

### Announcement of Result of Postal ballot

In Accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Postal Ballot Notice containing draft resolution and the explanatory statement thereto along with Postal Ballot form were dispatched to the shareholders of the Company on 19<sup>th</sup> March, 2015. The Consent of the Members was sought by way of resolutions as set out in the Notice of Postal Ballot.

Based on the report dated 22<sup>nd</sup> April 2015 submitted by Mr. Ch Veeranjanyulu, Practicing Company Secretary, appointed as the Scrutinizer to conduct the postal ballot in a fair and transparent manner, we declare that the following resolutions are duly passed with requisite majority.

S. No.	Type of Resolution	Description	Result
1	Special Resolution	Extension of date of redemption of 770100 - 9% cumulative redeemable preferential shares of Rs. 100/- each by 5 (five) more years	Passed with requisite majority
2	Special Resolution	Approval of Borrowing limits of the Company	Carried with requisite majority
3	Special Resolution	Creation of Charges on the assets of the Company	Carried with requisite majority
4	Ordinary Resolution	Ratification of remuneration of Cost Auditor	Carried with requisite majority
5	Special Resolution	Appointment and fixation of remuneration of Smt. J Trivni as Whole time Director and Executive Chairperson.	Carried with requisite majority
6	Special Resolution	Appointment and fixation of remuneration of Sri. J S Rao as Managing Director.	Carried with requisite majority

The Result is as under:

#### Outcome of voting of Postal Ballot (As per Clause 35A of the Listing Agreement)

<b>Date of declaration of Postal Ballot</b>	23 <sup>rd</sup> April, 2015	
<b>Total Number of Shareholders as on cutoff date</b>	14566 Shareholders as on 7 <sup>th</sup> March, 2015	
<b>No. of Shareholders voted</b>	Promoters and Promoter Group	Public
	4	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Promoters and Promoter Group	Public
	Not Arranged	Not Arranged



<b>Results:</b>							
<b>ITEM No. 1. Extension of date of redemption of 770100 - 9% cumulative redeemable preferential shares of Rs. 100/- each by 5 (five) more years</b>							
Promoter / Public	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 of votes polled	% of Votes against on votes polled on Outstanding Shares
	(1)	(2)	(3) =	(4)	(5)	(6) =	(7) =
			$[2/1]*100$			$[4/2]*100$	$[5/2]*100$
Promoter & Promoter Group	6009152	5892208	98.05	5892208	0	100	0
Public Institutional Holder	0	0	0	0	0	0	0
Public Others	2007586	0	0	0	0	0	0
<b>Total</b>	<b>8016738</b>	<b>5892208</b>	<b>73.50</b>	<b>5892208</b>	<b>0</b>	<b>100</b>	<b>0</b>

<b>Results:</b>							
<b>ITEM No. 2. Approval of Borrowing limits of the Company</b>							
Promoter / Public	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 of votes polled	% of Votes against on votes polled on Outstanding Shares
	(1)	(2)	(3) =	(4)	(5)	(6) =	(7) =
			$[2/1]*100$			$[4/2]*100$	$[5/2]*100$
Promoter & Promoter Group	6009152	5892208	98.05	5892208	0	100	0
Public Institutional Holder	0	0	0	0	0	0	0
Public Others	2007586	0	0	0	0	0	0
<b>Total</b>	<b>8016738</b>	<b>5892208</b>	<b>73.50</b>	<b>5892208</b>	<b>0</b>	<b>100</b>	<b>0</b>

<b>Results:</b>							
<b>ITEM No. 3. Creation of Charges on the assets of the Company</b>							
Promoter / Public	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 of votes polled	% of Votes against on votes polled on Outstanding Shares
	(1)	(2)	(3) =	(4)	(5)	(6) =	(7) =
			$[2/1]*100$			$[4/2]*100$	$[5/2]*100$



Promoter & Promoter Group	6009152	5892208	98.05	5892208	0	100	0
Public Institutional Holder	0	0	0	0	0	0	0
Public Others	2007586	0	0	0	0	0	0
<b>Total</b>	<b>8016738</b>	<b>5892208</b>	<b>73.50</b>	<b>5892208</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Results:**

<b>ITEM No. 4. Ratification of remuneration of Cost Auditor</b>							
Promoter / Public	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 of votes polled	% of Votes against on votes polled on Outstanding Shares
	<b>(1)</b>	<b>(2)</b>	<b>(3) =</b>	<b>(4)</b>	<b>(5)</b>	<b>(6) =</b>	<b>(7) =</b>
			<b>[2/1]*100</b>			<b>[4/2]*100</b>	<b>[5/2]*100</b>
Promoter & Promoter Group	6009152	5892208	98.05	5892208	0	100	0
Public Institutional Holder	0	0	0	0	0	0	0
Public Others	2007586	0	0	0	0	0	0
<b>Total</b>	<b>8016738</b>	<b>5892208</b>	<b>73.50</b>	<b>5892208</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Results:**

<b>ITEM No. 5. Appointment and fixation of remuneration of Smt. J Trivni as Whole time Director and Executive Chairperson</b>							
Promoter / Public	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 of votes polled	% of Votes against on votes polled on Outstanding Shares
	<b>(1)</b>	<b>(2)</b>	<b>(3) =</b>	<b>(4)</b>	<b>(5)</b>	<b>(6) =</b>	<b>(7) =</b>
			<b>[2/1]*100</b>			<b>[4/2]*100</b>	<b>[5/2]*100</b>
Promoter & Promoter Group	6009152	5892208	98.05	5892208	0	100	0
Public Institutional Holder	0	0	0	0	0	0	0
Public Others	2007586	0	0	0	0	0	0
<b>Total</b>	<b>8016738</b>	<b>5892208</b>	<b>98.05</b>	<b>5892208</b>	<b>0</b>	<b>100</b>	<b>0</b>

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<b>Results:</b>							
<b>ITEM No. 6. Appointment and fixation of remuneration of Sri. J S Rao as Managing Director</b>							
<b>Promoter / Public</b>	<b>No. of shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes polled on Outstanding Shares</b>	<b>No. of votes in favour</b>	<b>No. of votes against</b>	<b>% of Votes in favour of votes polled</b>	<b>% of Votes against on votes polled on Outstanding Shares</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3) =</b>	<b>(4)</b>	<b>(5)</b>	<b>(6) =</b>	<b>(7)=</b>
			<b>[2/1]*100</b>			<b>[4/2]*100</b>	<b>[5/2]*100</b>
Promoter & Promoter Group	6009152	5892208	98.05	5892208	0	100	0
Public Institutional Holder	0	0	0	0	0	0	0
Public Others	2007586	0	0	0	0	0	0
<b>Total</b>	<b>8016738</b>	<b>5892208</b>	<b>73.50</b>	<b>5892208</b>	<b>0</b>	<b>100</b>	<b>0</b>

**For KEERTHI INDUSTRIES LIMITED**

Date: 23.04.2015  
Place: Hyderabad

  
**(EMANI SIVA SANKARAM)**  
**DIRECTOR**