

SWAROOP SURI AND ASSOCIATES

PRACTISING COMPANY SECRETARIES

CONSOLIDATED REPORT ON VOTING THROUGH E-VOTING AND POLL AT AGM

To,

The Chairman,

42nd Annual General Meeting of the Equity Shareholders of
KELTECH ENERGIES LIMITED held on 23rd July, 2019 at 2.30 pm held at Dominion
Hall, Le Meridien Bangalore, No.28, Sankey Road, Bangalore-560052

Dear Sir,

I, Swaroop S: Swaroop Suri & Associates., Practising Company Secretaries having the office address at No. 841, 1st Floor, 12th Main, Vinayaka Layout, Nagarbhavi 2nd Stage, Bengaluru-560056 Karnataka, having been appointed as Scrutinizer of **KELTECH ENERGIES LIMITED** ("the Company"), in its Annual General Meeting held on 23rd July, 2019 to conduct the e-voting and poll at AGM in a fair and transparent manner for the following resolution:

Ordinary Resolution

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors there on.

Ordinary Resolution

To declare Dividend for the year ended 31st March, 2019

Ordinary Resolution

"**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Umaji V Chowgule (DIN: 00018993) as a Director, to the extent that he is required to retire by rotation."



Ordinary Resolution

“RESOLVED THAT pursuant to Sections 149, 152, 164, 165 and 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri Ashvin Chadha, (DIN: 01962798) who was appointed as an Additional Director on 25th January, 2019 under Article 113 of the Articles of Association of the Company who holds office up to this date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member of the Company pursuant to provisions of Section 160(1) of the Act, along with a deposit of Rs.1,00,000/- proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years.”

Ordinary Resolution

“RESOLVED THAT pursuant to Sections 149, 152, 164, 165 and 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri Prashant Khatau Asher, (DIN: 00274409) who was appointed as an Additional Director on 25th January, 2019 under Article 113 of the Articles of Association of the Company who holds office up to this date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member of the Company pursuant to provisions of Section 160(1) of the Act, along with a deposit of Rs.1,00,000/- proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years.”

Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 164, 165 and 184 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Ms. Arati Saran, (DIN: 01157284), who was appointed as an Independent Director at the 37th Annual General Meeting of the Company and who holds office up to July 24, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director along with a deposit of Rs.1,00,000/-, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from July 25, 2019 upto July 24, 2024.”



Ordinary Resolution

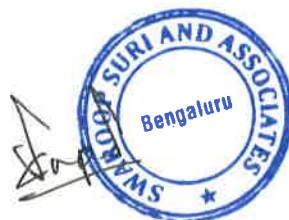
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 199, 200, 201, 202, 203 and Schedule V of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.(“the Act”), and subject to the approval of the Central Government wherever necessary, Shri Santosh L. Chowgule who was re-appointed as Managing Director of the Company for a period of five years with effect from 29th April, 2019 till 28th April, 2024, consent of the Company be and is hereby accorded to the appointment of Shri. Santosh L. Chowgule (DIN : 00097736) as Managing Director of the Company for second term of five years on such terms and conditions as are set out in the Agreement to be entered into between the Company and Shri Santosh L. Chowgule placed before this meeting with a liberty to the Board of Directors (“the Board”) of the Company to vary or modify the terms and conditions of appointment including sanctioning increments, incentive or bonus as may be agreed between the Board and Shri Santosh L. Chowgule which shall be subject to the overall ceiling prescribed in Schedule V to the Act read with aforesaid sections of the Act and other applicable provisions, if any, of the Act or any amendment thereto or re-enactment thereof.

Resolved further that in the event of absence of or inadequacy of net profits in any financial year the remuneration aforesaid or as varied or modified as provided above shall be paid to Shri Santosh L. Chowgule as minimum remuneration subject to the ceiling specified in Schedule V to the Act, or any amendment, modification or variation thereto or any re-enactment thereof.

Resolved further that the Board be and is hereby authorized to do all acts, deeds and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

Ordinary Resolution

“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri Vikas Vinayak Deodhar, Practising Cost Accountant, Membership No.3813, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records for the financial year 2019-20 at its meeting held on 17th May, 2019, and the said appointment be and is hereby ratified and shall be paid a remuneration of Rs.60,000/- (Rupees Sixty Thousand only).



I submit my report as under:

1. The dispatch of notice (s), forms/ or electronic ballot and postage prepaid business reply envelope(s) was completed on 28th June, 2019 in physical form and 29th June, 2019 in electronic form.
2. The members holding shares as on “relevant date” i.e., 16th July, 2019 were entitled to vote on the proposed resolution by e-voting or voting through poll at AGM.
3. An advertisement regarding dispatch of notice was published in Sanjevani and Financial Express as on 04th July, 2019.
4. The Shareholders of the Company had an option of e-voting or poll at the AGM. Shareholders opting to vote through e-voting facility, cast their votes on the designated website (www.evoting.nsdl.com).
5. The voting through electronic means commenced from 09:00 AM of 18th July, 2019 to 05:00 PM of 22nd July, 2019.
6. With the support of M/s. Canbank Computer Services Limited, Registrar and Transfer Agent (‘RTA’) of the Company, the poll papers were scrutinized and signatures of Members who had cast their votes were verified with specimen signatures registered with RTA as provided by depositories.
7. A final electronic report of the e-voting was generated by me accessing the data available to me from the website www.evoting.nsdl.com of NSDL. The votes were unblocked by me in presence of two witnesses, Ms. Ashwini Manjunatha, residing at No. 490, 5th Main, 10th Cross, NGEF Layout, Mallathahalli, Bengaluru - 560056 and Ms. Jeethumol Varghese, O/o No. 841, No. 841, 1st Floor, 12th Main, Vinayaka Layout, Nagarabhavi 2nd Stage, Bengaluru- 560056 Karnataka who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Name: Ashwini Manjunatha



Name: Jeethumol Varghese

8. The particulars of poll papers received from the Members in physical form(s) and electronic voting report generated from NSDL (the Authorized Agency for e-voting) have been entered in a separate register maintained for the purpose.
9. The proxy forms received by post/courier/by hand and the poll papers received at the AGM were kept under our safe custody. The electronic ballots were maintained by the NSDL in electronic registry.



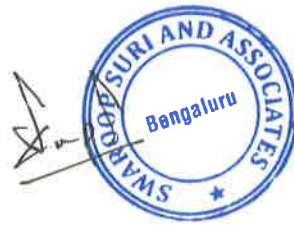
10. There was one poll paper, which was incomplete and/or which was otherwise found defective have been treated as invalid and kept separately.

Details of Invalid Votes:

Total number of invalid Polling Paper	Total no. of votes cast by them
1	5

11. The consolidated report on the results of the voting through ballot paper and e-voting are as under:

— Contd. to Pg. 6

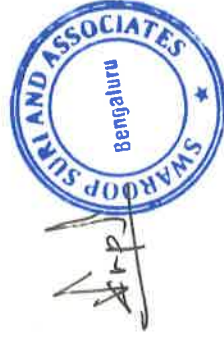


Resolution No: 1

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	%of Votes polled on outstanding shares $(3)=(2)/(1)*100$	No. of Votes – in favour	No. of votes – against	% of Votes in favour on votes polled $(6)=(4)/(2)*100$	% of votes against on votes polled $(7)=(5)/(2)*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.000	0.000
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting							
	Poll(Physical and Electronic)							
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total							
Public - Non Institutions	E-Voting	30	30	100	30	0	100.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
Total		542325	542325	100	542325	0	100.000	0.000



Resolution No: 2

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=(2)/(1)*100 (4)	No. of Votes – in favour	No. of votes – against	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of votes against on votes polled (7)=(5)/(2)*100
		(1)	(2)	(3)=(2)/(1)*100 (4)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	30	30	100	30	0	100.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
	Total	542325	542325	100	542325	0	100.000	0.000



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Resolution No: 3

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: Yes

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	30	30	100	30	0	100.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
Total		542325	542325	100	542325	0	100.000	0.000



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Resolution No: 4

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: No

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	30	30	100	30	0	100.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
Total		542325	542325	100	542325	0	100.000	0.000



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Resolution No: 5

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: No

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	30	30	100	30	0	100.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
Total		542325	542325	100	542325	0	100.000	0.000



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Resolution No: 6

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: No

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	30	30	0	30	0	0.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
Total		542325	542325	100	542325	0	100.000	0.000

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Resolution No: 7

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: Yes

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	30	30	100	30	0	0.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
Total		542325	542325	100	542325	0	100.000	0.000



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Resolution No: 8

Type of Resolution: Ordinary

Whether Promoter/Promoter Group are interested in the Agenda/Resolution: No

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	542258	542258	100	542258	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	542258	542258	100	542258	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll(Physical and Electronic)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	30	30	100	30	0	0.000	0.000
	Poll(Physical and Electronic)	37	37	100	37	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	67	67	100	67	0	100.000	0.000
Total		542325	542325	100	542325	0	100.000	0.000



12. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Place: Bengaluru
Dated: 24.07.2019