

Report of Scrutinizer

To, Smt. J. Triveni (Executive Chairperson) Chairman of 36th Annual General Meeting KEERTHI INDUSTRIES LIMITED Hyderabad	To, Sri. J. Sivaram Prasad (Chairman of Audit Committee) Chairman of 36th Annual General Meeting KEERTHI INDUSTRIES LIMITED Hyderabad
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Dear Sir/Madam,

Pursuant to the resolution passed by the Board of Directors of M/s. Keerthi Industries Limited (Company) on 30th May, 2019, I, Ch. Veeranjanyulu, Practicing Company Secretary (Membership No.: 6121 & CP No. : 6392), partner of M/s. VCSR & Associates (Address: 305 A & B, Pancom, Business Centre, Ameerpet, Hyderabad, Telangana- 500073), been appointed as Scrutinizer to first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and to make a Consolidated Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting, who shall countersign the same and declare the result of the voting forthwith to the Stock Exchanges and disseminate in the website of the Company accordingly.

To enable wider participation of share holders, pursuant to the provisions of section 108 of the Companies Act, 2013 (the act) and the rules framed thereunder and as required under Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company had therefore made arrangement with the service provider CDSL for providing system of recording votes of shareholders electronically through Remote e-voting. The Company had accordingly arranged through its Registrar and Share Transfer Agent M/s. XL Softech Systems Ltd (RTA) to set up the e-voting facility on the CDSL e-voting website.

We, hereby submit our report pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, including amendments thereof till date, as under:

1. Cut-off Date and Record Date

Keerthi Industries Limited through RTA uploaded the resolution together with the explanatory statement on which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. The register of members was made up, for the purpose of e-voting as of 30th July, 2019 (cut-off date) and as Record date for the purpose of dividend.

2. Dispatch of Notice

The Company has informed us that, it has completed dispatch of Annual Report including Notice of AGM on 10.07.2019 to all members through permitted modes, whose names appear in the Register of Members, as on 29th June, 2019.

3. Remote E-voting:

Remote e-voting platform was open from 9.00 a.m. on Saturday, 03rd August, 2019 till 5.00 p.m. on Tuesday, 06th August, 2019 whereby members were requested to cast their votes electronically to conveying their assents/dissent in respect of the resolutions set forth in the Notice of AGM.



4. Poll voting at the AGM:

- a. The Voting at the venue of AGM has been casted by polling papers supplied to the shareholders at the Venue itself.
- b. After the time fixed for closing of the poll by the Chairman, on 07th August, 2019, ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
- c. **We have not found any poll papers as invalid. There were 27 shareholders who voted by Poll papers supplied at the Venue of AGM and all are valid and contained all the details as required.**

5. Counting process

On completion of voting at the meeting, we have first counted the votes cast by poll and reconciled the votes with the records maintained with the Company and RTA. Thereafter we unblocked the remote e-voting results on the CDSL evoting platform before Mr. J Siva Prasad and Mr. Sai Ram, who are not the employee of the Company. Thereafter, we downloaded the e-voting results.

6. Results

- a. We Observed that:
 - i. 36 members were presents in person and in proxy representing 59,01,479 Equity Shares.
 - ii. 23 members have casted their votes through Remote e-voting. 4 members from promoter/promoter group and 19 members from Public category.
 - iii. 6 members were interested in Item No. 2, and 9 of the Notice of AGM. However, still casted their votes. (2 interested members through poll voting and 4 interested members through e-voting), which has been declared invalid and their votes subtracted from the total no of vote casted for Item No. 2, and 9.
- b. The Summary of Poll voting, remote-evoting and consolidated results with respect to each item on the agenda as set out in the Notice of the 36th AGM is enclosed.
- c. Based on the aforesaid results, **Six (6) Ordinary Resolution and Three (3) Special Resolution** as contained in the Notice of AGM have been passed with requisite majority.
- d. The Chairman may declare the result of the 36th Annual General Meeting accordingly.
- e. The register and all other papers relating to electronic voting and the poll papers and all other relevant records were sealed and handed over to the Chairman of the meeting as authorized by the Board for safe keeping. Further, Soft copies of the list of members voted "**FOR**", **AGAINST**" will be emailed to the Company Secretary after the announcement of the Results by the Company.

Thanking You,
Yours' Faithfully,

**For VCSR & Associates
Company Secretaries**




(Ch. Veeranjayulu)
Partner
CP No. 6392
Place: Hyderabad
Date: 09-08-2019

Physical Voting Result

S. No	Resolution	Total No of Votes polled		*Invalid (voted even interested in the Resolution)		Assent		Dissent			Summary of result	
		No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	Percentage (%)	No. of Shareholders	No. of Shares	Percentage (%)	% of Assent
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report for the FY 2018-19.	27	3990	0	0	27	3990	100	0	0	100	0
2	Re-election of Smt. J. Triveni, the Executive Chairperson and Whole-time Director (DIN: 00029107) who retires by rotation, and being eligible, offers herself for re-appointment	27	3990	2	1933	25	2057	100	0	0	100	0
3	Declaration of Dividend on 9% Cumulative Redeemable Preference Shares.	27	3990	0	0	27	3990	100	0	0	100	0
4	Declaration of Final Dividend on Equity Shares of Re. 0.90/- for the Financial Year 2018-19.	27	3990	0	0	27	3990	100	0	0	100	0
5	Re-appointment of Mr. K. Harishchandra Prasad (DIN 00012564) as an Independent Director for another term of 5 (five) consecutive years on the Board of the company w.e.f. 08th August, 2019 upto 7th August, 2024	27	3990	0	0	27	3990	100	0	0	100	0
6	Re-appointment of Mr. B. V. Subbaiah (DIN 01147062) as an Independent Director for another term of 5 (five) consecutive years on the Board of the company w.e.f. 08th August, 2019 upto 7th August, 2024	27	3990	0	0	27	3990	100	0	0	100	0
7	Alteration of the object clause of the Memorandum of Association by addition of New Clauses as detailed in notice of AGM	27	3990	0	0	27	3990	100	0	0	100	0
8	Ratification of Remuneration of Cost Auditor 2019-2020	27	3990	0	0	27	3990	100	0	0	100	0
9	Reclassification of the status of Promoter and Promoter Group Category into Public Category	27	3990	2	1933	25	2057	100	0	0	100	0

In the Assent column, in agenda item no 2, and 9, total 3990 votes has been made. However, 1933 votes has been made by the interested members hence declared invalid and subtracted from the total no of votes polled.



Electronic Voting Result

S. No	Resolution	Total No of Votes polled			*Invalid (e-voted interested in the Resolution)		Assent			Dissent			Summary of result	
		No. of Shareholders	No. of Shares	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	Perce ntage (%)	No. of Shareholders	No. of Shares	Perce ntage (%)	% of Assent	% of Dissent
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report for the FY 2018-19.	23	6107655	0	0	22	6107555	100	1	100	0	100	0	
2	Re-election of Smt. J. Triveni, the Executive Chairperson and Whole-time Director (DIN: 00029107) who retires by rotation, and being eligible, offers herself for re-appointment	23	6107655	4	6005953	18	101602	100	1	100	0	100	0	
3	Declaration of Dividend on 9% Cumulative Redeemable Preference Shares.	23	6107655	0	0	22	6107555	100	1	100	0	100	0	
4	Declaration of Final Dividend on Equity Shares of Re. 0.90/- for the Financial Year 2018-19.	23	6107655	0	0	22	6107555	100	1	100	0	100	0	
5	Re-appointment of Mr. K. Harishchandra Prasad (DIN 00012564) as an Independent Director for another term of 5 (five) consecutive years on the Board of the company w.e.f. 08th August, 2019 upto 7th August, 2024	23	6107655	0	0	22	6107555	100	1	100	0	100	0	
6	Re-appointment of Mr. B. V. Subbaih (DIN 01147062) as an Independent Director for another term of 5 (five) consecutive years on the Board of the company w.e.f. 08th August, 2019 upto 7th August, 2024	23	6107655	0	0	22	6107555	100	1	100	0	100	0	
7	Alteration of the object clause of the Memorandum of Association by addition of New Clauses as detailed in notice of AGM 2019-2020	23	6107655	0	0	22	6107555	100	1	100	0	100	0	
8	Ratification of Remuneration of Cost Auditor 2019-2020	23	6107655	0	0	22	6107555	100	1	100	0	100	0	
9	Reclassification of the status of Promoter and Promoter Group Category into Public Category	23	6107655	4	6005953	18	101602	100	1	100	0	100	0	

In the Assent column, in agenda item no 2, and 9, total 6107655 votes has been made. However, 6005953 votes has been made by the interested members hence declared invalid and subtracted from the total no of votes polled.



Consolidated Results (Physical & E-voting)

S. No	Resolution	Total No of Votes polled		*Invalid (e-voted interested Resolution)		even in the		Assent		Dissent		Summary of result	
		No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	Percentage (%)	No. of Shareholders	No. of Shares	Percentage (%)	% of Assent	% of Dissent
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report for the FY 2018-19.	50	6111645	0	0	49	6111545	100	1	100	100	0	
2	Re-election of Smt. J. Triveni, the Executive Chairperson and Whole-time Director (DIN: 00029107) who retires by rotation, and being eligible, offers herself for re-appointment	50	6111645	6	6007886	45	103659	100	1	100	100	0	
3	Declaration of Dividend on 9% Cumulative Redeemable Preference Shares.	50	6111645	0	0	49	6111545	100	1	100	100	0	
4	Declaration of Final Dividend on Equity Shares of Re. 0.90/- for the Financial Year 2018-19.	50	6111645	0	0	49	6111545	100	1	100	100	0	
5	Re-appointment of Mr. K. Harishchandra Prasad (DIN 00012564) as an Independent Director for another term of 5 (five) consecutive years on the Board of the company w.e.f. 08th August, 2019 upto 7th August, 2024	50	6111645	0	0	49	6111545	100	1	100	100	0	
6	Re-appointment of Mr. B. V. Subbath (DIN 01147062) as an Independent Director for another term of 5 (five) consecutive years on the Board of the company w.e.f. 08th August, 2019 upto 7th August, 2024	50	6111645	0	0	49	6111545	100	1	100	100	0	
7	Alteration of the object clause of the Memorandum of Association by addition of New Clauses as detailed in notice of AGM	50	6111645	0	0	49	6111545	100	1	100	100	0	
8	Ratification of Remuneration of Cost Auditor 2019-2020	50	6111645	6	6007886	45	103659	100	1	100	100	0	
9	Reclassification of the status of Promoter and Promoter Group Category into Public Category	50	6111645	0	0	49	6111545	100	1	100	100	0	

Notes: In the Assent column, only the valid votes has been shown and all the votes polled by the interested members has been excluded.

