

Report of Scrutinizer

To,
Smt. J. Triveni
Executive Chairperson
KEERTHI INDUSTRIES LIMITED
Hyderabad

Dear Sir/Madam,

Sub: Scrutinizer's Report of Postal Ballot

Pursuant to the resolution passed by the Board of Directors of M/s. Keerthi Industries Limited (Company) on 07th February, 2019, I, Ch. Veeranjanyulu, Practicing Company Secretary (Membership No.: 6121 & CP No. : 6392), partner of M/s. VCSR & Associates (Address: 305 A & B, Pancom, Business Centre, Ameerpet, Hyderabad, Telangana- 500073), been appointed as Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Special Resolutions as circulated in the Postal Ballot Notice ('Notice') dated 07th February, 2019.

In order to enable wider participation of shareholders and to comply with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013, (the 'Act') read with the Rules framed there under, the Company had provided electronic voting ('e-voting') facility as an alternative to its shareholders, so as to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms ('Forms'). The Company had therefore made arrangement with the service provider CDSL for providing system of recording votes of shareholders electronically through Remote e-voting. The Company had accordingly arranged through its Registrar and Share Transfer Agent M/s. XL Softech Systems Ltd (RTA) to set up the e-voting facility on the CDSL e-voting website.

We, hereby submit our report pursuant to section 108 and 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as aforesaid.

The Management is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions mentioned above. My responsibilities as a Scrutinizers is to report the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the company & reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 07th February, 2019 was sent to the shareholders of the company along with explanatory statement setting out material facts under section 102 of the companies act, 2013.

The members of the company holding shares on the cut-off date i.e. 08th February, 2019 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.



In this regard, I submit my report as under”

- 1). The e-voting period remained open from 9.00 a.m. on Saturday, 23rd February, 2019 till 5.00 p.m. on Sunday, 24th March, 2019 (05.00 P.M.)
- 2). At the end of the voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
- 3). The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.com).
- 4). I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
- 5). The company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/List of beneficiaries as on 08th February, 2019.
- 6). The postal ballot forms were kept under my safe custody in sealed and temper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 7). The ballot boxes were opened on Sunday, 24th March, 2019 at 05.10 P.M. in my presence.
- 8). The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on 08th February, 2019, being the cut off date.
- 9). The postal ballot forms received upto the close of working hours i.e. 5.00 P.M. on Sunday 24th March, 2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
- 10). Envelopes containing postal ballot forms received after Sunday 24th March, 2019 were not considered for my scrutiny. Till the date of my report, I have not received any envelope after the close of working hours on Sunday 24th March, 2019.
- 11). I did not find any defaced or mutilated ballot paper.
- 12). The particulars of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register maintained for the purpose.
- 13). A shareholder holding 1 share has casted vote through physical postal ballot. He has casted his vote in favour of resolution no.1 and casted his against in resolution no.2.

14). Summary of E-voting and Postal Ballot process is given below:

SI No.	Particulars	No. of postal ballot forms/ e-voting option	No of shares
(a)	1. Total Postal Ballot forms received	9	154
	2. Total E-Voting received	15	6021824
	TOTAL (1+2)	24	6021978
(b)	Less: Invalid Postal Ballot Forms	-	-
(c)	1. Net valid Postal Ballot Forms (As per Register)	9	154
	2. Net E-Voting options	15	6021824
	TOTAL	24	6021978



15). The result of the **E-Voting** is given below:

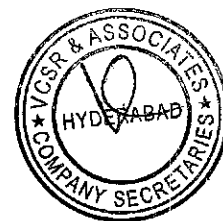
Sr. no.	Particulars of Resolution	Type of Resolution	Votes in favour (in no.)	Votes in favour (in %)	Votes casted against (in no.)	Votes casted against (in %)
1	To alter the object clause of the Memorandum of Association by Addition of new clause	Special	6021824	75.11	Nil	Nil
2	Mr. B.V. Subbaiah to hold or continue as an Independent Director of the company	Special	6021824	75.11	Nil	Nil

16). The result of the **Physical Postal Ballot** process is given below:

Sr. no.	Particulars of Resolution	Type of Resolution	Votes in favour (in no.)	Votes in favour (in %)	Votes casted against (in no.)	Votes casted against (in %)
1	To alter the object clause of the Memorandum Of Association by Addition of new clause	Special	133	0.00165	21	0.00025
2	Mr. B.V. Subbaiah to hold or continue as an Independent Director of the company	Special	133	0.00165	21	0.00025

17). The **Combined Result of E-voting and Postal Ballot** process is given below:

Sr. no.	Particulars of Resolution	Type of Resolution	Votes in favour (in no.)	Votes in favour (in %)	Votes casted against (in no.)	Votes casted against (in %)
1	To alter the object clause of the Memorandum Of Association by Addition of new clause	Special	6021957	75.12	21	0.00025
2	Mr. B.V. Subbaiah to hold or continue as an Independent Director of the company	Special	6021957	75.12	21	0.00025

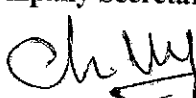
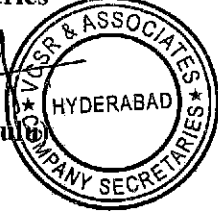


18). The Register, all other papers and relevant records relating to voting shall remain in our custody until the Company Secretary considers, approves and signs the result of the Postal Ballot.

19). **Result:** All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

Thanking You,
Yours' Faithfully,

**For VCSR & Associates
Company Secretaries**

(Ch. Veeranjanyulu)

Partner

CP No. 6392

Place: Hyderabad

Date: 25-03-2019