

May 09, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 <b>Scrip Code: 532967</b>	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 <b>Scrip ID: KIRIINDUS</b>
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**Sub: Submission of Scrutinizer's Report and Voting Result of the Postal Ballot conducted through remote e-voting system**

Dear Sir/Madam,

This is to inform you that the Postal Ballot remote e-voting process was conducted during the period from Saturday, April 08, 2023 at 9:00 a.m. to Sunday, May 07, 2023 at 5:00 p.m. for seeking approval of the members of the Company on the resolutions set out in the Postal Ballot Notice dated February 11, 2023.

In terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith the Voting Results and Scrutinizer's Report issued by Rajesh C. Tarpara, Proprietor, R. C. Tarpara & Associates, Company Secretaries.

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,

**For Kiri Industries Limited**

**Suresh Gondalia**  
**Company Secretary**  
**M. No. F7306**  
Encl: as above

**DYES**

Plot No : 299/1A & B, Phase-II, Nr. Water Tank, GIDC, Vatva,  
Ahmedabad - 382 445, Gujarat, India.  
Phone : +91-79-25894477  
Fax : +91-79-25834960  
Email : engage@kiriindustries.com Web : www.kiriindustries.com

**INTERMEDIATES**

Plot No : 396/399/403/404, EPC Canal Road, Village : Dudhwada,  
Tal. : Padra, Dist. : Vadodara - 391450. Gujarat, India.  
Phone : +91-2662-273 444  
Fax : +91-2662-273 444  
Email : intermediates@kiriindustries.com Web : www.kiriindustries.com

**CHEMICALS**

Plot No : 552-A, 566, 567, 569-71, Village : Dudhwada, Tal. : Padra,  
Dist. : Vadodara- 391 450 Gujarat , India.  
Phone : +91-2662-273724, 25  
Fax : +91-2662-273726  
Email : intermediates@kiriindustries.com Web : www.kiriindustries.com

<b>Resolution (1)</b>								
<b>Resolution required: (Ordinary / Special)</b>					Special			
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>					No			
<b>Description of resolution considered</b>					To re-appoint Mr. Manish Kiri (DIN: 00198284) as Chairman and Managing Director.			
<b>Category</b>	<b>Mode of voting</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 on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] *100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)] *100</b>	<b>(7)=[(5)/(2)] *100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	13850486	9662788	69.7650	9662788	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		13850486	9662788	69.7650	9662788	0	100.0000
<b>Public- Institutions</b>	<b>E-Voting</b>	24362319	18386957	75.4729	16444752	1942205	89.4371	10.5629
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		24362319	18386957	75.4729	16444752	1942205	89.4371
<b>Public- Non Institutions</b>	<b>E-Voting</b>	13621406	1342139	9.8532	1341728	411	99.9694	0.0306
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		13621406	1342139	9.8532	1341728	411	99.9694
<b>Total</b>		<b>51834211</b>	<b>29391884</b>	<b>56.7036</b>	<b>27449268</b>	<b>1942616</b>	<b>93.3906</b>	<b>6.6094</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

<b>Resolution (2)</b>								
<b>Resolution required: (Ordinary / Special)</b>					Ordinary			
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>					No			
<b>Description of resolution considered</b>					To appoint Mr. Girish Tandel (DIN : 08421333) as Whole Time Director.			
<b>Category</b>	<b>Mode of voting</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 on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] *100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)] *100</b>	<b>(7)=[(5)/(2)] *100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	13850486	11410516	82.3835	11410516	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	13850486	11410516	82.3835	11410516	0	100.0000	0.0000
<b>Public- Institutions</b>	<b>E-Voting</b>	24362319	18386957	75.4729	16082546	2304411	87.4671	12.5329
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	24362319	18386957	75.4729	16082546	2304411	87.4671	12.5329
<b>Public- Non Institutions</b>	<b>E-Voting</b>	13621406	1342133	9.8531	1341607	526	99.9608	0.0392
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	13621406	1342133	9.8531	1341607	526	99.9608	0.0392
<b>Total</b>		<b>51834211</b>	<b>31139606</b>	<b>60.0754</b>	<b>28834669</b>	<b>2304937</b>	<b>92.5981</b>	<b>7.4019</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

<b>Resolution (3)</b>								
<b>Resolution required: (Ordinary / Special)</b>				Special				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				To appoint Mr. Yagnesh Mankad (DIN: 03204060) as Whole Time Director.				
<b>Category</b>	<b>Mode of voting</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 on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] *100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)] *100</b>	<b>(7)=[(5)/(2)] *100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	13850486	11410516	82.3835	11410516	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	13850486	11410516	82.3835	11410516	0	100.0000	0.0000
<b>Public- Institutions</b>	<b>E-Voting</b>	24362319	18386957	75.4729	16082546	2304411	87.4671	12.5329
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	24362319	18386957	75.4729	16082546	2304411	87.4671	12.5329
<b>Public- Non Institutions</b>	<b>E-Voting</b>	13621406	1242133	9.1190	1241707	426	99.9657	0.0343
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	13621406	1242133	9.1190	1241707	426	99.9657	0.0343
<b>Total</b>		<b>51834211</b>	<b>31039606</b>	<b>59.8825</b>	<b>28734769</b>	<b>2304837</b>	<b>92.5745</b>	<b>7.4255</b>
<b>Whether resolution is Pass or Not.</b>							Yes	



# R.C. Tarpara & Associates

Company Secretaries

## Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

**KIRI INDUSTRIES LIMITED**

7<sup>th</sup> Floor, Hasubhai Chambers,

Townhall, Ellisbridge,

Ahmedabad - 380006

CIN: L24231GJ1998PLC034094

Sub: - Scrutinizer's Report on remote voting by way of electronic means in respect of passing of resolutions set-out in the notice dated February 11, 2023 through Postal Ballot.

Dear Sir,

I, Rajesh C. Tarpara, Proprietor of R. C. Tarpara & Associates, Company Secretaries (C.P. No.: 5785), had been appointed as Scrutinizer by the Board of Directors of Kiri Industries Limited ("**the Company**") for the purpose of scrutinizing Postal Ballot voting conducted by way of e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated February 11, 2023 ("**Notice**") issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rule, 2014, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 ("**LODR**"), Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (Collectively referred as "**MCA Circulars**") allowing the companies to conduct the postal ballot process through electronic means ("**e-voting**") only, in view of the Covid 19 pandemic.

Further pursuant to Regulation 17(1C) of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosures Requirements) Regulation, 2015, approval of the shareholders for appointment/ reappointment of person on the Board of Directors is taken



at the next general meeting or within a time period of three months from the date of appointment/ reappointment, whichever is earlier. Accordingly approval of the shareholders has been obtained through process of Postal Ballot.

As a Scrutinizer, I have to scrutinize the process of e-voting conducted for postal ballot, using an electronic voting system.

### **1. Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and Rules made thereunder, (ii) Secretarial Stranded - 2 on general meeting issued by the Institute of Company Secretaries of India, (iii) the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and (iv) the MCA Circulars relating to e-voting on the resolutions contained in the Notice dated February 11, 2023. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **2. Scrutinizer's Responsibility**

My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favor" or "against" by the members in respect of the resolutions contained in the Notice dated February 11, 2023. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Sunday, May 07, 2023 at 5:00 p.m. (IST).


### **3. Cut-off Date**


The Members of the Company as on the "cut-off" date i.e. Friday, March 31, 2023 as set out in the Notice were entitled to vote on the proposed resolutions (items No. 1 to 3 as set out in the Postal Ballot Notice of the Company) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.



#### 4. E-Voting Process

- i. The e-voting period remained open from Saturday, April 08, 2023 at 9:00 a.m. (IST) to Sunday, May 07, 2023 at 5:00 p.m. (IST).
  - ii. In accordance with the MCA Circulars, the Notice of Postal Ballot has been sent only in electronic form. The hard copy of the Notice have not been sent to the Members and communication of assent/dissent of the Members would take place only through the remote e-voting system.
  - iii. The Company on Wednesday, April 05, 2023, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/ Share Transfer Registrar/ Depositories as on the cut-off date being, March 31, 2023.
  - iv. In terms of the sub rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had published an advertisement in English Newspaper "Financial Express", Mumbai edition and Vernacular (Gujarati) Newspaper "Jayhind", Ahmedabad edition on Thursday, April 06, 2023 specifying therein the matters prescribed in the Rules with regards to E-voting and completion of dispatch of Notice of Postal Ballot dated February 11, 2023.
5. The votes cast during the e-voting were unblocked on Monday, May 08, 2023 immediately after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Vidhi Parekh and Mr. Mayur Nakrani, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ms. Vidhi Parekh  
(Witness 1)

  
Mr. Mayur Nakrani  
(Witness 2)

Thereafter, the details containing, inter alia, the list of Members who voted "**in favour**" or "**against**" on the resolutions were generated from the e-voting website of Central Depository Services Limited [www.evotingindia.com](http://www.evotingindia.com). Based on the report generated data on the e-voting was scrutinized.



6. Based on such report, the results of the e-voting for postal ballot are as under:

**i. Re-appointment of Mr. Manish Kiri (DIN: 00198284) as Chairman & Managing Director (As a Special Resolution)**

Total Valid Votes		Votes in favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
139	29391884	132	27449268	93.39	7	1942616	6.61

Note: 1 (One) Shareholder holding 17,47,728 Equity Shares did not cast its vote on this resolution and there were no invalid votes on this resolution.

**ii. Appointment of Mr. Girish Tandel (DIN : 08421333) as Whole Time Director (As an Ordinary Resolution)**

Total Valid Votes		Votes in favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
140	31139606	123	28834669	92.60	17	2304937	7.40

Note: 1 (One) Shareholder holding 6 Equity Shares did not cast its vote on this resolution and there were no invalid votes on this resolution.

**iii. Appointment of Mr. Yagnesh Mankad (DIN: 03204060) as Whole Time Director (As a Special Resolution)**

Total Valid Votes		Votes in favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
139	31039606	123	28734769	92.57	16	2304837	7.43

Note: 2 (Two) Shareholders holding 1,00,006 Equity Shares did not cast its vote on this resolution and there were no invalid votes on this resolution.

7. Based on the aforesaid results, we report that the resolutions as set out in the Notice dated February 11, 2023 has been passed with requisite majority by the Members of the Company.

8. All the records relating to remote e-voting of Postal Ballot will remain in my safe custody until the Chairman approves and signs the minutes of declaration of Postal Ballot Results





and thereafter the records will be handed over to the Company Secretary & Compliance Officer of the Company.

Thanking you,  
Yours faithfully,

**For R.C. Tarpara & Associates  
Company Secretaries**



**Rajesh C. Tarpara  
Proprietor**

**FCS: 6165, COP: 5785**

**UDIN: F006165E000273993**



**Place: Ahmedabad**

**Dated: 09/05/2023**

Countersigned by

\_\_\_\_\_  
**Manish Kiri  
Chairman  
Kiri Industries Limited**