedule V of the Companies Act, 2013 (in case of absence of profits or if the Company has inadequate profits), on such terms and conditions including remuneration, as stated below:

- 1. Period of Appointment:** The Appointment is for a period of 3 years i.e. from 10th May 2024 to 09th May, 2027.
- 2. Salary:** Salary will be upto Rs. 10,00,000/- per month which includes Basic, DA, and all other allowances by whatever name called.
- 3. Commission:** such amount or such percentage of profits for each accounting year as may be decided by the Committee/Board subject to the overall limit(s) of 5% of Net profits as stated in Section 197 of the Companies Act, 2013.
- 4. Perquisites:** Perquisites as mentioned below and shall be valued in terms of the provisions of Income Tax Act, 1961.
 - i) Medical Reimbursement: Reimbursement of medical expenses incurred for self and family at actual.
 - ii) Leave Travel Concession: Leave Travel Concession for self and family once in a year.
Explanation: Family for (i) and (ii) above shall mean spouse, dependent Children and dependent parents.
 - iii) Club Fees: Fees for two clubs and no admission and life membership fee shall be paid;
 - iv) Personal Accident Insurance: Personal Accident Insurance premium shall be as per the rules of the Company
 - v) Reimbursement of expenses for utilities such as gas, electricity, water, furnishings, air conditioning and repairs, all of which may be hired or owned;
 - vi) Housing: Furnished House accommodation with one domestic servant.
 - vii) Use of Company's car for official duties and telephones at residence (including long distance calls) and Cell Phone shall not be considered as perquisites;
 - viii) Contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; and
 - ix) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

The Perquisites mentioned above can be interchangeable within the overall ceiling of not exceeding **2 (Two) month's salary**.



Minimum Remuneration: The approval of the Members be and is hereby accorded as required under Schedule V of the Companies Act, 2013, that wherein in any financial year, the Company has no profits or its profits are inadequate, during the currency of tenure of the Executive Chairperson and Whole Time Director, the Company shall pay upto Rs. 10,00,000/- per month as minimum remuneration.”

“RESOLVED FURTHER THAT any Directors and the Company Secretary of the Company be and is hereby severally authorized to file necessary forms to Registrar of the Company, Hyderabad and to do all such acts, things and deeds as may be required to do to give effect to this resolution.”

2. REAPPOINTMENT OF MR. SHESHAGIRI RAO JASTI (DIN: 00029090) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING OF THE REMUNERATION:

To consider and, if thought fit, to give your assent or dissent to the following resolution as a *Special Resolution*:-

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 of the Companies Act, 2013 read with Schedule V to the said Act, Regulation 17 of the SEBI (LODR) Regulations, 2015 and all other applicable provisions, rules/regulations in this regard and as recommended by the Nomination and Remuneration Committee and the Board of the Company, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Sheshagiri Rao Jasti (DIN: 00029090) as the Managing Director of the Company for a further period of 3 (Three) years commencing from 10th May, 2024 to 9th May, 2027.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197, 203 of the Companies Act, 2013 read with Schedule V to the said Act and Regulation 17 of the SEBI (LODR) Regulations, 2015 and all other applicable provisions, rules/regulations in this regard and as recommended by the Nomination and Remuneration Committee and the Board of the Company, the approval of the Members be and is hereby accorded for payment of remuneration of upto Rs. 10,00,000/- per month to Mr. Sheshagiri Rao Jasti (DIN: 00029090) for the period of 3 (Three) years with effect from 10th May, 2024 to 09th May, 2027, which is in excess of the remuneration as prescribed under Schedule V of the Companies Act, 2013 (in case of absence of profits or if the Company has inadequate profits), on such terms and conditions including remuneration, as stated below:

- 1. Period of Appointment:** The Appointment is for a period of 3 years i.e. from 10th May 2024 to 09th May, 2027.
- 2. Salary:** Salary will be upto Rs. 10,00,000/- per month which includes Basic, DA, and all other allowances by whatever name called.
- 3. Commission:** such amount or such percentage of profits for each accounting year as may be decided by the Committee/Board subject to the overall limit(s) of 5% of Net profits as stated in Section 197 of the Companies Act, 2013.
- 4. Perquisites:** Perquisites as mentioned below and shall be valued in terms of the provisions of Income Tax Act, 1961.
 - i) Medical Reimbursement: Reimbursement of medical expenses incurred for self and family at actual.
 - ii) Leave Travel Concession: Leave Travel Concession for self and family once in a year.
Explanation: Family for (i) and (ii) above shall mean spouse, dependent Children and dependent parents.
 - iii) Club Fees: Fees for two clubs and no admission and life membership fee shall be paid;
 - iv) Personal Accident Insurance: Personal Accident Insurance premium shall be as per the rules of the Company
 - v) Reimbursement of expenses for utilities such as gas, electricity, water, furnishings, air conditioning and repairs, all of which may be hired or owned;
 - vi) Housing: Furnished House accommodation with one domestic servant.
 - vii) Use of Company’s car for official duties and telephones at residence (including long distance calls) and Cell Phone shall not be considered as perquisites;
 - viii) Contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; and
 - ix) Gratuity payable at the rate not exceeding half a month’s salary for each completed year of service.



The Perquisites mentioned above can be interchangeable within the overall ceiling of not exceeding **2 (Two) month's salary**.

Minimum Remuneration: The approval of the Members be and is hereby accorded as required under Schedule V of the Companies Act, 2013, that wherein in any financial year, the Company has no profits or its profits are inadequate, during the currency of tenure of the Managing Director, the Company shall pay upto Rs. 10,00,000/- per month as minimum remuneration.”

“RESOLVED FURTHER THAT any Directors and the Company Secretary of the Company be and is hereby severally authorized to file necessary forms to Registrar of the Company, Hyderabad and to do all such acts, things and deeds as may be required to do to give effect to this resolution.”

Date: February 10, 2024

Place: Hyderabad

By Order of the Board
For **Keerthi Industries Limited**

Sd/-
Harish Chandra Prasad Kanuri
Director
DIN: 00012564

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and as per all other applicable provisions, setting out all material facts relating to the resolution(s) proposed to be passed through postal ballot is annexed herewith;
2. Mr. Ch. Veeranjanyulu (FCS: 6121; CP No: 6392), Partner M/s. VCSR & Associates, Practicing Company Secretaries have 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 **Friday, March 22, 2024 ('Cut-off 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 www.bseindia.com, Company's website at www.keerthiindustries.com and on the website of the CDSL at www.evotingindia.com;
6. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, Members are requested to register/ update their email IDs with the Company / RTA by submitting Form ISR-1 (available on the



website of the Company at www.keerthiindustries.com) duly filled and signed along with requisite supporting documents to xlfield@gmail.com or at XL Softech Systems Limited, Address: Plot No. 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034 for receiving all the communications including Annual Report, Notices, Letters etc., in electronic mode from the Company.

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 on **Monday, March 25, 2024 at 9:00 A.M. (IST) and Tuesday, April 23, 2024 at 5:00 P.M. (IST)** 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. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a single or multiple resolution(s) are cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.
12. All the material documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting without any fees from the members;
13. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., **Tuesday, April 23, 2024**; and
14. The Scrutinizer will submit the report, after the completion of scrutiny, to the Chairperson or Managing Director or to a person duly authorized by the Chairperson/ Managing Director. 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.

THE INSTRUCTIONS FOR REMOTE E-VOTING TO SHAREHOLDERS ARE AS UNDER:

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.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode, are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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 is www.cdslindia.com and click on Login icon and select New System Myeasi Tab; 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly; 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option; 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 Homepage. 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.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 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; 2. 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; 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) login through Depository Participants (DP)	<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. 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 feature. Click on</p> <p>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.</p>

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 Remote e-Voting for physical shareholders and shareholders other than individual holding in Demat form:

- i) The shareholders should log on to the e-voting website www.evotingindia.com;
- ii) Click on “Shareholders” module;
- iii) 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.
- iv) Next enter the Image Verification as displayed and Click on Login;
- v) 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
- vi) 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) 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)	<p>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.</p> <p>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.</p>

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 –For Remote Voting only

- 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



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 Aadhaar Card) by email to Company kilinvestorservices@gmail.com/RTA at: xlfield@gmail.com;
2. For Demat Shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP);
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 Mr. 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) 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
- b) 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. Plot No. 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.
Phone: 040 23545913/14/15 Fax: 040 23553214; Email: xlfield@gmail.com.

Date: February 10, 2024
Place: Hyderabad

By Order of the Board
For **Keerthi Industries Limited**

Sd/-
Harish Chandra Prasad Kanuri
Director
DIN: 00012564



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

Resolution No. 01: Reappointment of Mrs. Triveni Jasti (DIN: 00029107) as Executive Chairperson and Whole Time Director of the Company and Fixing of the Remuneration:

History

The members at the 38th Annual General Meeting of the Company held on September 20, 2021 have confirmed the said appointment of Mrs. Triveni Jasti as Executive Chairperson and Whole-time Director of the Company for a period of three years i.e. from 10th May, 2021 to 09th May, 2024, at a remuneration of Rs 7.00 Lakhs per month plus Commission on net profit subject to the overall limits of remuneration of 5% of net profit as stipulated under Section 197 read with Schedule V of the Companies Act, 2013.

Present

Mrs. Triveni Jasti, aged about 63 years is a graduate in Commerce and is the driving force behind the success of organization. She is having 37 years of rich experience in Cement and Electronic Printed circuit Board Industries. In her supervision, the Company was awarded “Best Turnaround/ Revival of a sick Industry” in the year 2002-03. She has been in-charge of all the disciplines and functional aspects of the company besides providing strategic guidance to the company’s operations. She has strategized the company’s growth trajectory besides overseeing of Board process and striking balance among the stakeholders. Her leadership has contributed to the company’s growth enormously in terms of turnover and profitability.

Based on her skills, experience, knowledge and performance evaluation and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their respective meetings held on February 10, 2024 has proposed the re-appointment of Mrs. Triveni Jasti as Executive Chairperson and Whole-time Director of the Company for a period of three years i.e. from 10th May, 2024 to 09th May, 2027, at the remuneration of upto Rs.10.00/- Lakhs per month which is in excess of the remuneration as prescribed under Schedule V of the Companies Act, 2013 (in case of absence of profits or if the Company has inadequate profits), subject to the approval of shareholders.

The Board, after satisfying itself that her appointment will be in the interest of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends the re-appointment of Mrs. Triveni Jasti as the Executive Chairperson and Whole Time Director, not liable to retire by rotation.

A brief profile and other information in accordance with Regulation 36(3) of the SEBI (LODR), Regulations, 2015, and Secretarial Standards-2 on General Meeting issued by ICSI are given in the annexure to this notice.

Mr. J. S. Rao, the Managing Director; Mr. Jasti Venkata Krishna, Director; and Mrs. J. Sarada Govardhini, COO are her relatives. Save and except for them and Mrs. Triveni Jasti, herself, none of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the above said resolution.

The Board recommends the said resolution to be passed as **Special Resolution** for the approval of the shareholders.

Resolution No. 02: Reappointment of Mr. Sheshagiri Rao Jasti (DIN: 00029090) as Managing Director of the Company and Fixing of the Remuneration:

History

The members at the 38th Annual General Meeting of the Company held on September 20, 2021 have confirmed the said appointment of Mr. Sheshagiri Rao Jasti as Managing Director of the Company for a period of three years i.e. from 10th May, 2021 to 09th May, 2024, at a remuneration of Rs 7.00 Lakhs per month plus Commission on net profit subject to the overall limits of remuneration of 5% of net profit as stipulated under Section 197 read with Schedule V of the Companies Act, 2013.

Present

Mr. J.S Rao, aged about 71 years is an Engineering graduate having about 40 years of rich experience in cement and Electronic Printed circuit Board Industries. He is successful in implementation of the quality systems as per the



stringent regulatory requirements. He supports the Company to review and recommend strategies, assessing stakeholder impacts new areas of business to enhance the organization's growth and group performance. The Company has achieved remarkable growth under his leadership, management and guidance and his continued services will lead the Company to achieve new heights.

Based on his skills, experience, knowledge and performance evaluation and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their respective meetings held on February 10, 2024 has proposed the re-appointment of Mr. J. S. Rao as Managing Director of the Company for a period of three years i.e. from 10th May, 2024 to 09th May, 2027, at the remuneration of upto Rs.10.00/- Lakhs per month which is in excess of the remuneration as prescribed under Schedule V of the Companies Act, 2013 (in case of absence of profits or if the Company has inadequate profits), subject to the approval of shareholders.

The Board, after satisfying itself that his appointment will be in the interest of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends the re-appointment of Mr. J. S. Rao as the Managing Director, not liable to retire by rotation.

A brief profile and other information in accordance with Regulation 36(3) of the SEBI (LODR), Regulations, 2015, and Secretarial Standards-2 on General Meeting issued by ICSI are given in the annexure to this notice.

Mr. Triveni Jasti, the Whole Time Director; Mr. Jasti Venkata Krishna, Director; and Mrs. J. Sarada Govardhini, COO are her relatives. Save and except for them and Mr. J. S. Rao, himself, none of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the above said resolution.

The Board recommends the said resolution to be passed as ***Special Resolution*** for the approval of the shareholders.

Date: February 10, 2024
Place: Hyderabad

By Order of the Board
For **Keerthi Industries Limited**

Sd/-
Harish Chandra Prasad Kanuri
Director
DIN: 00012564



Additional Information Pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and as per Secretarial Standards-2 issued by ICSI:

Name of the Directors	Mrs. Triveni Jasti (Item No. 1)	Mr. J. S. Rao (Item No. 2)
DIN	00029107	00029090
Date of Birth	06-12-1961	18-07-1953
Age	63	71
Date of first appointment in the Board	25-04-2005	30-09-1999
Designation	Executive Chairperson & Whole Time Director	Managing Director
Qualification/ Experience and Nature of expertise	Graduate in Commerce. Mrs. Triveni Jasti has during her tenure turned around the operations of the company by strategized the company's growth trajectory besides overseeing of Board process and striking balance among the stakeholders. During her tenure, the Company was awarded the "Best turnaround / revival of sick industry" for the year 2002-03 by FAPCCI from the Hon'ble Chief Minister of Andhra Pradesh in reorganization of successful efforts in reviving sick unit. She has performed active role in the development of the Company, as a second generation entrepreneur and having long standing experience in the industry	Post Graduate in Engineering. Mr. J. S. Rao is having almost 40 years of rich experience in electronics and cement industries. Under his leadership and supervision, the company has undertaken many expansion activities and has become one among the reputed corporate group. He plays a key role in Undertaking modernization project for manufacturing printed circuit board under Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECES) in electronic division and installation of VRM projects at the cements factory and expanding the companies cement division of up to 1900 TPD after taking over from the old management and successfully handling the marketing, finance, purchase and human resource divisions.
Terms and conditions of Re-appointment and details of last salary drawn and remuneration sought to be paid	Not liable to retire by rotation. Last Drawn Salary- Rs. 7,00,000/- per month Remuneration sought to be paid- Rs. 10,00,000/- per month	Not liable to retire by rotation. Last Drawn Salary- Rs. 7,00,000/- per month Remuneration sought to be paid- Rs. 10,00,000/- per month
No. of Board Meetings attended upto the date of the Notice	04	04
Relationship with other Directors/KMP	Spouse of Mr. J. S. Rao, Managing Director and Mother of Mr. J. Venkata Krishna, Non-executive director and Mrs. Sarada Govardhini Jasti, COO.	Spouse of Mrs. J. Triveni, Whole Time Director and Father of Mr. J. Venkata Krishna Non-executive director and Mrs. Sarada Govardhini Jasti, COO.
Board Membership of other Listed Companies	None	Non-executive Non-Independent Director at Kakatiya Cement Sugar and Industries Limited (CIN: L26942TG1979PLC002485)
Chairmanship/ Membership of the Committees of other Companies	None	Member of the Audit and CSR Committee of Kakatiya Cement Sugar and Industries Limited.
Shareholding in the Company as on the Notice Date	21,95,348 equity shares (27.38% of paid-up equity share capital of the Company)	37,01,559 equity shares (46.17% of paid-up equity share capital of the Company)