

22th June, 2020

To,
National Stock Exchange of India Limited
'Exchange Plaza', 5th Floor, Plot No.C-1,
Block G, Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Symbol: KEERTI

Sub: Detail of the Postal Ballot Results pursuant to Regulation 44 of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, please find enclosed herewith details of voting results of the Postal Ballot declared by the Company on 22th June, 2020. The following resolutions set out in the Postal Ballot notice were approved by the Shareholders of the Company with requisites majority:-

1. Issue of Bonus Equity Shares:

In accordance of Section 63 of Companies Act, 2013, the Shareholders approved to issue Bonus Equity Shares to the existing Shareholders of the Company in the ratio of 21:10.

2. Migration of Listing / Trading of Equity Shares of the Company from NSE Emerge to Main Board of National Stock Exchange of India Limited.

The Board of the Company has decided for Migration of Company from NSE Emerge to the Main Board of National Stock Exchange of India Limited, in this connection the shareholders approval for the same will be taken through Postal Ballot.

This is for your information and records.

Thanking you,

Yours faithfully,

For, Keerti Knowledge and Skills Limited


Sudhakar P. Sonawane
(Managing Director)
(DIN: 01689700)



SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Keerti Knowledge and Skills Limited
65/2823, Ashadeep CHS Ltd.,
Gandhi Nagar, Near MIG Cricket Club,
Bandra (East), Mumbai – 400051

Dear Sir,

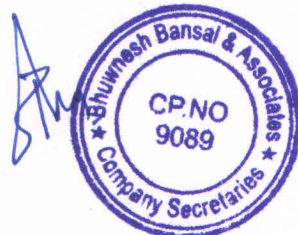
I, Bhunesh Bansal, Practicing Company Secretary, was appointed by the Board of Directors of your Company at its meeting held on 20th May, 2020 as the Scrutinizer for the conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 110 & Section 108 of the Companies Act, 2013 read with the Companies (Management And Administration) Rules, 2014 read with the General Circular No.14/ 2020 dated April 8, 2020 and the General Circular No.17/ 2020 dated April 13, 2020 ("MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), for the purpose of passing an Resolutions under Section 63 of the Companies Act, 2013 and Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as contained in Notice of Postal Ballot/E-voting dated 20th May, 2020.

In view of the situation arising due to COVID-19 pandemic and lockdown, MCA has issued Circulars giving certain relaxations in the provisions of the Act and the Rules for facilitating passing of ordinary and special resolutions by the Companies, realizing the challenges faced by the Companies in providing physical Postal Ballot voting facility to shareholders. Accordingly, the Company had engaged the services of its Registrars and Transfer Agents (RTA) viz. Link Intime India Private Limited, who made necessary arrangements for shareholders of the Company to access the e-voting facility on their Instavote platform (link: <https://www.instavote.linkintime.co.in>)

On account of threat posed by this pandemic and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the Depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

In order to provide the facility to those shareholders who had not yet registered their e-mail address, a proper procedure was laid down to get their e-mail ID registered with the RTA so that they could also participate in the e-voting facility extended by the Company.

[1]



All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available. The above activities were completed by Friday, May 22, 2020.

As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA circular mentioned above, an advertisement was published by the Company in "Free Press Journal" (English) and "Navshakti" (Vernacular -Marathi) newspapers, both on May 21, 2020, informing about the sending of the Postal Ballot Notice by e-mail. Suitable mention was also made therein for those members who have not provide their email id, to contact the RTA for voting through electronic means.

The Company and Link Intime India Private Limited had uploaded the Notice together with the explanatory statement on their respective websites www.keerti.org and <https://www.instavote.linkintime.co.in>. The Company had generated Event Number: 200035 on Instavote online portal of Link Intime India Private Limited for the casting votes through e-voting mode.

The Shareholders holding the shares as on the "cut-off" date i.e., Friday, May 15, 2020, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period commenced on Saturday, May 23, 2020 (09:00 a.m.) and ended on Sunday, June 21, 2020 (05:00 p.m.) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by Link Intime India Private Limited for voting thereafter. All votes cast by e-voting received up to Sunday, June 21, 2020 (05:00 p.m.) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The remote e-voting Notice dated May 20, 2020 were sent to 99 shareholders vide electronic mode to their email addresses registered with the Depositories and RTA, out of which 31 Shareholders had cast their vote through e-voting.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by Link Intime India Private Limited.



The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

1. Issue of Bonus Equity Shares by way of Capitalisation of Reserves.

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Ten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 21 (Twenty One) equity share for every 10 (Ten) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by board to a nominee to be selected by the Board who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof.

RESOLVED FURTHER THAT, no letter of allotment shall be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository participants.



RESOLVED FURTHER THAT, the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Total number of e-Votes considered in connection with the passing of the above mentioned Ordinary Resolution:

(i) Voted in Favour of the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
31	822022	100

(ii) Voted against the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

2. Migration of Listing / Trading of Equity Shares of the Company from NSE Emerge to Main Board of NSE India Limited.

"RESOLVED THAT, pursuant to the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to migrate the Company, currently listed on NSE Emerge to Main Board of NSE India Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

RESOLVED FURTHER THAT, the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to NSE India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge of NSE India Limited to the Main Board of NSE India Limited.

RESOLVED FURTHER THAT, any Directors and/or Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company."

Total number of e-Votes considered in connection with the passing of the above mentioned Special Resolution:

(i) Voted in Favour of the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
31	822022	100

(ii) Voted against the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

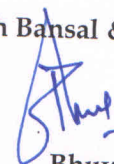
(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Place: Mumbai
Date: 22/06/2020

For Bhuwnesb Bansal & Associates




Bhuwnesb Bansal
Proprietor
FCS No. – 6526
CP No. – 9089
UDIN - F006526B000362631

Date: - 22/06/2020

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) - 400051

NSE Symbol : - KEERTI
Series : - SM

Dear Sir/Madam,

Sub: Voting Results as per Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company sent postal ballot notice in electronic form only and hence accordingly, the communication of the assent or dissent of the members received through the E-voting system only.

In Context of the above mentioned caption, The Keerti Knowledge & Skills Limited is hereby enclosed the E-Voting results of postal ballot results declared on June 22, 2020, Monday. As pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting results annexed with this Letter.

Kindly acknowledge receipt and take the note on your record.

For Keerti Knowledge & Skills Limited

SUDHAKAR PANDURANG SONAWANE
Digitally signed by
SUDHAKAR PANDURANG
SONAWANE
Date: 2020.06.22 22:46:10
+05'30'

Sudhakar P. Sonawane
Managing Director
DIN: - 01689700

Annexure: Voting Results

Voting Results of postal ballot result (E-voting) of the Company

Date of the declaration of Postal ballot Result	June 22, 2020
Total No. of Shareholder on Record Date	99

E-Voting Detail Agenda Wise

Item 1					Issue of Bonus Equity Shares by way of Capitalization of Reserves.			
Resolution Required					Ordinary Resolution			
Whether Promoter/ Promoter Group are interested in the agenda/ resolution					Yes			
Category	Mode of Voting	No. of Shares Held (1)	No. of shares Voted (2)	% of Votes (3)- [(2)/(1)]* 100	No. of votes in Favour (4)	No. of Votes Against (5)	% of votes in Favour (6) =[(4)/(2)]* 100	% of Votes against (7) =[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19,76,780	-	-	-	-	-	-
	Poll	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	NA	NA	NA	NA	NA	NA	NA
	Total	19,76,780	-	-	-	-	-	-
Public-Institution	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	Not Requested	-	-	-	-	-	-
	Show of Hands	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non-Institution	E-Voting	13,10,026	8,22,022	62.75	8,22,022	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	NA	NA	NA	NA	NA	NA	NA
	Total	13,10,026	8,22,022	62.75	2,30,020	0	100	0
Total		32,86,800	8,22,022	25.02	8,22,022	0	100	0

Item 2					Migration of Listing / Trading of Equity Shares of the Company from NSE Emerge to Main Board of National Stock Exchange of India Limited.			
Resolution Required					Ordinary Resolution			
Whether Promoter/ Promoter Group are interested in the agenda/ resolution					Yes			
Category	Mode of Voting	No. of Shares Held (1)	No. of shares Voted (2)	% of Votes (3)- [(2)/(1)]* 100	No. of votes in Favour (4)	No. of Votes Against (5)	% of votes in Favour (6) =[(4)/(2)]* 100	% of Votes against (7) =[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19,76,780	-	-	-	-	-	-
	Poll	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	NA	NA	NA	NA	NA	NA	NA
	Total	19,76,780	-	-	-	-	-	-

Public-Institution	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	Not Requested	-	-	-	-	-	-
	Show of Hands	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non-Institution	E-Voting	13,10,026	8,22,022	62.75	8,22,022	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	NA	NA	NA	NA	NA	NA	NA
	Total	13,10,026	8,22,022	62.75	2,30,020	0	100	0
Total		32,86,800	8,22,022	25.02	8,22,022	0	100	0

SUDHAKAR
PANDURANG
SONAWANE

Digitally signed by
SUDHAKAR
PANDURANG
SONAWANE
Date: 2020.06.22
22:47:20 +05'30'