

# VCSR & ASSOCIATES

Company Secretaries

# 8-3-945, 3rd Floor, F.No. 305 A & B, Pancom Business Centre,  
Ameerpet, Hyderabad - 500 073. Tel: 040-2374 3021, 40078155

## Report of Scrutinizer

To,  
Smt. J. Triveni  
Executive Chairperson  
32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
**KEERTHI INDUSTRIES LIMITED**  
Hyderabad

Pursuant to the resolution passed by the Board of Directors of M/s. Keerthi Industries Limited (Company) on 29<sup>th</sup> May, 2015, 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), 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 enable wider participation of share holders, pursuant to the provisions of section 108 of the Companies Act, 2013 (the act) and the rules framed there under and as required under the listing agreement, the Company had therefore made arrangement with the service provider CDSL for providing system of recording votes of shareholders electronically through e-voting. The Company had accordingly arranged through its Registrar and Transfer Agent M/s. XL Softech Systems Ltd (RTA) to set up the e-voting facility on the CDSL e-voting website.

I, hereby submit my 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 if any, as under:

### 1. **Cut-off Date**

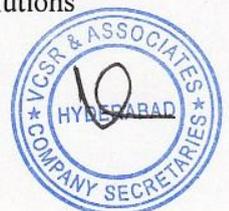
Keerthi Industries Limited through RTA uploaded the resolution together with the explanatory statement on which remote e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. The register of members was made up, for the purpose of evoting as of 22<sup>nd</sup> September, 2015 (cutoff date).

### 2. **Dispatch of Notice**

The Company has informed that, it has completed dispatch of Annual Report including Notice of AGM on 01.09.2015 to all members through permitted modes, whose names appear in the Register of Members, as on 7<sup>th</sup> August, 2015.

### 3. **Remote E-voting:**

Remote E-voting platform was open from 9.00 a.m. on Friday, 25<sup>th</sup> September, 2015 to 5.00 p.m. on Sunday, 27<sup>th</sup> September, 2015 and members were requested to cast there votes electronically to conveying their assents/dissent in respect of the resolutions setfourth 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 28<sup>th</sup> September, 2015, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- c. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

**5. Counting process**

On completion of voting at the meeting, I have first counted the votes cast by poll and reconciled the votes with the records maintained with the Company and RTA. Thereafter I unblocked the remote e-voting results on the CDSL evoting platform before Mr. J Siva Prasad and Ms. Swati and downloaded the e-voting results.

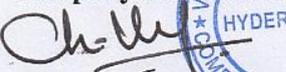
**6. Results**

- a. I Observed that:
  - a. 24 members has casted their votes through the poll voting provided at the Venue of AGM.
  - b. 6 members has casted their votes through Remote e-voting.
- b. The Summary of Poll voting, remote-evoting and consolidated results with respect of each item on the agenda as set out in the Notice of the 32<sup>nd</sup> AGM is enclosed.
- c. Based on the aforesaid results, Four (4) Ordinary Resolution and Once (1) Special Resolutions as contained in the Notice of AGM have been passed with requisite majority.
- d. The Chairman may declare the result of the 32<sup>nd</sup> 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 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,

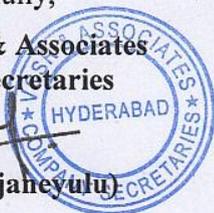
Yours' Faithfully,

**For VCSR & Associates  
Company Secretaries**

  
(Ch. Veeranjanevulu)

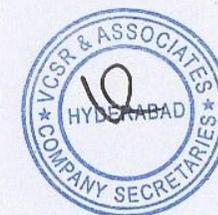
**Partner  
CP No. 6392**

**Place: Hyderabad  
Date: 30-09-2015**



### Physical Voting Result

S.No	Resolution	Assent			Dissent			Invalid			Summary of result	
		No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report.	24	22031	0.27	0	0	0	0	0	0	24	22031
2	Re-election of Sri. J. Sivaram Prasad as Director of the Company who retires by rotation and being eligible offers himself for reappointment.	24	22031	0.27	0	0	0	0	0	0	24	22031
3	Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34 <sup>th</sup> AGM and to fix their remuneration.	24	22031	0.27	0	0	0	0	0	0	24	22031
4	Ratification of Remuneration of M/s. K Narasimha Murthy & Co, Cost Accountants, for the financial year 2015-16.	24	22031	0.27	0	0	0	0	0	0	24	22031
5	To adopt New Articles of Association (AOA) of the Company.	24	22031	0.27	0	0	0	0	0	0	24	22031



### Electronic Voting Result

S.No	Resolution	Assent			Dissent			Invalid			Summary of result	
		No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report	6	6001288	74.86	0	0	0	0	0	0	6	6001288
2	Re-election of Sri. J. Sivaram Prasad as Director of the Company who retires by rotation and being eligible offers himself for reappointment.	6	6001288	74.86	0	0	0	0	0	0	6	6001288
3	Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34 <sup>th</sup> AGM and to fix their remuneration.	6	6001288	74.86	0	0	0	0	0	0	6	6001288
4	Ratification of Remuneration of M/s. K Narasimha Murthy & Co, Cost Accountants, for the financial year 2015-16.	6	6001288	74.86	0	0	0	0	0	0	6	6001288
5	To adopt New Articles of Association (AOA) of the Company.	6	6001288	74.86	0	0	0	0	0	0	6	6001288



**Consolidated Results (Physical & E-voting)**

S.No	Resolution	Assent			Dissent			Invalid			Summary of result	
		No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report	30	6023319	75.13	0	0	0	0	0	0	30	6023319
2	Re-election of Sri. J. Sivaram Prasad as Director of the Company who retires by rotation and being eligible offers himself for reappointment.	30	6023319	75.13	0	0	0	0	0	0	30	6023319
3	Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34 <sup>th</sup> AGM and to fix their remuneration.	30	6023319	75.13	0	0	0	0	0	0	30	6023319
4	Ratification of Remuneration of M/s. K Narasimha Murthy & Co, Cost Accountants, for the financial year 2015-16.	30	6023319	75.13	0	0	0	0	0	0	30	6023319
5	To adopt New Articles of Association (AOA) of the Company.	30	6023319	75.13	0	0	0	0	0	0	30	6023319

