



Keerthi Industries Limited

(Formerly Suvarna Cements Limited)

Administrative Office : Plot No. 40, IDA, Balanagar, Hyderabad - 500 037

Tel : 23076538, 23076539, Fax : 91-040-23076543

CIN : L26942TS1982PLC003492 E-mail : general@keerthiindustries.com, keerthiltd@gmail.com

Date: 30th August, 2016

To,
The General Manager,
Department of Corporate Services,
The BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, M Samachar Marg, Fort,
Mumbai, Maharashtra 400001.

Dear Sir/Madam

Sub: Regulation 44(3) of the SEBI (LODR) Regulation - Declaration of Result of AGM
Ref: 518011 - Keerthi Industries Limited

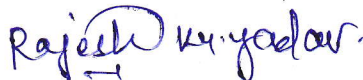
Pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44(3) and 30 (4) read with Clause 13 of Point A of Part A of Schedule III of the SEBI (LODR) Regulation; we are enclosing herewith the following document:

1. Consolidated Result of E-voting and Poll taken on AGM – Regulation. 44 (3).
2. Consolidated Report of Scrutinizer on E-voting and Poll – Rule 20 & 21.
3. Minutes of the AGM – Regulation 30 (4) read with PART A of Schedule III.

This is for your information and record.

Thanking you,

Yours faithfully,
Keerthi Industries Limited


Rajesh Kumar Yadav
Company Secretary





Keerthi Industries Limited

(Formerly Suvarna Cements Limited)

Administrative Office : Plot No. 40, IDA, Balanagar, Hyderabad - 500 037

Tel : 23076538, 23076539, Fax : 91-040-23076543

CIN : L26942TS1982PLC003492 E-mail : general@keerthiindustries.com, keerthiltd@gmail.com

33rd Annual General Meeting Held on 27th August 2016

Declaration of result of remote e-voting and Poll

As per the provisions of Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended upto date and also the Regulation 44 (3) of the SEBI (LODR) Regulation, the Company has provided the facility of remote e-voting to the Shareholders to enable them to cast their votes electronically on the resolutions proposed in the Notice of 33rd Annual General Meeting (AGM). The e-voting was open from 9.00 a.m. on 23rd August 2016 to 5.00 p.m. on 26th August, 2016.

In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by the MCA, where, in any general meeting, e-voting has been offered to the shareholders, then voting by show of hands shall not be done. Therefore at the AGM voting was conducted by means of poll.

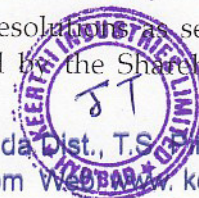
The Board of Directors had appointed Sri. Ch. Veeranjanyulu (C.P. No- 6392), Partner of M/s. VCSR & Associates, Company Secretaries, as scrutinizer to scrutinize the remote e-voting and poll voting process in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto the close of the voting period on 26th August, 2016 and poll received till the conclusion of the meeting and submitted his Report on 30th August 2016.

The Consolidated Results as per the Scrutinizer's Report dated 30th August 2016 is as follows:

Particulars	% Votes in favour	% Votes against
Resolution 1: Adoption of Annual Accounts, Auditor's Report and Director's Report for the FY 2015-16.	100	0.00
Resolution 2: Re-election of Sri. J. S. Rao, Managing Director of the Company who retires by rotation and being eligible offers himself for reappointment.	100	0.00
Resolution 3: Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34 th AGM and to fix their remuneration.	100	0.00
Resolution 4: Appointment and remuneration of Smt. J. Sarada Govardhini as COO to hold office of place of profit U/s 188 of the Companies Act, 2013.	100	0.00
Resolution 5: Revision in the remuneration of Smt. J. Sarada Govardhini, the COO of the Company of Rs. 2, 80,000 p.m. but not exceeding Rs. 4, 30,000 p.m. for the period from 14-02-2017 to 13-02-2021.	100	0.00
Resolution 6: Alteration in Articles of Association.	100	0.00
Resolution 7: Fee to be charged from members and other for serving Documents in requested mode	100	0.00

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 33rd AGM of the Company has been duly approved by the Shareholders with requisite majority.

Registered Office & Works : Mellacheruvu Village & Mandal, Nalgonda Dist., T.S. Pin : 508 246.
Tel: (08683) 226034, 226028, Fax : 226039 E-mail: keerthi_factory@yahoo.com www.keerthiindustries.com



**Outcome of voting of Annual General Meeting
(As per Regulation 44 (3) of the SEBI (LODR) Regulation)**

Date of Annual General Meeting	27 th August, 2016			
Total Number of Shareholders as on record date	14711 Shareholders as on 20 th August, 2016			
No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	6	1	24	1
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group		Public	
	Not Arranged		Not Arranged	
No of Resolution passed in the meeting	7			

Agenda wise

The mode of voting for all the resolutions was:

1. Remote e-voting conducted between 23rd August, 2016 to 26th August, 2016 and
2. Poll conducted at the venue of Annual General Meeting.

Resolution wise combined result of remote e-voting and Poll voting has been annexed hereunder as Annexures.

Thanking You,
For Keerthi Industries Limited

J. Triveni

(J. Triveni)
Executive Chairperson



Place: Hyderabad

Date: 30-08-2016

Resolution 1									
Resolution required: (Ordinary / Special)	Ordinary								
Whether promoter / promoter group are interested in the agenda/resolution?	NO								
Description of Resolution	Adoption of Annual Accounts, Auditor's Report and Director's Report for the Financial Year 2015-16								
Category	Mode of voting	*No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	6007780	6002112	99.91	6002112	0	100.00	0.00	0
	Poll		1933	0.00	1933	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00	0
	Total	6007780	6004045	99.91	6004045	0	100.00	0.00	0
Public- Institutions	E-Voting	149302	0	0	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	149302	0	0.00	0	0	0	0.00	0
Public- Non Institutions	E-Voting	1859656	101710	5.47	101710	0	0	0.00	0
	Poll		3524	0.19	3524	0	100	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0
	Total	1859656	105234	5.66	105234	0	100.00	0.00	0
Total		8016738	6109279	76.21	6109279	0	100.00	0.00	0
Whether Resolution is passed or not?								YES	
NOTE									
* Total No of shares held by promoter and promoter group is 6005847 equity shares. However, JSK Holdings Pvt Ltd holding 1602 equity shares and Hyderabad Bottling Co. Ltd holding 331 equity shares wherein promoters are interested. Hence, their shareholding is also included in the promoter groups aggregating 6007780 equity shares.									



Resolution 2									
Resolution required: (Ordinary / Special)	Ordinary								
Whether promoter / promoter group are interested in the agenda/resolution?	YES								
Discription of Resolution	Re-election of Sri. J. S. Rao, Managing Director of the Company who retires by rotation and being eligible offers himself for reappointment.								
Category	Mode of voting	*No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	# Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	6007780	6002112	99.91	0	0	0.00	0.00	6002112
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00	0
	Total	6007780	6002112	99.91	0	0	0.00	0.00	6002112
Public- Institutions	E-Voting	149302	0	0	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	149302	0	0.00	0	0	0.00	0.00	0
Public- Non Institutions	E-Voting	1859656	101710	5.47	101710	0	100.00	0.00	0
	Poll		3524	0.19	3524	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	1859656	105234	5.66	105234	0	100.00	0.00	0
Total	8016738	6107346	76.18	105234	0	100.00	0.00	6002112	
Whether Resolution is passed or not?								YES	
NOTES									
* Total No of shares held by promoter and promoter group is 6005847 equity shares. However, JSK Holdings Pvt Ltd holding 1602 equity shares and Hyderabad Bottling Co. Ltd holding 331 equity shares wherein promoters are interested. Hence, their shareholding is also included in the promoter groups aggregating 6007780 equity shares.									
# Promoters are interested in this resolution but still casted their votes electronically, has been declared invalid by the scrutinizer and their votes subtracted from the total no of vote casted for Item No. 2									



Resolution 3									
Resolution required: (Ordinary / Special)	Ordinary								
Whether promoter / promoter group are interested in the agenda/resolution?	NO								
Discription of Resolution	Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34th AGM and to fix their remuneration.								
Category	Mode of voting	*No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	6007780	6002112	99.91	6002112	0	100.00	0.00	0
	Poll		1933	0.00	1933	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00	0
	Total	6007780	6004045	99.91	6004045	0	100.00	0.00	0
Public- Institutions	E-Voting	149302	0	0	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	149302	0	0.00	0	0	0	0.00	0
Public- Non Institutions	E-Voting	1859656	101710	5.47	101710	0	0	0.00	0
	Poll		3524	0.19	3524	0	100	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0
	Total	1859656	105234	5.66	105234	0	100.00	0.00	0
Total		8016738	6109279	76.21	6109279	0	100.00	0.00	0
Whether Resolution is passed or not?								YES	
NOTE									
* Total No of shares held by promoter and promoter group is 6005847 equity shares. However, JSK Holdings Pvt Ltd holding 1602 equity shares and Hyderabad Bottling Co. Ltd holding 331 equity shares wherein promoters are interested. Hence, their shareholding is also included in the promoter groups aggregating 6007780 equity shares.									



Resolution 4									
Resolution required: (Ordinary / Special)	Ordinary								
Whether promoter / promoter group are interested in the agenda/resolution?	NO								
Discription of Resolution	Ratification of Remuneration of M/s. Narasimha Murthy & Co, Cost Accountants, for the financial year 2016-17.								
Category	Mode of voting	*No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	6007780	6002112	99.91	6002112	0	100.00	0.00	0
	Poll		1933	0.00	1933	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00	0
	Total	6007780	6004045	99.91	6004045	0	100.00	0.00	0
Public- Institutions	E-Voting	149302	0	0	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	149302	0	0.00	0	0	0	0.00	0
Public- Non Institutions	E-Voting	1859656	101710	5.47	101710	0	0	0.00	0
	Poll		3524	0.19	3524	0	100	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0
	Total	1859656	105234	5.66	105234	0	100.00	0.00	0
Total		8016738	6109279	76.21	6109279	0	100.00	0.00	0
Whether Resolution is passed or not?							YES		
NOTE									
* Total No of shares held by promoter and promoter group is 6005847 equity shares. However, JSK Holdings Pvt Ltd holding 1602 equity shares and Hyderabad Bottling Co. Ltd holding 331 equity shares are promoters are interested. Hence, their shareholding is also included in the promoter groups aggregating 6007780 equity shares.									



Resolution 5									
Resolution required: (Ordinary / Special)	Ordinary								
Whether promoter / promoter group are interested in the agenda/resolution?	YES								
Discription of Resolution	Appointment and remuneration of Smt. J. Sarada Govardhini as COO to hold office of place of profit U/s 188 of the Companies Act, 2013.								
Category	Mode of voting	*No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	# Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	6007780	6002112	99.91	0	0	0.00	0.00	6002112
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	6007780	6002112	99.91	0	0	0.00	0.00	6002112
Public- Institutions	E-Voting	149302	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	149302	0	0.00	0	0	0.00	0.00	0
Public- Non Institutions	E-Voting	1859656	101710	5.47	101710	0	0	0.00	0
	Poll		3524	0.19	3524	0	100	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0
	Total	1859656	105234	5.66	105234	0	100.00	0.00	0
Total		8016738	6107346	76.18	105234	0	100.00	0.00	6002112
Whether Resolution is passed or not?								YES	

NOTES

* Total No of shares held by promoter and promoter group is 6005847 equity shares. However, JSK Holdings Pvt Ltd holding 1602 equity shares and Hyderabad Bottling Co. Ltd holding 331 equity shares wherein promoters are interested. Hence, their shareholding is also included in the promoter groups aggregating 6007780 equity shares.

Promoters are interested in this resolution but still casted their votes electronically, has been declared invalid by the scrutinizer and their votes subtracted from the total no of vote casted for Item.



Resolution 6									
Resolution required: (Ordinary / Special)	Special								
Whether promoter / promoter group are interested in the agenda/resolution?	NO								
Discription of Resolution	To Alter the Articles of Association (AOA) of the Company.								
Category	Mode of voting	*No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	6007780	6002112	99.91	6002112	0	100.00	0.00	0
	Poll		1933	0.00	1933	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00	0
	Total	6007780	6004045	99.91	6004045	0	100.00	0.00	0
Public- Institutions	E-Voting	149302	0	0	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	149302	0	0.00	0	0	0	0.00	0
Public- Non Institutions	E-Voting	1859656	101710	5.47	101710	0	0	0.00	0
	Poll		3524	0.19	3524	0	100	0.00	0
	Postal Ballot (if applicable)			0.00	0	0	0	0.00	0
	Total	1859656	105234	5.66	105234	0	100.00	0.00	0
Total		8016738	6109279	76.21	6109279	0	100.00	0.00	0
Whether Resolution is passed or not?							YES		
NOTE									
* Total No of shares held by promoter and promoter group is 6005847 equity shares. However, JSK Holdings Pvt Ltd holding 1602 equity shares and Hyderabad Bottling Co. Ltd holding 331 equity shares wherein promoters are interested. Hence, their shareholding is also included in the promoter groups aggregating 6007780 equity shares.									



Resolution 7									
Resolution required: (Ordinary / Special)	Ordinary								
Whether promoter / promoter group are interested in the agenda/resolution?	NO								
Discription of Resolution	Fee for Service of documents to members and other in particular mode.								
Category	Mode of voting	*No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	6007780	6002112	99.91	6002112	0	100.00	0.00	0
	Poll		1933	0.00	1933	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00	0
	Total	6007780	6004045	99.91	6004045	0	100.00	0.00	0
Public- Institutions	E-Voting	149302	0	0	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	149302	0	0.00	0	0	0	0.00	0
Public- Non Institutions	E-Voting	1859656	101710	5.47	101710	0	0	0.00	0
	Poll		3524	0.19	3524	0	100	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0
	Total	1859656	105234	5.66	105234	0	100.00	0.00	0
Total		8016738	6109279	76.21	6109279	0	100.00	0.00	0
Whether Resolution is passed or not?								YES	
NOTE									
* Total No of shares held by promoter and promoter group is 6005847 equity shares. However, JSK Holdings Pvt Ltd holding 1602 equity shares and Hyderabad Bottling Co. Ltd holding 331 equity shares wherein promoters are interested. Hence, their shareholding is also included in the promoter groups aggregating 6007780 equity shares.									





VCSR & ASSOCIATES

Company Secretaries

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

Report of Scrutinizer

To, Smt. J. Triveni Executive Chairperson	To, Sri. L Ram Babu Member of the Company (Unanimously appointed as Chairman for the Agenda item no. 2 to 7 of the meeting.
--	---

**33rd Annual General Meeting of the Equity Shareholders of
KEERTHI INDUSTRIES LIMITED
Hyderabad**

Pursuant to the resolution passed by the Board of Directors of M/s. Keerthi Industries Limited (Company) on 28th May, 2016, I, Ch. Veeranjanyulu, Practicing Company Secretary (Membership No.: 6121 & CP No. : 6392), partner of M/s. VCSR & Associates (Address: 305 A & B, Pancom, Business Centre, Ameerpet, Hyderabad, Telangana- 500073), appointed as Scrutinizer to first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and to make a Consolidated Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting, who shall countersign the same and declare the result of the voting forthwith to the Stock Exchanges and disseminate in the website of the Company accordingly.

To enable wider participation of share holders, pursuant to the provisions of section 108 of the Companies Act, 2013 (the act) and the rules framed thereunder and as required under Regulation 44 of the SEBI (LODR) Regulation, 2015, 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 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, including amendments thereof till date, as under:

1. Cut-off Date

Keerthi Industries Limited through RTA uploaded the resolution together with the explanatory statement on which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. The register of members was made up, for the purpose of e-voting as of 20th August, 2016 (cut-off date).



2. Dispatch of Notice

The Company has informed that, it has completed dispatch of Annual Report including Notice of AGM on 05.08.2016 to all members through permitted modes, whose names appear in the Register of Members, as on 29th July, 2016.

3. Remote E-voting:

Remote e-voting platform was open from 9.00 a.m. on Tuesday, 23rd August, 2016 till 5.00 p.m. on Friday, 26th August, 2016 whereby members were requested to cast their votes electronically to conveying their assents/dissent in respect of the resolutions set forth in the Notice of AGM.

4. Poll voting at the AGM:

- a. The Voting at the venue of AGM has been casted by polling papers supplied to the shareholders at the Venue itself.
- b. After the time fixed for closing of the poll by the Chairman, on 27th August, 2016, ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
- c. **We found 4 poll papers as invalid due to abstain from voting hence not at all taken into consideration for counting total number of votes polled.**

5. Counting process

On completion of voting at the meeting, we have first counted the votes cast by poll and reconciled the votes with the records maintained with the Company and RTA. Thereafter we unblocked the remote e-voting results on the CDSL evoting platform before Mr. J Siva Prasad and Mr. B. Karunakar, who are not the employee of the Company. Thereafter, we downloaded the e-voting results.

6. Results

- a. We Observed that:
 - i. 30 members were personally presents representing 60,21,525 Equity Shares.
 - ii. 2 proxies representing 87,351 Equity Shares.
 - iii. 7 members has casted their votes through the poll voting provided at the venue of AGM (excluding invalid poll paper).
 - iv. 25 members have casted their votes through Remote e-voting.
 - v. 7 members were interested in Item No. 2 and 5 of the Notice of AGM. However, 5 out of these 7 interested members have still casted their votes electronically, which has been declared invalid and their votes subtracted from the total no of vote casted for Item No. 2 and 5.
- b. The Summary of Poll voting, remote-evoting and consolidated results with respect to each item on the agenda as set out in the Notice of the 33rd AGM is enclosed.
- c. Based on the aforesaid results, **Six (6) Ordinary Resolutions and One (1) Special Resolution** as contained in the Notice of AGM have been passed with requisite majority.
- d. The Chairman may declare the result of the 33rd Annual General Meeting accordingly.

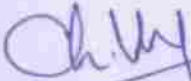


- e. The register and all other papers relating to electronic voting and the poll papers and all other relevant records were sealed and handed over to the Chairperson as authorized by the Board for safe keeping. Further, Soft copies of the list of members voted "FOR", AGAINST" will be emailed to the Company Secretary after the announcement of the Results by the Company.

Thanking You,

Yours' Faithfully,

For VCSR & Associates
Company Secretaries



(Ch. Veeranjanyulu)

Partner

CP No. 6392

Place: Hyderabad

Date: 30-08-2016



Physical Voting Result

S. No	Resolution	Total No of Votes polled		Assent			Dissent			*Invalid (i.e abstain from voting)		Summary of result	
		No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	Perce ntage (%)	No. of Shareholders	No. of Shares	Percent age (%)	No. of Shareholders	No. of Shares	% of Assent	% of Dissent
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report for the FY 2015-16.	7	5457	7	5457	100	0	0	0	4	6776	100	0
2	Re-election of Sri. J. S. Rao as Managing Director of the Company who retires by rotation and being eligible offers himself for reappointment.	5	3524	5	3524	100	0	0	0	4	6776	100	0
3	Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34 th AGM and to fix their remuneration.	7	5457	7	5457	100	0	0	0	4	6776	100	0
4	Ratification of Remuneration of M/s. Narasimha Murthy & Co, Cost Accountants, for the financial year 2016-17.	7	5457	7	5457	100	0	0	0	4	6776	100	0
5	Appointment and remuneration of Smt. J. Sarada Govardhini as COO to hold office of place of profit U/s 188 of the Companies Act, 2013	5	3524	5	3524	100	0	0	0	4	6776	100	0
6	To Alter the Articles of Association (AOA) of the Company.	7	5457	7	5457	100	0	0	0	4	6776	100	0
7	Fee for Service of documents to members and other in particular mode.	7	5457	7	5457	100	0	0	0	4	6776	100	0



Electronic Voting Result

S. No	Resolution	Total No of Votes polled		*Invalid (e-voted interested in the Resolution)		Assent		Dissent			Summary of result	
		No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	Percentage (%)	No. of Shareholders	No. of Shares	Percentage (%)	% of Assent
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report for the FY 2015-16.	25	61,03,822	0	0	25	61,03,822	100	0	0	100	0
2	Re-election of Sri. J. S. Rao as Managing Director of the Company who retires by rotation and being eligible offers himself for reappointment.	25	61,03,822	5	60,02,112	20	1,01,710	100	0	0	100	0
3	Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34th AGM and to fix their remuneration.	25	61,03,822	0	0	25	61,03,822	100	0	0	100	0
4	Ratification of Remuneration of M/s. K Narasimha Murthy & Co, Cost Accountants, for the financial year 2016-17.	25	61,03,822	0	0	25	61,03,822	100	0	0	100	0
5	Appointment and remuneration of Smt. J. Sarada Govardhini as COO to hold office of place of profit U/s 188 of the Companies Act, 2013	25	61,03,822	5	60,02,112	20	1,01,710	100	0	0	100	0
6	To Alter the Articles of Association (AOA) of the Company.	25	61,03,822	0	0	25	61,03,822	100	0	0	100	0
7	Fee for Service of documents to members and other in particular mode.	25	61,03,822	0	0	25	61,03,822	100	0	0	100	0



Consolidated Results (Physical & E-voting)

S. No	Resolution	Total No of Votes polled		*Invalid (e-voted even interested in the Resolution)		Assent		Dissent		Summary of result	
		No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	% of Assent	% of Dissent
1	To Adopt Annual Accounts, together with Notes to Accounts Auditor's Report and Director's Report for the FY 2015-16.	32	61,09,279	0	0	32	61,09,279	100	0	100	0
2	Re-election of Sri. J. S. Rao as Managing Director of the Company who retires by rotation and being eligible offers himself for reappointment.	30	61,07,346	5	60,02,112	25	1,05,234	100	0	100	0
3	Ratification of Appointment of M/s K. S. Rao & Co, auditor of the Company till the conclusion of 34th AGM and to fix their remuneration.	32	61,09,279	0	0	32	61,09,279	100	0	100	0
4	Ratification of Remuneration of M/s. K Narasimha Murthy & Co, Cost Accountants, for the financial year 2016-17.	32	61,09,279	0	0	32	61,09,279	100	0	100	0
5	Appointment and remuneration of Smt. J. Sarada Govardhini as COO to hold office of place of profit U/s 188 of the Companies Act, 2013	30	61,07,346	5	60,02,112	25	1,05,234	100	0	100	0
6	To Alter the Articles of Association (AOA) of the Company.	32	61,09,279	0	0	32	61,09,279	100	0	100	0
7	Fee for Service of documents to members and other in particular mode.	32	61,09,279	0	0	32	61,09,279	100	0	100	0





Keerthi Industries Limited

(Formerly Suvarna Cements Limited)

Administrative Office : Plot No. 40, IDA, Balanagar, Hyderabad - 500 037

Tel : 23076538, 23076539, Fax : 91-040-23076543

CIN : L26942TS1982PLC003492 E-mail : general@keerthiindustries.com, keerthiltd@gmail.com

MINUTES OF THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF KEERTHI INDUSTRIES LIMITED HELD AT MELLACHERUVU (VILLAGE & MANDAL), NALGONDA DISTRICT-508246, TELANGANA ON SATURDAY THE 27TH DAY OF AUGUST, 2016 AT 11:00 A.M.

PRESENT:

- | | |
|---------------------------|--|
| 1. Smt. J. Triveni | Executive Chairperson |
| 2. Sri. J. S. Rao | Managing Director |
| 3. Sri. E. Siva Sankaram | Director |
| 4. P. Govardhana Reddy | For K. S. Rao & Co, Statutory Auditors |
| 5. Mr. Rajesh Kumar Yadav | Company Secretary |
| 6. Ch. Veeranjanyulu | For VCSR & Associates, Scrutinizer, Practicing Company Secretary |

ABSENT

- | | |
|---------------------------------|----------------------|
| 1. Sri. K. Harishchandra Prasad | Independent Director |
| 2. Sri. Boddu Venkata Subbaiah | Independent Director |
| 3. Sri. J. Sivaram Prasad | Director |

MEMBERS ATTENDANCE & QUORUM:

30 Members in person representing: 60,21,525 equity shares;

And

2 Members in proxies representing: 87,351 Equity Shares

After ascertaining that the requisite members were present to form the quorum, Smt. J. Triveni, the Executive Chairperson of the Company declared that the meeting is open. Chairperson welcomed all the Shareholders and invitees to the 33rd Annual General Meeting (AGM).

INTRODUCTION:

At the Outset, the Chairperson briefly introduced herself and members of the Board on the dais. The Chairperson informed the meeting that the Register of Members, Register of Director's Shareholding along with other statutory registers are kept open for inspection by the shareholders at the venue and that the same are accessible during the continuance of the meeting.

Chairperson informed the meeting that Chief Financial Officer (CFO) Sri. Y Venkateswara Rao has owing to pursue his own business, resigned from the office w.e.f. 30th July, 2016. The Vacancy will be filled within the time stipulated under section 203 (4) of the Companies Act, 2013.

With the consent of the Members, the Notice convening the Meeting and the Auditor's Reports were taken as read.

Thereafter Chairperson welcomed questions and clarifications from the shareholders.

After resolving the queries the Chairperson informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) amendment Rules, 2015, the Company has extended the remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting was commenced from 23rd August, 2016 at 9.00 a.m. and ended on 26th August, 2016 at 5.00 p.m. She further explained that



Registered Office & Works : Mellacheruvu Village & Mandal, Nalgonda Dist., T.S. Pin : 508 246.

Tel: (08683) 226034, 226028, Fax : 226039 E-mail: keerthi_factory@yahoo.com Web: www.keerthiindustries.com

in the venue of this AGM the voting will be done by means of polling papers only by those members who have not availed the facility of e-voting and directed the Company Secretary to distribute the polling papers.

Sri. Ch. Veeranjanyulu, (Membership No.: 6121 & CP No. : 6392), partner of M/s. VCSR & Associates, Practicing Company Secretary (Address: 305 A & B, Pancom, Business Centre, Ameerpet, Hyderabad, Telangana- 500073), was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting and poll voting process in fair and transparent manner.

Chairman's Speech:

The Chairperson then delivered her speech and thereafter, Chairperson asked the Company Secretary to read and proceed with the business agenda laid before the meeting in consultation with the scrutinizer on the following terms:

ORDINARY BUSINESS:


1. ADOPTION OF AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, REPORT OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR 2015-16.

The Company Secretary has read the following resolution:

“RESOLVED THAT pursuant to section 129 and other applicable provisions, if any, of the companies act, 2013, the balance sheet as at 31st march, 2016 and profit and loss account for the period ended 31st march, 2016 together with Directors' Report and Auditors' Report thereon be and are hereby considered, approved and adopted.”

After reading the proposed **Ordinary resolution** Mr. S. K. Jamaluddin, member present in person has proposed the resolution which was seconded by Mr. V Pannakala Rao.

The Company Secretary informed the meeting that none of the directors, KMPs or their relatives are interested in the resolution. Thereafter, the shareholders has casted their vote, as per their choice, in the poll papers supplied to them.

J. Triveni


J. Triveni
Executive Chairperson

Place: Hyderabad
Date: 30-August-2016

2. RE-APPOINTMENT OF SRI. J. S. RAO, DIRECTOR, WHO RETIRES BY ROTATION.

The Company Secretary has explained to the meeting that Sri. J. S. Rao, the Managing Director including other interested members shall not participate in the discussion and voting of this resolution. Accordingly Smt. J. Triveni, the Chairperson including all the interested members did not participated in the subject matter.

Thereafter, Poll was demanded for the election of Chairman and it was taken forthwith. The Scrutinizer Sri. Ch. Veeranjanyulu, counted the votes and declare that Sri L Ram Babu, member of the Company was unanimously elected as Chairman of the meeting. Thereafter the Company Secretary has explained that **Sri. L Ram Babu**, member of the Company will act as the Chairman for the rest of this meeting as per the requirement of Section 104 of the Companies Act, 2013.

After that Company Secretary has read the resolution as under:

L. Ram Babu


“RESOLVED THAT Sri. J. S. Rao, Managing Director (DIN: 00029090) of the Company who retires by rotation and being eligible for appointment be and is hereby reappointed as the Director of the Company.”

After reading the proposed **Ordinary resolution** Mr. G. Seshagiri Rao, member present in person has proposed the resolution which was seconded by Mr. Y Venkateswara Rao.

Thereafter, shareholders has casted their vote, as per their choice, in the poll papers supplied to them.

3. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITOR

The Company Secretary has read the following resolution:

“RESOLVED THAT the appointment of M/s. K. S. Rao & Co., Chartered Accountants (Registration No. 003109S) as auditors of the Company as approved by the members at the Thirty First (31st) Annual General Meeting to hold office until the conclusion of the Thirty Fourth (34th) Annual General Meeting, be and is hereby ratified on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of traveling and other out-of-pocket expenses actually incurred by them in connection with the audit.”

After reading the proposed **Ordinary resolution** Mr. Rajesh Yadav, Representative of JSK Holdings Private Limited has proposed the resolution which was seconded by Mr. Y Venkateswara Rao.

The Company Secretary has informed the meeting that none of the directors, KMPs or their relatives are interested in the resolution. Thereafter, the shareholders has casted their vote, as per their choice, in the poll papers supplied to them.

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION OF COST AUDITOR

The Company Secretary has read the following 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, the remuneration payable during the year 2016-17 to M/s. Narasimha Murthy & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to Rs. 70,000/- (Rupees Seventy Thousand only) plus service tax as applicable and re-imbusement of out of pocket expenses incurred by them in connection with the aforesaid audit 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 acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

After reading the proposed **Ordinary resolution** Mr. Sambasiva Rao, Representative of Hyderabad Bottling Company Limited has proposed the resolution which was seconded by Mr. Madhusudhan, Representative of J S Krishna Murthy (HUF).

The Company Secretary has informed the meeting that none of the directors, KMPs or their relatives are interested in the resolution. Thereafter, the shareholders has casted their vote, as per their choice, in the poll papers supplied to them.



A handwritten signature in blue ink is written over a purple circular stamp. The stamp contains the text "BOARD OF DIRECTORS" around the perimeter and "D. BAD * 02/17" in the center.

5. Revision in salary of Smt. J. Sarada Govardhini, Chief Operating Officer (COO), relative of directors, holding office or place of profit, for the period from 14.02.2017 to 13.02.2021:

The Company Secretary has explained to the meeting that Smt. J. Sarada Govardhini, Chief Operating Officer (COO) is relative of Managing Director and Chairperson. Hence, both of them including other interested members shall not participate in the discussion and voting of this resolution. Accordingly all the interested members did not participated in the subject matter. Thereafter, that Company Secretary has read the resolution as under:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 15 (3) (b) of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of the SEBI (LODR) Regulation, 2015 and also pursuant to the consent of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors vide resolutions passed in their respective meetings held on 12th February, 2016, the approval of the Company be and is hereby accorded to the Board to approve and fix remuneration payable to Smt. J. Sarada Govardhini as Chief Operating Officer (COO) of the Company, of remuneration of Rs. 2,80,000 p.m. but not exceeding Rs. 4,30,000 p.m. for the period from 14-02-2017 to 13-02-2021 as per details as set out under item no. 5 of the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT where, in any financial year, the Company has no profits or its profits are inadequate, during the currency of tenure of the COO, the Company shall pay Rs. 2,50,000/- per month as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration and other terms and conditions and vary the same from time to time within the overall limit approved by the members and the Central Government, if any, and to take all such acts that may be required to give effect to aforesaid resolution.”

After reading the proposed **Ordinary resolution** Mr. A. Bikkanna, has proposed the resolution which was seconded by Mr. Jones Reddy.

After reading the proposed **Ordinary resolution** by the Company Secretary, non-interested shareholders has casted their vote, as per their choice, in the poll papers supplied to them.

6. Approval of alteration in Articles of Association

The Company Secretary has read the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company as follows:

1. The existing Article no. 79 (ii) of the Articles of Association of the Company be and is hereby deleted and the following new Article no. 79 (ii) be and is hereby substituted in lieu of the deleted Clause:

79 (ii) “The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two Directors or one Director and of the secretary or such other person as the Board may appoint for the purpose and at least any one of them shall sign every instrument to which the seal of the company is so affixed in their presence.”



2. The existing Article no. 85 of the Articles of Association of the Company be and is hereby deleted and the following new Article no. 85 be and is hereby substituted in lieu of the deleted Clause:

85.

- (i) Any dividend, interest or other monies payable in cash in respect of Securities shall be paid, either directly or through its Registrars to an Issue and Share Transfer Agent (RTI & STA), by using any RBI (Reserve Bank of India) approved electronic mode of payment.

Provided, where it is not possible to use electronic mode of payment then dividend, interest or other monies payable in cash in respect of Securities may be paid by 'payable-at-par warrants' or cheques.

- (ii) 'payable-at-par warrants' or cheques shall be sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

- (iii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

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

After reading the proposed **Special resolution**, Smt. J. Triveni has proposed the resolution which was seconded by Sri. J. S. Rao.

The Company Secretary has informed the meeting that none of the directors, KMPs or their relatives are interested in the resolution. Thereafter, the shareholders has casted their vote, as per their choice, in the poll papers supplied to them.

7. Determination of fee for Service of Documents to members/others in a requested mode.

Thereafter, the Company Secretary has proceeded towards the last item of agenda and read the following resolution:

"RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 70/- (Rupees Seventy Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

"RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."



After reading the proposed **Ordinary resolution** Mr. A. Bikkanna, has proposed the resolution which was seconded by Mr Jones Reddy.

The Company Secretary has informed the meeting that none of the directors, KMPs or their relatives are interested in the resolution. Thereafter, the shareholders has casted their vote, as per their choice, in the poll papers supplied to them.


After the conclusion of voting at the AGM, Scrutinizer was requested to collect the polling papers. The Scrutinizer collected and has first counted the votes cast at the meeting and thereafter unblocked the votes cast through remote e-voting in the presence of Mr. Siva Prasad and MR. N. Karunakar who were not in employment of the Company.

The Chairman explained to the meeting that after due counting and scrutiny of e-votes and poll votes casted for the resolutions, Sri. Ch. Veeranjanyulu, the Scrutinizer, will within 48 working hours of the conclusion of this meeting, submit the consolidated Scrutinizer's report to the Chairman. The Chairman may approve and countersigned the same and declare the result of the voting forthwith to the Stock Exchange and upload on the Company's website.

Vote of Thanks:

Mr. Rajesh Kumar Yadav, on behalf of members, proposed a vote of thanks to the Chair which was seconded by all the members' presents at the meeting with acclamation. Thereafter, the discussion was handed over to the Chairman who declared the meeting as concluded.

Place: Hyderabad
Date: 30-August-2016



L. Ram Babu
Member of the Company
Chairman