

## SCRUTINIZER'S REPORT

|                             |   |
|-----------------------------|---|
| <b>Name of the Company</b>  | <b>KEERTHI INDUSTRIES LIMITED</b>   |
| <b>Meeting</b>              | <b>38<sup>th</sup> Annual General Meeting</b>   |
| <b>Day, Date &amp; Time</b> | <b>Monday, 20<sup>th</sup> September, 2021 at 11:00 A.M.</b>  |
| <b>Deemed Venue</b>         | <b>Registered office situated at Plot No.40, IDA Balanagar, Hyderabad, Telangana - 500037 INDIA</b> |
| <b>Mode</b>                 | <b>Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")</b>                                |

### 1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 38<sup>th</sup> Annual General Meeting ("AGM") of M/s. **KEERTHI INDUSTRIES LIMITED** (hereinafter referred to as "**the Company**") scheduled on Monday, 20<sup>th</sup> September, 2021 at 11:00 A.M. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

### 2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an advertisement was published in The Financial Express (English) and Nava Telangana (Telugu), on 29<sup>th</sup> August, 2021 respectively specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & demat) who are yet to register their emailids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 27<sup>th</sup> August, 2021.

2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by **XL Softech System Limited**, the Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, the Company completed dispatch of Notice of AGM:

a) On **28<sup>th</sup> August, 2021** by E-mail to 3006 Members who had already registered their E-mail IDs with the Company / Depositories;

### **3. Cut-off date:**

Voting rights were reckoned as on **Wednesday, 15th September, 2021**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

### **4. Remote e-voting process**

#### **4.1 Agency**

The Company appointed **CDSL** as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

#### **4.2 Remote e-voting period**

Remote e-voting platform was open from **Friday, September 17, 2021 (9.00 a.m. IST) and ends on Sunday, September 19, 2021 (5.00 p.m. IST)** and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

### **5. Voting at the AGM**

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

## **6. Counting Process**

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

## **7. Results**

7.1 We observe that:

- a) 39 Members had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 26<sup>th</sup> June, 2021 is enclosed herewith.

7.3 Based on the aforesaid results, we report that **07 Ordinary Resolutions and 2 Special Resolutions** as set out in Item Nos. 1 to 9 of the Notice of the AGM dated 26<sup>th</sup> June, 2021 have been **passed with the requisite majority**.

**For VCSR & Associates  
Company Secretaries**

Place: Hyderabad  
Date: 22.09.2021

**(Ch. Veeranjanyulu)  
Partner  
CP No. 6392**

**CONSOLIDATED RESULTS**

**Item No. 1: Adoption of the Audited Statements of Profit and Loss Account for the Financial Year ended on March 31, 2021, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 2: Re-appointment of Sri. J. Triveni, the Whole-time Director (DIN: 00029107) who retires by rotation, and being eligible, offers herself for re-appointment.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 3: Declaration of Final Dividend of Rs. 1.50/- per equity share of Rs. 10/- each for the financial year ended 31st March, 2021.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 4: Declaration of Dividend on 9% Cumulative Redeemable Preference Shares for the financial year ended 31<sup>st</sup> March, 2021**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 5: REGULARISATION OF ADDITIONAL DIRECTOR, SRI JASTI VENKATA KRISHNA BY APPOINTING HIM AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 6: RE-APPOINTMENT OF SMT. J. TRIVENI AS EXECUTIVE CHAIRPERSON AND WHOLETIME DIRECTOR OF THE COMPANY.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 7: RE-APPOINTMENT OF SRI. J. S. RAO AS MANAGING DIRECTOR OF THE COMPANY.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 8: RE-APPOINTMENT AND REMUNERATION OF SMT. J. SARADA GOVARDHINI AS CHIEF OPERATING OFFICER (COO) WHO IS RELATIVE OF DIRECTORS, HOLDING OFFICE OR PLACE OF PROFIT, FOR A PERIOD OF THREE (3) YEAR i.e. FROM 14.02.2021 TO 13.02.2024.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.

**CONSOLIDATED RESULTS**

**Item No. 9: RATIFICATION OF REMUNERATION OF COST AUDITOR.**

| Particulars | Remote e- voting |         | Voting at the AGM |       | Total  |         | Percentage (%) |
|-------------|------------------|---------|-------------------|-------|--------|---------|----------------|
|             | Number           | Votes   | Number            | Votes | Number | Votes   |                |
| ASSENT      | 38               | 6008696 | 0                 | 0     | 38     | 6008696 | 100            |
| DISSENT     | 1                | 1       | 0                 | 0     | 1      | 1       | 0              |
| TOTAL       | 39               | 6008697 | 0                 | 0     | 39     | 6008697 | 100            |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 26<sup>th</sup> June, 2021 has been **passed with requisite majority**.