



Keerthi Industries Limited

(Formerly Suvarna Cements Limited)

Registered Office & Administrative Office : Plot No. 40, IDA, Balanagar, Hyderabad - 500 037.
Tel : 23076538, 23076539, Fax : 91-040-23076543, E-mail : general@keerthiindustries.com,
keerthiitd@gmail.com | CIN : L11100TG1982PLC003492 | GSTIN : 36AAFCS3938P1ZO

July 13, 2024

To,
The BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
M Samachar Marg, Fort, Mumbai,
Maharashtra 400001

Scrip Code: 518011

Subject: Notice convening 41st Annual General Meeting of the Company.

Dear Sir/Madam,

Enclosed herewith is a copy of the Notice convening the 41st Annual General Meeting of the Company on Monday, August 05, 2024 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Mode ('VC/OAVM') in compliance with the provisions of the Companies Act, 2013 and rules made thereunder read with relevant Circulars issued by Ministry of Corporate Affairs and SEBI.

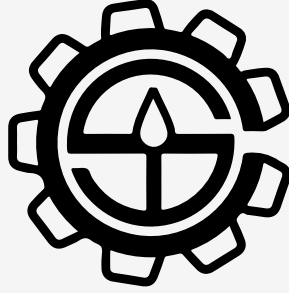
We request you to take note of the above.

Thanking You,

Yours faithfully,
For Keerthi Industries Limited

Ashdeep Kaur
Company Secretary and Compliance Officer

Encl: Notice of the 41st AGM



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

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty First (41st) Annual General Meeting (**'AGM'**) of the Members of Keerthi Industries Limited (**'the Company'**) is scheduled to be held on **Monday, August 05, 2024 at 11.00 AM IST** through Video Conferencing/ Other Audio Visual Means (**'VC/OAVM'**), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024, together with the reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Venkata Krishna Jasti (DIN: 09041310) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of Remuneration payable to Cost Auditors for the Financial Year 2024-25.

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 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 25.05.2024, the remuneration payable to **M/s. Vasireddy & Associates, Cost Accountants, Hyderabad (FRN: 004181)**, to conduct the audit of the Cost Records of the Company for the financial year 2024-2025, amounting to proposed Rs. 55,000/- (Rupees Fifty-Five Thousand only) plus re-imbursment 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."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

- 4. Appointment of Mr. Seetha Ramanjaneyulu Thagirisa (DIN: 10640532) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from May 26, 2024**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 including the Rules framed thereunder and all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Thagirisa Seetha Ramanjaneyulu (DIN: 10640532) who was appointed as an Additional Director (Independent Non-Executive Category) of the Company with effect from May 26, 2024 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years commencing from May 26, 2024 to May 25, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Appointment of Mr. Krishna Prasad Gondi (DIN: 00020179) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from July 07, 2024

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 including the Rules framed thereunder and all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Krishna Prasad Gondi (DIN: 00020179) who was appointed as an Additional Director (Independent Non-Executive Category) of the Company with effect from July 07, 2024 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years commencing from July 07, 2024 to July 06, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place: Hyderabad
Date: 06.07.2024

By Order of the Board of Directors
For Keerthi Industries Limited

Ashdeep Kaur
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**), in respect of the Special Businesses set above is annexed hereto.
2. In terms of Section 152 of the Act, Mr. Venkata Krishna Jasti (DIN: 09041310) retires by rotation at the meeting and being eligible, offers himself for re-appointment.
3. The Ministry of Corporate Affairs (**'MCA'**), vide General Circular No. 09/2023 dated September 25, 2023 has permitted holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before September 30, 2024. Hence, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and MCA Circulars and SEBI Circulars, the 41st AGM of the Company is being held through VC / OAVM on Monday, August 05, 2024 at 11:00 A.M. (IST).
4. In compliance of Section 20 of the Act and further to the aforesaid MCA Circular and SEBI Circular, Notice of the 41st AGM along with the Annual Report 2023-24 is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and the Annual Report 2023-24 will also be available on the Company's Website: www.keerthiindustries.com and Website of the Stock Exchange i.e., BSE Limited: www.bseindia.com, and on the Website of CDSL: <https://www.evotingindia.com>
5. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all the communications including Annual Report, Notices, Circulars etc. from the Company electronically.
6. 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 and SEBI 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, Attendance Slip and Route Map are not annexed to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members intending to authorize their Representatives to participate and vote at the AGM are requested to upload a copy of the Board Resolution/Authorisation Letter on the E-Voting Portal or send to the Company at kilinvestorservices@gmail.com.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. As per Regulation 40 of the SEBI Listing Regulations, as amended, Securities of Listed Entities can be transferred only in Dematerialised form with effect from April 1 2019, except in case of transmission or transposition of Securities. In view of this, Members holding Shares in Physical Form are requested to consider converting their holdings to Dematerialised form. Members can contact M/s XL Softech Systems Limited, Registrar and Share Transfer Agents of the Company, ('RTA' or 'Registrar') situated at Plot No. 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500034, Tel: 040-23545913 / 14. E-mail: xlfield@gmail.com and website of the Registrar: www.xlsoftech.com for assistance in this regard
9. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone/Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to

their Depository Participants (**'DPs'**) in case the Shares are held in Electronic Form and Registrar/ RTA in case the Shares are held in Physical Form.

- a. Registration of E-mail for Shareholders holding Physical Shares: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website www.xlsofttech.com and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail and also upload the image of Share Certificate in PDF or JPEG format. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification. For Permanent Registration for Demat Shareholders: It is clarified that for permanent registration of E-mail address, Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by follow the procedure as prescribed by the Depository Participant.
- b. For Temporary Registration for Demat Shareholders: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: www.xlsofttech.com and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail.
- c. Registration of Bank Details for Physical Shareholders: Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the www.xlsofttech.com and follow the registration process as guided therein. Members are requested to provide details such as Name,

Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member should submit the request letter duly signed. The Registrar will verify the documents upload and will only take on records for all valid cases. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

10. The Meeting shall be deemed to be held at the registered office of the Company at Plot No. 40, IDA Balanagar, Hyderabad- 500037, Telangana
11. Nomination: Pursuant to Section 72 of the Act, Members holding Shares in Physical Form are advised to file Nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.
12. Consolidation of Physical Share Certificates: Members holding Shares in Physical Form, in identical order of Names, in more than One Folio are requested to send to the Company or Registrar, 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.
13. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its Members to cast their vote electronically, through the E-Voting services provided by Central Depository Services (India) Limited ('CDSL') on all the Resolutions set forth in this Notice. Members who have cast their Votes by remote E-Voting prior to the AGM may also participate in the AGM through VC but

shall not be entitled to cast their Vote on such Resolutions again. The manner and process of E-Voting remotely by Members is provided in the instructions for E-Voting which forms part of this Notice.

14. 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 for dispatch of Notice and Annual Report i.e. **Friday, July 05 2024** will only be entitled for receipt of Annual Report.
15. The Voting Rights of the Shareholders for voting through remote E-Voting at the AGM shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on **Tuesday, July 30, 2024 ('Cut-Off Date')**. 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 or of voting at the AGM and who is not a Member as on the Cut-off Date shall treat this Notice for information purposes only.
16. The Remote E-Voting Period will commence on **Thursday, August 01, 2024 (09:00 A.M. IST) and will end on Sunday, August 04, 2024 (05:00 P.M. IST)**. During this period, Members of the Company, holding Shares in Dematerialised form, as on the Cut-off Date i.e., on Tuesday, July 30, 2024 ('Cut-Off Date') shall be entitled to cast their vote by remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
17. The facility for Voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast 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 during the AGM.
18. Any person who becomes a Member of the Company after sending the Notice and holding Shares as on the **Cut-off date (Tuesday, July 30, 2024)** may obtain the Login-id and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for remote E-Voting then he/she can use his/her existing User-id and Password for casting the Vote.
19. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.
20. 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 mentioning their Name, Demat Account Number/Folio Number, E-mail at kilinvestorservices@gmail.com on or before **Saturday, August 03, 2024**. The same will be replied by the Company suitably.
21. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.
22. The Board of Directors has appointed M/s VCSR & Associates, Practicing Company Secretary (Membership No. FCS 6121, COP No. 6392), Hyderabad as the Scrutinizer to scrutinize the remote E-Voting Process and voting during the AGM, in a fair and transparent manner.
23. The Scrutinizer shall immediately, after the conclusion of E-Voting at the AGM, first count the Votes Cast during the AGM, thereafter, unblock the Votes Cast through remote E-Voting and make, not later than 2 working dates of conclusion of the AGM, a consolidated Scrutinizer's Report of the Total Votes Cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Website of the Company and on the Website of CDSL immediately. The results will also be communicated to NSE Limited, where the Shares of the Company are listed.

24. To prevent fraudulent transactions, Members are advised to exercise Due Diligence and notify the Company of any change in address or Demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic Statement of Holdings should be obtained from the concerned DPs and Holdings should be verified from time to time.
25. **Instructions for attending the AGM through VC/OAVM:**
- a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-Voting system. Shareholders may access the same at 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 the Company is displayed.
 - b. Members may join the Meeting through Laptops, Smartphones, Tablets and I-Pads for better experience. Further, Members will be required to use the Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
 - c. 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 between **August 01, 2024 (09:00 am) to August 03, 2024 (05:00 pm)** from their registered E-mail address mentioning their names, DP-ID and Client ID / Folio Number, PAN and Mobile Number at kilinvestorservices@gmail.com Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - d. Members are encouraged to submit their questions in advance with regard to the Financial Statements or any other matter to be placed at the 41st AGM, from their registered E-mail address, mentioning their Name, DP-ID and Client-ID Number / Folio Number and Mobile Number, to reach the Company's E-mail address at kilinvestorservices@gmail.com before **5:00 P.M. (IST) on Saturday, August 03, 2024**. Such questions by the Members shall be suitably replied by the Company.
 - e. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. If any votes are cast by the Shareholders through the E-Voting available during the 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 as invalid, as the facility of E-Voting during the Meeting is available only to the Shareholders attending the Meeting.
26. Subject to the receipt of Requisite number of Votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM. Voting through Electronic Means: Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2014 read with amendments or re-enactments made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to exercise Members' Right to Vote at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services provided by Central

Depository Services (India) Limited (CDSL). The Members attending the Meeting, who have not already cast their vote through Remote E-Voting shall be able to exercise their Voting Rights at the Meeting. The Members who have already cast their vote through Remote E-Voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

27. The instructions for Shareholders for Voting Electronically are as under:

- (i) The **Voting Period commences on Thursday, August 01, 2024 (09:00 A.M.) and closes on Sunday, August 04, 2024 (05:00 P.M.)** During this period, the Shareholders of the Company, holding Shares in Dematerialized Form, as on the **Cut-off Date (Record Date), Tuesday, July 30, 2024** may cast their vote electronically. The E-Voting Module shall be disabled by CDSL for Voting thereafter.

- (ii) Shareholders who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting.

Login method for E-Voting and Joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on "E-Voting Facility provided by Listed Companies", Individual Shareholders holding Securities in Demat mode are allowed to cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail in their Demat Accounts in order to access the E-Voting Facility. Pursuant to the above said SEBI Circular, Login method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System MYEASI. After successful login to 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 and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME so that the User can visit the E-Voting Service Providers website directly. If the user is not registered for EASI/ EASIEST, option to register is available at CDSL website www.cdslindia.com. To login click on login & New System MYEASI Tab and then click on registration option. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cdslindia.com homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the 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 the E-Voting Service Providers.

Individual
Shareholders
Holding
Securities in
Demat Mode
with NSDL
Depository

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 Homepage 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 re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.
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>
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 homepage 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 or joining Virtual Meeting and Voting during the Meeting.

Individual
Shareholders
Holding
Securities
in Demat
Mode Login
through their
**Depository
Participants
(DP)**

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 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 or joining Virtual Meeting and voting during the Meeting

Important note: Members who are unable to retrieve User-id/ Password are advised to use Forgot User-id and Forgot Password option available at above mentioned website.

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 the following e-mail: helpdesk.evoting@cdslindia.com or Contact at a toll free no.1800 22 5533
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 10 20990 and 1800 22 4430

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (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
 - i. For CDSL: 16 Digits Beneficiary ID
 - ii. For NSDL: 8 Character DP-ID followed by 8

Digits Client-ID

- iii. 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 had voted on an earlier E-Voting of any Company, then your existing password is to be used.
- (vi.) If you are a first-time user follow the steps given below:

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)	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. 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.

- (vii.) After entering these details appropriately, click on 'SUBMIT' tab.
- (viii.) 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 the 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.

- (ix.) For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- (x.) Click on the EVSN of the relevant Company ('Keerthi Industries Limited') on which you choose to vote.
- (xi.) 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.
- (xii.) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiii.) 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.
- (xiv.) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your Vote.
- (xv.) You can also take a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page.
- (xvi.) 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 and enter the details as prompted by the system.

(xvii.) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:

- Non – Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: 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 mailed 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.
- It is Mandatory that 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 the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: kilinvestorservices@gmail.com if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

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 Shri Rakesh Dalvi, Sr Manager, Central Depository

Services (India) Limited (CDSL), Wing-A, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an E-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

By Order of the Board of Directors
For Keerthi Industries Limited

Place: Hyderabad
Date: 06.07.2024

Ashdeep Kaur
Company Secretary & Compliance Officer

INFORMATION AT A GLANCE

Particulars	Details
Date and Time of AGM	Monday, August 05, 2024 at 11:00 A.M. IST
Mode	Video conference and other audio-visual means
Cut-off date for-voting	Tuesday, July 30, 2024
E-voting start time and date	Thursday, August 01, 2024 at 09:00 A.M.
E-voting end time and date	Sunday, August 04, 2024 at 05:00 P.M.
E-voting website	www.evotingindia.com
Participation through video-conferencing	www.cdslindia.com
Helpline number for VC participation	022-23058738 and 022-23058542/43

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

ITEM NO. 03:

Ratification of Remuneration payable to Cost Auditors for the Financial Year 2024-25.

The Board, on the recommendations of the Audit Committee at their respective meeting held on May 25, 2024 had approved the appointment of M/s. Vasireddy & Associates, Cost Accountants (FRN: 004181), as Cost Auditors for conducting cost audit of the cost records of the Company for the financial year ending March 31, 2025, 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.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way to concerned or interested, in the said resolution.

The Board recommends the said resolution no. 03 to be passed as *Ordinary Resolution*.

ITEM NO. 04:

Appointment of Mr. Seetha Ramanjaneyulu Thagirisa (DIN: 10640532) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from May 26, 2024

Mr. Seetha Ramanjaneyulu Thagirisa, was appointed by the Board as an Additional Independent Director with effect from May 26, 2024 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the 'Additional Director' so appointed shall hold office upto the date of the next Annual General Meeting. Accordingly, Mr. Seetha Ramanjaneyulu Thagirisa, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than 14 days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 the requirements of deposit of amount shall not apply in case of appointment of Independent Director.

Accordingly, the Company has received a notice from a member proposing candidature of Mr. Seetha Ramanjaneyulu Thagirisa, for the office of Director in terms of Section 160 of the Companies Act, 2013. He has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The consent letter and other necessary declarations for the said proposal were received by the Company from him.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an 'Annexure I' to the notice.

As per SEBI (LODR) Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person as Director on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company seeks the consent of the members.

Except Mr. Thagirisa Seetha Ramanjaneyulu, being the appointee, or his relatives, none of the Directors

and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 04.

Mr. Seetha Ramanjaneyulu Thagirisa do not hold equity shares in the Company.

The Board is of the view that Mr. Seetha Ramanjaneyulu Thagirisa knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends their appointment to the Members as Special Resolution.

ITEM NO. 05:

Appointment of Mr. Krishna Prasad Gondi (DIN: 00020179) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from July 07, 2024

Mr. Krishna Prasad Gondi, was appointed by the Board as an Additional Director (Independent Category) with effect from July 07, 2024 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the 'Additional Director' so appointed shall hold office upto the date of the next Annual General Meeting. Accordingly, Mr. Krishna Prasad Gondi, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than 14 days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 the requirements

of deposit of amount shall not apply in case of appointment of Independent Director.

Accordingly, the Company has received a notice from a member proposing candidature of Mr. Krishna Prasad Gondi, for the office of Director in terms of Section 160 of the Companies Act, 2013. He has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The consent letter and other necessary declarations for the said proposal were received by the Company from him.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an 'Annexure I' to the notice.

As per SEBI (LODR) Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person as Director on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company seeks the consent of the members.

Except Mr. Krishna Prasad Gondi, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 04.

Mr. Krishna Prasad Gondi do not hold equity shares in the Company.

The Board is of the view that Mr. Krishna Prasad Gondi knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends their appointment to the Members as Special Resolution.

ANNEXURE I

Brief Profile of Directors pursuant to Regulation 36 (3) of the SEBI (Listing Obligations & disclosure Requirements) Regulation, 2015 and Secretarial Standards for General Meetings (SS-2) are as mentioned below:

Name of the Director	Mr. Venkata Krishna Jasti Item No. 2	Mr. Seetha Ramanjaneyulu Thagirisa Item No. 4	Mr. Krishna Prasad Gondi Item No. 5
DIN	09041310	10640532	00020179
Date of Birth	February 28, 1982	May 15, 1958	April 01, 1969
Age	42 Years	66 Years	55 Years
Brief Resume, Qualification and Nature of expertise	<p>Mr. Venkata Krishna Jasti holds Masters in Mechanical Engineering (MS) from Carnegie Mellon University, United States. He was also awarded Ph.D in mechanical engineering from Carnegie Mellon University, US in 2008.</p> <p>He possesses the appropriate skill, experience and knowledge required for the role of Non- Executive Director</p>	<p>Mr. Seetha Ramanjaneyulu Thagirisa holds Master of Commerce (M.Com) Degree from Andhra University</p> <p>He is having over 3.5 decades of rich and versatile experience stretching from Administrative, Finance, Banking with proven results. He is the desired candidate to uphold the Integrity of independence of the Company.</p>	<p>Mr. Krishna Prasad Gondi holds Bachelor's in Electronics from ECE Shivaji University and Masters in Computer Science from Wayne State Detroit Michigan, US.</p> <p>He has 3 decades of senior management experience in technology, construction, industries, advertising and education. He possesses the required experience for acting as the Independent Director of the Company.</p>
Relationship with other Directors	Son of Mr. J. S. Rao, Managing Director and Ms. Triveni Jasti, Whole Time Director of the Company	None	None
Board Membership of other Listed Companies as on March 31, 2024	None	None	None
Chairmanship/ Membership of Committees other Public Limited Companies as on March 31, 2024	None	None	None
No. of Meetings of the Board attended during the year 2023-24	Five out of Five	NA	NA
Listed Companies from which the person has resigned from the directorship in the past three years	None	None	None
Shareholding in Keerthi Industries Limited	87,347 equity shares (1.09% of paid-up equity share capital of the Company)	Nil	NA
Terms and conditions of appointment/ re appointment and Remuneration sought to be paid/ last drawn	<p>Non – Executive Director liable to retire by rotation.</p> <p>Remuneration last drawn: As mentioned in the Corporate Governance Report</p>	<p>Independent Director not liable to retire by rotation.</p> <p>Remuneration last drawn: Nil</p>	<p>Independent Director not liable to retire by rotation.</p> <p>Remuneration last drawn: Nil</p>