

SCRUTINIZER'S REPORT

Name of the Company	KEERTHI INDUSTRIES LIMITED
Meeting	37th Annual General Meeting
Day, Date & Time	Saturday, 26th September, 2020 at 09:30 A.M.
Deemed Venue	Registered office situated at Plot No.40, IDA Balanagar Hyderabad Telangana - 500037 IN
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 37th Annual General Meeting ("AGM") of M/s. **KEERTHI INDUSTRIES LIMITED** (hereinafter referred to as "**the Company**") scheduled on Saturday, 26th September, 2020 at 09:30 A.M. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in The Financial Express (English) and Mana Telangana (Telugu), on 03rd September, 2020 respectively specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 04th September, 2020.



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

a) On 02nd September, 2020 by E-mail to 2868 Members who had already registered their E-mail IDs with the Company / Depositories;

3. Cut-off date:

Voting rights were reckoned as on Saturday, 19th September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

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

4.2 Remote e-voting period

Remote e-voting platform was open from Wednesday, September 23, 2020 (9.00 a.m. IST) and ends on Friday, September 25, 2020 (5.00 p.m. IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

5. Voting at the AGM

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

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



6. Counting Process

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

7. Results

7.1 We observe that:

- a) 55 Members had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 25th July, 2020 is enclosed herewith.

7.3 Based on the aforesaid results, we report that **06 Ordinary Resolutions** as set out in Item Nos. 1 to 6 of the Notice of the AGM dated 25th July, 2020 have been passed with the requisite majority.

Place: Hyderabad
Date: 28.09.2020

For VCSR & Associates
Company Secretaries


(Ch. Veerajaneyulu)
Partner

CP No. 6392

UDIN: F006121B000792203

CONSOLIDATED RESULTS

Item No. 1: Adoption of the Audited Statements of Profit and Loss Account for the Financial Year ended on March 31, 2020, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.

Particulars	Remote e- voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
ASSENT	52	6117381	0	0	52	6117381	100
DISSENT	0	0	0	0	0	0	0
TOTAL	52	6117381	0	0	52	6117381	100

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 25th July, 2020 has been passed with requisite majority.

CONSOLIDATED RESULTS

Item No. 2: Re-appointment of Sri. J. S. Rao, the Managing Director (DIN: 0002909) who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Remote e- voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
ASSENT	52	6117381	0	0	52	6117381	100
DISSENT	0	0	0	0	0	0	0
TOTAL	52	6117381	0	0	52	6117381	100

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 25th July, 2020 has been passed with requisite majority.



CONSOLIDATED RESULTS

Item No. 3: Declaration of Dividend of Rs. 3.15/- per share on 270100 9% Cumulative Redeemable Preference Shares of face value of Rs.35/- each and Rs.3.96/- per share on 268340 9% Cumulative Redeemable Preference Shares of face value of Rs. 44.10077/- for the financial year ended 31st March, 2020.

Particulars	Remote e- voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
ASSENT	52	6117381	0	0	52	6117381	100
DISSENT	0	0	0	0	0	0	0
TOTAL	52	6117381	0	0	52	6117381	100

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM dated 25th August, 2020 has been passed with requisite majority.

CONSOLIDATED RESULTS

Item No. 4: Declaration of Final Dividend of Rs.0.90/- per equity share of Rs. 10/- each for the financial year ended 31st March, 2019.

Particulars	Remote e- voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
ASSENT	52	6117381	0	0	52	6117381	100
DISSENT	0	0	0	0	0	0	0
TOTAL	52	6117381	0	0	52	6117381	100

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 4 of the Notice of the AGM dated 25th August, 2020 has been passed with requisite majority.



CONSOLIDATED RESULTS

Item No. 5: Ratification of Remuneration of Cost Auditor of the Company for the year 2020-2021.

Particulars	Remote e- voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
ASSENT	52	6117381	0	0	52	6117381	100
DISSENT	0	0	0	0	0	0	0
TOTAL	52	6117381	0	0	52	6117381	100

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 25th July, 2020 has been passed with requisite majority.

CONSOLIDATED RESULTS

Item No. 6: Reclassification of the status of Promoter and promoter Group Category into public Category.

Particulars	Remote e- voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
ASSENT	52	6117381	0	0	52	6117381	100
DISSENT	0	0	0	0	0	0	0
TOTAL	52	6117381	0	0	52	6117381	100

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 25th July, 2020 has been passed with requisite majority.

