



## NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of Shareholders of the Company will be held on Saturday the 26th September, 2020 at 09:30 AM through video conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS:

#### 1. ADOPTION OF FINANCIAL STATEMENTS FOR THE FY 2019-20

To consider and adopt the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss Account and cash flow statement for the year ended on that date together with the Notes, Reports of the Directors and Auditors thereon.

#### 2. REAPPOINTMENT OF DIRECTOR WHO RETIRES BY ROTATION

To appoint a Director in place of Sri. J.S. Rao, the Managing Director (DIN: 00029090) who retires by rotation, and being eligible, offers himself for re-appointment.

#### 3. DECLARATION OF DIVIDEND ON 9% CUMULATIVE REDEEMABLE PREFERENCE SHARES

To pass with or without modification the following resolutions as an Ordinary Resolution

"RESOLVED THAT a final dividend @ 9% on 9% Cumulative Redeemable Preference Shares capital for the financial year ended 31st March, 2020 as recommended by the Board be and is hereby declared in the manner as tabulated hereunder and the Dividend be paid to the eligible preference shareholders whose name (s) stand on the Register of Members as on the date of Book Closure fixed for the purpose of determining eligibility for payment of dividend in proportion to the paid up thereon."

Sl.No.	No of 9% Cumulative Preference Share	Per share (in Rs.)	Total amount of Dividend entitles to receive	% of dividend per share	Dividend Per share (In Rs.)
1.	5,00,000	-	-	-	-
2.	2,70,100	35/-	8,50,815	9%	3.15
3.	2,68,340	44.10077/-	10,65,060	9%	3.96
<b>Total</b>	<b>10,38,440</b>		<b>19,15,875</b>		

#### 4. DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2019-2020

To pass with or without modification the following resolutions as an Ordinary Resolution

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend of Re. 0.90/- per equity share of Rs. 10/- each be and is hereby approved and is declare out of the Accumulated Profit of the Company for the previous financial year and the Dividend be paid to the eligible equity shareholders whose name (s) stand on the Register of Members as on the date of Book Closure fixed for the purpose of determining eligibility for payment of dividend in proportion to the paid up thereon."

### SPECIAL BUSINESS:

#### 5. RATIFICATION OF REMUNERATION OF COST AUDITOR:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to Section 148 (3) of the Companies Act, 2013 read with Rule 14 (a) of Companies (Audit and Auditors Rules), 2014, and as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 25-07-2020 the remuneration payable during the year 2020-21 to M/s. BVR & Associates (FRN: 000453), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2020-2021, amounting to Rs. 55,000/- (Rupees Fifty-Five Thousand only) plus re-imbusement of out of pocket expenses incurred by them in connection with the aforesaid audit and GST as may be applicable be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



**6. RECLASSIFICATION OF THE STATUS OF PROMOTER AND PROMOTER GROUP CATEGORY INTO PUBLIC CATEGORY**

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

“RESOLVED THAT in accordance with Regulation 31 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the company be and is hereby accorded to re-classify the following persons/entities (hereinafter individually referred to the applicants) forming part of the ‘Promoter & Promoter Group Category’ to ‘Public Category’

Sl. No.	Name of Promoters	No.of shares held
1.	Mr. J. Veeranna Chowdary	NIL
2.	J.S. Krishna Murthy HUF	NIL
3.	Lt. Smt. J. Bullemmai	NIL

‘RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following condition:

- a. Such promoter shall not directly or indirectly exercise control over the affairs of the company
- b. Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (regulation) Rules, 1957 and the provisions of Regulation 38 of SEBI (LODR) Regulation, 2015
- c. The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of theses regulation
- d. Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its person acting in concert

RESOVED FURTHER THAT after such re-classification following shall be the promoter of the company

Name of the shareholders	No. of shares held	% of paid-up capital
J. Seshagiri Rao	37,01,559	46.17
J. Triveni	21,95,349	27.38
J. Venkata Krishna	87,347	1.09
J. Sarada Govardhini	21,698	0.27
Total	60,05,612	74.91

“RESOLVED FURTHER THAT on approval of SEBI Board/Stock Exchanges upon application for re-classification of the aforesaid applicants, the company shall effect such reclassification in the statement of Shareholding Pattern from immediate succeeding quarter under regulation 31 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and other applicable provisions.

“RESOLVED FURTHER THAT any of the Directors of the company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

By Order of the Board of Directors  
Sd/-  
**(J. S.Rao)**

Place: Hyderabad  
Date: 25-07-2020

Managing Director  
DIN:00029090

**NOTES:**

- 1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2. The Statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.



3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the company by email through its registered email address to kilinvestorservices@gmail.com with a copy marked to chveeru@gmail.com
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, XL Softech Systems Limited for assistance in this regard.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with XL Softech Systems Limited in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to XL Softech Systems Limited in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.keerthiindustries.com/form-sh-13](http://www.keerthiindustries.com/form-sh-13). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to XL Softech Systems Limited in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or XL Softech Systems Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 25, 2020 through email on kilinvestorservices@gmail.com. The same will be replied by the Company suitably.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday the 18th September, 2020 to Saturday the 26th September, 2020, both days inclusive, in terms of Section 91 of the Companies Act, 2013.
13. Final dividend of Re. 0.90/- per equity share of Rs. 10/- each has been recommended for the financial year ended 31st March, 2020.
14. The Dividend, after declaration, will be paid to those shareholders whose names stand on the Register of Members as on 17th September, 2020 (Record date).
  - a. The Dividend in respect of shares held in the electronic form will be paid to the beneficial owners of shares whose names appear in the list furnished by the Depositories for this purpose as on 17th September, 2020.
  - b. The Dividend in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on 17th September, 2020.
15. The Dividend will be paid on or before 25th October, 2020.



16. Shareholders who have not yet encashed their dividend warrant(s) pertaining to the dividend for the financial year 2018-19 onwards, are requested to lodge their claims with the RTA, after which the unclaimed dividend shall stand transferred to the IEPF Authority account within 7 years from the date on which it becomes unpaid.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.keerthiindustries.com](http://www.keerthiindustries.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com>.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ TCPL (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
20. The Company is concerned about the environment and utilizes the natural resources in a substantial way. We request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other Communications via email.
21. Additional information pursuant to Regulation 36 (3) of the SEBI (LODR) Regulation, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM is furnished as **(Annexure I)** which forms part of the Notice. The Directors have furnished the requisite consent/declarations for their appointment/re-appointment.
22. The company has opened a DEMAT suspense Account with Anand Rathi Share and Stock Brokers Limited and credited all the unclaimed shares of the shareholders. The details are as follows:

Sl. No.	Particulars	2018-19	2019-20
1	Number of shareholders outstanding at the beginning of the year	1532	1532
2	Outstanding shares in the DEMAT suspense account at the beginning of the year	8851	8851
3	Number of shareholders who approached the company for transfer of shares from the suspense account during the year	0	0
4	Number of shareholders to whom shares was transferred from the suspense account during the year	0	0
5	Aggregate number of shareholders outstanding at the end of the year	1532	1532
6	Outstanding shares in the suspense account lying at the end of the year	8851	8851

Voting rights of these shares were frozen till the rightful owner of such shares claims these shares.

23. For any assistance or information about shares, etc. members may contact the Company's Registrar and Share Transfer Agent, as follows:  
M/s. XL Softech systems Limited  
3, Sagar Society,  
Road No.2, Banjara Hills,  
Hyderabad – 500 034  
Tel: 040-23545913, 14
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



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

**ITEM NO. 5**

**RATIFICATION OF COST AUDITORS REMUNERATION**

The Board, on the recommendations of the Audit Committee, has approved the appointment of M/s. BVR & Associates (FRN: 000453), Cost Accountants, as Cost Auditors for conducting cost audit of the cost records of the Company for the financial year ending March 31, 2020, at a remuneration of Rs. 55,000/- plus reimbursement of actual travel and out of pocket expenses and GST as applicable.

In accordance with Section 148 (3) of the Companies Act, 2013 and Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors are required to be ratified by the shareholders of the Company.

Hence the resolution at item no. 3 of the accompanying Notice, which your Board recommends for your approval as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company neither their relatives are concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 6**

**RECLASSIFICATION OF THE STATUS OF PROMOTER AND PROMOTER GROUP CATEGORY INTO PUBLIC CATEGORY**

The Company in its previous AGM held on August 07, 2019 has approved to reclassify the below mentioned promoters and promoter group category into public category. However, the Company has failed to make application to the BSE Ltd (Exchange) for the said reclassification within the timeframe specified by Stock Exchange and same got rejected by the exchange.

Further, in this regard, the Company had received applications from the following promoter's group person/entities pursuant to regulations, 31A of the Listing Regulations, 2015 to re-classifying them under the Public category.

Sl. No.	Name of Promoters	No. of shares held
1.	Mr. J. Veeranna Chowdary	NIL
2.	J.S. Krishna Murthy HUF	NIL
3	Lt. Smt. J. Bullemmai	NIL

The above shareholders do not directly or indirectly exercise control nor they intend to do so in near future, over the affairs of the company. They are also not holding any post of Key Managerial Personnel in the company.

They also do not have any special rights through formal or informal arrangements with the company.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the company at their meeting held on 25th July, 2020 have approved the applications for re-classification received by the company as above promoter group category to Public category subject to approval by the members and relevant regulatory authorities.

Mr. J. S. Rao, the Managing Director/Promoter and Smt. J. Triveni Executive Chairperson/promoter are interested in the resolution.

The Board recommends the resolution under Item No. 6 for approval of the members as a Special Resolution.

**(Annexure I)**

ADDITIONAL INFORMATION PURSUANT TO Regulation 36 (3) of the SEBI (LODR) Regulation, 2015 FOR ITEM NO. 2 OF THE NOTICE:

Name of the Director	Sri J.S.Rao
Date of Birth	18-07-1953
Qualification	Post Graduate in Engineering.
Name of other companies in which the appointee also holds Directorships	1. Triveni Capital Leasing Investments Pvt. Ltd 2. Kakatiya Cement Sugar and Industries Limited. 3. Hyderabad Bottling Co Pvt. Ltd 4. Vijaya Estate and Holdings Pvt Ltd 5. JSK Holdings Private Limited 6. IOU Projects (India) Pvt. Ltd 7. DCS Sporting Private Limited 8. WND (INDIA) Heavy Industry Private Limited
Name of other Companies in which the appointee holds Board Committee membership	Kakatiya Cement Sugar and Industries Limited
Shareholding in Keerthi Industries Limited	37,01,559 equity shares (46.17 % of paid up equity share capital of the Company)
Relationship with other Directors	Spouse of Smt. J. Triveni, Executive Chairperson

**Instructions for e-voting**

- I. Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rule, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 37th AGM to be held on Saturday, September 26, 2020 at 09.30 a.m. The Company has engaged the service of Central Depository Services (India) Limited to provide the e-voting facility. The e-voting facility is available on the link <https://www.evotingindia.com>.
- II. Remote-e-voting means the facility of casting votes by a member using an electronic voting system from a place other than venue of General meeting. The members who have not voted through remote-e-voting may cast their vote through VC/OAVM on the date of AGM.
- III. The Remote e-voting facility will be available during the following voting period:

Commencing of e-voting	End of e-voting
23-09-2020 (9.00 a.m.)	25-09-2020 (5.00 p.m.)

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Please read the instructions printed below before exercising your vote.

- IV. The process and manner for remote e-voting are as under:



### Steps for e-voting

<b>SECTION - A - E-VOTING PROCESS - SHAREHOLDERS HOLDING SHARES IN DEMAT FORM:</b>	
Step 1	: Open your web browser during the voting period and log on to the e-Voting website: <a href="http://www.evotingindia.com">www.evotingindia.com</a> .
Step 2	: Now, click on "Shareholders" to cast your vote(s).
Step 3	: Now, fill up the following details in the appropriate boxes (also refer Section C (v), below).
User – ID	: a. For account holders in CDSL: Your 16 digits beneficiary ID. b. For account holders in NSDL: Your 8 Characters DP ID and followed by 8 digits Client ID.
Character Displayed	: Please enter the 'Character Displayed' in the Box provided for the same and click on login.
Shareholder voted earlier for any company	: If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
Shareholder voting for the first time	: If you are a first-time user follow the steps given below:
PAN	: Enter your 10 digits alpha-numeric PAN issued by Income Tax Department. Shareholders who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8-digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is 'RA123445678'..
DOB *	: Enter the date of birth recorded in your demat account for the said demat account under which you are going to vote in DD/MM/YYYY format.
Dividend Bank Details	: Enter the Dividend Bank Details as recorded in your demat account for the said demat account. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository please enter the client id in the Dividend Bank details field.
Step 4	: After entering these details appropriately, click on "SUBMIT" tab.
Step 5	: Shareholders holding Shares in Demat form will now reach 'Password Creation' menu wherein, they are required mandatorily to 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 resolution 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. Please also refer to Section C (v).
Step 6	: Click on the relevant EVSN for the "Keerthi Industries Limited" on which you choose to vote.
Step 7	: On the voting page, you will see resolution description and against the same, the option "YES / NO" for voting. Select the relevant option as desired YES or NO and click on "SUBMIT".
Step 8	: Click on the Resolution File Link if you wish to view the Notice.
Step 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.
Step 10	: Once you "CONFIRM", your vote on the resolution, you will not be allowed to modify your vote.
Step 11	: You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
Step 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.



<b>SECTION - B - E-VOTING PROCESS - SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM:</b>	
Step 1	: Open your web browser during the voting period and log on to the e-Voting website: <a href="http://www.evotingindia.com">www.evotingindia.com</a> .
Step 2	: Now, click on “Shareholders” to cast your vote(s).
Step 3	: Now, fill up the following details in the appropriate boxes :
User – ID	: Folio Number registered with the Company.
Character Displayed	: Please enter the ‘Character Displayed’ in the Box provided for the same and click on login.
Shareholder voted earlier for any company	: If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
Shareholder voting for the first time	: If you are a first-time user follow the steps given below:
PAN	: Enter your 10 digits alpha-numeric PAN issued by Income Tax Department. Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field.
DOB *	: Enter the date of birth recorded in the company records for the said folio under which you are going to vote in DD/MM/YYYY format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in the company records for the said folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the company, please enter the folio in the Dividend Bank details field.
Step 4	: After entering these details appropriately, click on “SUBMIT” tab.
Step 5	: You will then reach directly the Selection Screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
Step 6	: Click on the relevant EVSN for the “Keerthi Industries Limited” on which you choose to vote.
Step 7	: On the voting page, you will see resolution description and against the same, the option “YES / NO” for voting. Select the relevant option as desired YES or NO and click on “SUBMIT”.
Step 8	: Click on the Resolution File Link if you wish to view the Notice.
Step 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.
Step 10	: Once you “CONFIRM”, your vote on the resolution, you will not be allowed to modify your vote.
Step 11	: You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- V. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**SECTION - C – FOR NON-INDIVIDUAL SHAREHOLDERS:**

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- ❖ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com)





- ❖ After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
- ❖ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ❖ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### OTHER E-VOTING INSTRUCTIONS:

- (i) If you are holding Shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login ID and password are to be used.
- (ii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Shareholder forgets the password and the same needs to be reset.
- (iii) The voting rights of Shareholders shall be in proportion in their Shares of the paid-up Equity Share Capital of the Company as on the cut-off date of 19th September, 2020.
- (iv) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date of 19th September, 2020, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or RTA.
- (v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the AGM through polling paper.
- (vi) Sri. 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), has been appointed as the Scrutinizer to scrutinize the e-Voting process in the fair and transparent manner.
- (vii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (viii) Copy of the notice has been placed on the website of the Company viz. [www.keerthiindustries.com](http://www.keerthiindustries.com) and the website of CDSL.
- (ix) If Demat Account holder has forgotten his password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (x) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, on the resolutions to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xi) The Results declared alongwith the report of the Scrutinizer will be placed on the website of the Company [www.keerthiindustries.com](http://www.keerthiindustries.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQ") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:



Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, XL Softech System Limited at xlfield@gmail.com providing 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) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"><li>Name and Branch of the Bank in which you wish to receive the dividend.</li><li>the Bank Account type</li><li>Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li><li>9-digit MICR Code Number, and</li><li>11-digit IFSC Code</li><li>a scanned copy of the cancelled cheque bearing the name of the first shareholder</li></ol>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [kilinvestorservices@gmail.com](mailto:kilinvestorservices@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [kilinvestorservices@gmail.com](mailto:kilinvestorservices@gmail.com). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.



**NOTE FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 favour 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; [kilinvestorservices@gmail.com](mailto: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.
- ❖ In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.