



## Kiri Industries Ltd.

Regd. Office : 7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad-380 006.  
email : info@kiriindustries.com (w) www.kiriindustries.com

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-ordinary General Meeting of the members of KIRI INDUSTRIES LIMITED ("*the Company*") will be held on Saturday, 30<sup>th</sup> March, 2013 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015, to transact the following business:

#### **Special Business:**

**1. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 21 read with Section 23 and other applicable provisions, if any, of the Companies Act, 1956, and subject to approval of the Central Government and such other approvals, permissions as may be required, name of the Company be and is hereby changed from KIRI INDUSTRIES LIMITED to **EQUINAIRE CHEMTECH LIMITED** as made available for registration by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli and accordingly, the name KIRI INDUSTRIES LIMITED wherever appearing in the Memorandum of Association, Articles of Association of the Company and on every place and document wherever the existing name of the Company is written or printed.

**RESOLVED FURTHER THAT** pursuant to Sections 16, 31 and other applicable provisions, if any, of the Companies Act, 1956, the name 'KIRI INDUSTRIES LIMITED' wherever it appears in the Memorandum of Association and Articles of Association of the Company be replaced with the new name 'EQUINAIRE CHEMTECH LIMITED'

**RESOLVED FURTHER THAT** Mr. Manish Kiri, Managing Director and Mr. Pravin Kiri, Chairman of the Company, jointly and severally, be and are hereby authorized, to make an application to the Central Government and / or to such other statutory authorities as may be required, seeking its approval to the proposed change of name as aforesaid and to sign all applications, papers, and other documents as may be necessary, and to do all acts, matters, deeds and things as may be necessary, usual or expedient for giving effect to this resolution."

**2. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 16,94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment, modification and re-enactment thereof) and subject to any other approval as may be required, consent of the Company be and is hereby accorded to the Board of Directors, to alter the Authorised Share Capital of the Company by transferring Rs. 100,00,00,000 consisting 10,00,00,000 unissued preference authorized share capital to equity authorized share capital of the Company.

**RESOLVED FURTHER THAT** existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by inserting the following Clause:

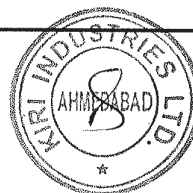
*"V. The Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores) consisting Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Preference Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges and conditions attaching thereto as provided by the regulations of the Company for the time being in force, with power to increase or reduce the capital for the same into several classes and to attach thereto respectively such preferential, qualified or special privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the Articles of Association of the Company or by the law in force for the time being."*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard."

**3. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force)("Companies Act"), Guidelines for preferential issues issued by the Securities and Exchange Board of India ("SEBI") under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), relevant provisions of the Memorandum of Association, Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the requisite approvals or consents, if any, of the Central Government, Reserve Bank of India, stock exchanges, SEBI, banks, financial institutions and any other appropriate authorities under any other applicable laws, rules and regulations for the time being and from time to time in force ("Concerned Authorities") in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authority while granting such approvals and permissions as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to create, issue/offer and allot equity shares on preferential basis ("the Issue") for cash to below-mentioned proposed allottees :

1. 9,17,400 Equity Shares of Rs. 10 each, at a price of Rs. 16.74 (including premium of Rs. 6.74) per equity share aggregating to Rs. 1,53,57,276.
2. 16,50,420 Zero Coupon Fully Convertible Redeemable Preference Shares ("Series A Convertible Preference Shares") of Rs. 10 each of the aggregate value of Rs. 1,65,04,200 convertible into 9,85,914 equity shares of Rs. 10 each of the Company at a price of Rs. 16.74 (including premium of Rs. 6.74) per equity share, aggregating to Rs 1,65,04,200.
3. 98,13,853 Zero Coupon Fully Convertible Redeemable Preference Shares ("Series B Convertible Preference shares") of Rs. 10 each of the aggregate value of Rs. 9,81,38,530 convertible into 58,62,517 equity shares of Rs. 10 each of the Company at a price of Rs. 16.74 (including premium of Rs. 6.74 ) per equity share, aggregating to Rs. 9,81,38,530.





Kiri Industries Limited

Name of Proposed Allottees	Pre issue shareholding		Shareholding after issue of equity shares		Shareholding after conversion of Series A Convertible Preference Shares		Shareholding after conversion of Series B Convertible Preference Shares	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Anupama Kiri	2270	0.01	736190	3.70	1524921	7.30	6214935	23.22
Kiri Peroxide Limited	0.00	0.00	183480	0.92	380663	1.82	1553166	5.80

The Equity Shares, Series A Convertible Preference Shares and Series B Convertible Preference Shares together referred to as the "Securities". The Issue size shall not exceed an aggregate value of Rs.13,00,00,000/- (Rupees Thirteen crores only), including the premium.

**RESOLVED FURTHER THAT** the price of the Securities to be issued is calculated in accordance with the provisions for preferential issue as laid under Chapter VII of the SEBI ICDR Regulations which *inter alia* provides that the equity shares shall be allotted at a price not less than higher of the following:-

- The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the twenty six (26) weeks preceding the relevant date; or
- The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the two (2) weeks preceding the relevant date.

**RESOLVED FURTHER THAT** the Relevant Date for the purpose of calculating the Issue price under Chapter VII of SEBI ICDR Regulations is 28<sup>th</sup> February, 2013, being 30 days prior to 30<sup>th</sup> March, 2013 the date on which the meeting of the general body of shareholders is held in terms of Section 81 (1A) of the Companies Act, to consider the proposed Issue.

**RESOLVED FURTHER THAT** the Securities so issued shall rank *pari passu* with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Securities to be issued and allotted to the proposed allottees shall be subject to lock-in, in accordance with the regulation 78 of Chapter VII of SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the entire pre-preferential allotment shareholding of proposed allottees shall be under lock-in from the relevant date upto a period of six months from the date of preferential allotment.

**RESOLVED FURTHER THAT** the conversion of Series B Convertible Preference Shares in to equity shares, to the extent it attracts open offer, shall be subject to exemptions by SEBI under Regulation 11 of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 to the extent applicable.

**RESOLVED FURTHER THAT** for the purpose of creating, issuing, offering and allotment of Securities of the Company as aforesaid, the Board be and is hereby authorized to do and perform all such acts, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects including in particular, to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the Issue proceeds of Securities of the Company, as it may, in its absolute discretion, deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company."

By Order of the Board  
for Kiri Industries Limited

Suresh Gondalia  
Company Secretary

Place : Ahmedabad  
Date : 1<sup>st</sup> March, 2013

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.  
The instrument appointing a proxy and the power of attorney, if any, under which it is signed in order to be effective should be deposited at the registered office of the Company not less than forty-eight (48) hours before the time of holding the aforesaid meeting.
- The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Resolutions set out in the notice is annexed hereto and forms part of this Notice.
- Documents referred to in this Notice and Explanatory Statement will be available for inspection by the members of the Company at the Registered Office between 11.00 a.m. and 1.00 p.m. on any working day.

**EXPLANATORY STATEMENT**

(Pursuant to Section 173(2) of the Companies Act, 1956 and SEBI (ICDR) Regulations, 2009)

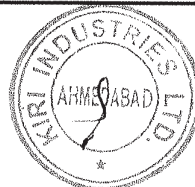
**Item No.1- Change of Name of the Company**

The first word of the existing name of the Company "Kiri" Industries Limited was adopted at the time of its incorporation in 1998, when the Company was a private limited company and the same name continued even after the Company became listed in 2008. The shares of the Company are listed and the Company has also spread its wings overseas in the form of its wholly owned subsidiary companies as well as substantial stake in a multinational company "Dystar". To ensure that the name of the Company appropriately conveys its global presence, it is proposed to change the name of the Company to **Equinaire Chemtech Limited**. The Board of Directors at their meeting held on December, 18, 2012 approved the proposal to change the name of the Company from **KIRI INDUSTRIES LIMITED** to **EQUINAIRE CHEMTECH LIMITED**.

The Registrar of Companies, Gujarat, Dadra and Nagar Haveli has confirmed the availability of this proposed new name "EQUINAIRE CHEMTECH LIMITED". A copy of letter issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli, regarding availability of the aforesaid intended name will be available for inspection for the Members at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days upto the date of meeting.

The provisions of the Companies Act, 1956 inter-alia require approval of the Members by way of Special Resolution for change of name of the Company and consequential alteration of Memorandum of Association and Articles of Association of the Company.

None of the Directors of the Company may be considered as concerned or interested in the said Resolution.



**Item No. 2- Alteration of Authorised Share Capital of the Company.**

Your Company may have to issue equity shares to FCCBs holder at time of exercising conversion option of the Bonds into equity shares. Further, your Company is also proposing allotment of equity share on preferential basis to the promoter group. The existing authorized equity capital is not sufficient to meet issue of resultant equity shares upon conversion of bonds into equity share and allotment of new shares to the promoter group. As per capital clause of Memorandum of Association, there are 15,00,00,000 unissued preference shares, which are not required currently for issue of preference shares. Therefore it is proposed to reclassify the Authorized Share Capital of the Company by transferring 10,00,00,000 unissued preference shares into the authorized equity share capital of the Company.

In terms of provisions of Section 16 and 94 of the Companies Act, 1956, approval of shareholders is required by way of ordinary resolution for reclassification of the Authorised share capital and for alteration of capital clause of Memorandum of Association of the Company.

The Board of Directors recommend the resolution for approval of the members by an ordinary resolution.

None of the Directors of the Company is in any way concerned or interested in the resolution.

**Item No. 3 Issue of Equity Shares and Zero Coupon Fully Convertible Redeemable Preference Shares on a preferential basis to Promoter Group:**

As per the terms and conditions of the internal debt restructuring, as approved by the Consortium banks of the Company, the promoters of the Company have to bring promoters' contribution of Rs. 13,00,00,000/- in the Company. Therefore, the Company proposes to issue 9,17,400 Equity Shares and 1,14,64,273 Zero Coupon Fully Convertible Redeemable Preference Shares (16,50,420 Zero Coupon Fully Convertible Redeemable Preference Shares in Series A and 98,13,853 Zero Coupon Fully Convertible Redeemable Preference Shares in Series B) of Rs.10/- each to the proposed allottees which will be convertible in to equity shares.

The Securities to be issued and allotted will be of the face value of Rs. 10 each and will be issued at a premium of Rs.6.74 per share i.e. issued at a price of Rs.16.74, which is arrived at in accordance with the Guidelines for preferential issues issued by the Securities and Exchange Board of India ("SEBI") under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"). These Securities so issued shall rank pari-passu with the existing equity shares of the Company.

The Relevant Date for the purpose of pricing of the Equity Shares and Series A and Series B Preference Shares to be allotted shall be 28<sup>th</sup> February, 2013, being the date which is 30 days prior to the date of this meeting.

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations for preferential issue:

**a) Object of the preferential issue and details of utilization of proceeds:-**

The object of the issue is to meet the debt service obligations, compliance of Internal Restructuring package approved by the consortium banks and long term working capital requirement.

**b) Intention of the promoters/directors/key management personnel to subscribe to the offer:-**

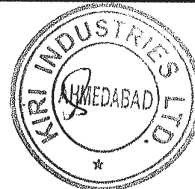
Mrs. Anupama Kiri, being in Promoter Group and Kiri Peroxide Limited, being promoter group entity have indicated that they intend to subscribe to the Equity Shares, Series A and Series B Preference Shares proposed to be issued in the offer.

None of the directors/key managerial personnel of the Company would be subscribing to the preferential issue of Equity Shares, Series A and Series B Preference Shares proposed to be issued by the Company.

**c) The Shareholding Pattern of the Company before and after the preferential issue:-**

Sr. No.	Categories	Shareholding as on 31 <sup>st</sup> March, 2012		Pre issue shareholding as on 1 <sup>st</sup> March, 2013		Shareholding after issue of equity shares		Shareholding after conversion of Series A Convertible Preference Shares		Shareholding after conversion of Series B Convertible Preference Shares	
		No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
1	Promoters and Promoter Group	11044054	58.13	6212969	32.70	7130369	35.80	8116283	38.83	13978800	52.23
2	Financial Institutions and Banks	1575366	8.29	1587766	8.36	1587766	7.97	1587766	7.60	1587766	5.93
3	Bodies Corporate	1477739	7.78	2888363	15.20	2888363	14.50	2888363	13.82	2888363	10.79
4	Individuals	2315336	12.19	6114488	32.18	6114488	30.70	6114488	29.25	6114488	22.84
5	Clearing Members	5077	0.03	101615	0.53	101615	0.51	101615	0.49	101615	0.38
6	Foreign Nationals and NRIs	163509	0.86	325798	1.71	325798	1.64	325798	1.55	325798	1.22
7	Hindu Undivided Family	71232	0.36	251381	1.33	251381	1.26	251381	1.20	251381	0.94
8	Foreign Institutional Investor (FIIs)	2347740	12.36	1515604	7.98	1515604	7.61	1515604	7.25	1515604	5.66
9	Trust	0	0.00	2069	0.01	2069	0.01	2069	0.01	2069	0.01
	<b>Total</b>	<b>19000053</b>	<b>100.00</b>	<b>19000053</b>	<b>100.00</b>	<b>19917453</b>	<b>100.00</b>	<b>20903367</b>	<b>100.00</b>	<b>26765884</b>	<b>100.00</b>

**Note:** Promoters shareholding has reduced by 25.43% from 58.13% to 32.70% from 31<sup>st</sup> March, 2012 to pre issue shareholding as on 1<sup>st</sup> March, 2013 on account of invocation and sale of promoters' shares by the lenders. Conversion of Series B Convertible Preference Shares in to equity shares, to the extent it attracts open offer, shall be subject to exemptions by SEBI under Regulation 11 of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 to the extent applicable.





## d) Identity and percentage of pre and post preferential issue capital held by proposed allottees:

Name of Proposed Allottees	Pre issue shareholding		Shareholding after issue of equity shares		Shareholding after conversion of Series A Convertible Preference Shares		Shareholding after conversion of Series B Convertible Preference Shares	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Anupama Kiri	2270	0.01	736190	3.70	1524921	7.30	6214935	23.22
Kiri Peroxide Limited	0.00	0.00	183480	0.92	380663	1.82	1553166	5.80

## e) Proposed time within which the allotment shall be completed:-

The Securities shall be issued and allotted within a period of fifteen (15) days from the date of passing of the Special Resolution stated at item No.3 provided that where the allotment of such Securities is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time. The entire amount of Rs.16.74 per Equity Share will be payable on allotment.

## f) Change in control:-

There will be no change in the Board of Directors nor will there be any change in the control over the Company, consequent to the issue of Securities, as aforesaid.

## g) Pre-issue holding of shares, non disposal of shares by the proposed allottees and lock-in period of Equity Shares and Zero Coupon Fully Convertible Redeemable Preference Shares:-

- The proposed allottees have not sold the Company's shares during the six months period prior to the relevant date and hence are eligible for allotment of shares on preferential basis.
- The Equity Shares allotted to the proposed allottees shall be subject to 'lock-in' for a period of three years from the date of allotment as per Clause 78(1) of the Chapter VII of SEBI ICDR Regulations. The lock in period of the Equity Shares proposed to be allotted upon conversion of Zero Coupon Fully Convertible Redeemable Preference Shares shall be reduced to the extent the convertible preference shares have already been locked in from the date of allotment thereof.
- The entire pre preferential allotment shareholding of the proposed allottees shall be locked in from the relevant date up to a period of six months from the date of preferential allotment.

## h) Undertakings:-

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottee.

## i) Auditor's Certificate:-

A copy of the Auditors' Certificate from M/s. V. D. Shukla & Co., Chartered Accountants, Statutory Auditors of the Company certifying that the proposed issue of equity shares is being made in accordance with the Chapter VII of SEBI ICDR Regulations, will be available for inspection by the members of the Company at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day upto the date of the ensuing Extra-ordinary General Meeting, except Saturdays and will also be laid before the Extra-ordinary General Meeting.

## j) Terms and conditions of Zero Coupon Fully Convertible Redeemable Preference Shares are as under:-

- The holders of 16,50,420 Series A Preference Shares of Rs. 10 each aggregating to Rs. 1,65,04,200 shall be entitled to subscribe and be allotted 9,85,914 equity shares of Rs. 10 each of the Company at a price of Rs. 16.74 (including premium of Rs. 6.74) per equity share, aggregating to Rs 1,65,04,200 on or after 1<sup>st</sup> April, 2013.
- The holders of 98,13,853 Series B Preference Shares of Rs. 10 each aggregating to Rs. 9,81,38,530 shall be entitled to subscribe and be allotted 58,62,517 equity shares of Rs. 10 each of the Company at a price of Rs. 16.74 (including premium of Rs. 6.74) per equity share, aggregating to Rs. 9,81,38,530 subject to the regulatory approval.
- Convertible Preference Shares shall be entitled to be subscribed to and be allotted Equity Shares of the face value of Rs. 10/- each of the Company at a price of Rs. 16.74 (including a premium of Rs. 6.74) per equity share, in one or more tranches at any time after expiry of 17 months from the date of allotment but before expiry of 18 months, unless the holder of these convertible preference shares have exercised the option for conversion into equity shares before expiry of 17 months from the date of allotment subject to prevailing SEBI Regulations. For the conversion purpose, the preference share holder(s) will give an advance notice of at least ten (10) days to the Company, exercising the aforesaid option specifying the number of Convertible Preference Shares proposed to be converted into Equity Shares.
- Upon receipt of the aforementioned notice, the Board (or a Committee thereof) shall allot appropriate number of Equity Shares by appropriating Rs. 10 per Equity Share towards equity share capital and the balance amount towards the securities premium.
- The holder of such Convertible Preference Shares shall also be entitled to any future bonus/right issue(s) of equity shares or other securities convertible into equity shares by the Company, in the same proportion and manner as any other shareholders of the Company for the time being. And such bonus/right equity shares or other securities shall be kept in abeyance and allotted to the holder of the Convertible Preference Shares together with the Securities to be allotted after conversion as above.
- Except as stated above, the Convertible Preference Shares by itself does not give to the holder thereof any rights of the shareholders of the Company unless any right accrues to such holder of Convertible Preference Shares under any provisions of the Companies Act, 1956.

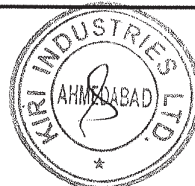
Mr. Pravin Kiri and Mr. Manish Kiri, Directors, shall be deemed to be concerned or interested to the extent of their shareholding in the Company.

Except the above named directors, none of the directors of the Company shall be deemed to be interested or concerned in passing of the above resolution and the Board recommends that the same be passed.

By Order of the Board  
for Kiri Industries Limited

Suresh Gondalia  
Company Secretary

Place : Ahmedabad  
Date : 1<sup>st</sup> March, 2013





**Kiri Industries Limited**

Regd. Office : 7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad-380 006.  
email : info@kiriindustries.com (w) www.kiriindustries.com

**ATTENDANCE SLIP**

**EXTRAORDINARY GENERAL MEETING - Saturday, 30<sup>th</sup> March, 2013 at 10.30 A.M.**

Folio No./DP ID : \_\_\_\_\_ Client ID : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I certify that I am a registered equity shareholder/Proxy for the registered equity shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company, held at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015 on Saturday, 30<sup>th</sup> March, 2013 at 10.30 A.M.

Member's/Proxy's name in BLOCK letters

Member's/Proxy's Signature

Note : (Please fill in this Attendance slip and hand it over at the entrance of the meeting hall.)



**Kiri Industries Limited**

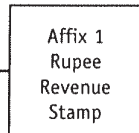
Regd. Office : 7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad-380 006.  
email : info@kiriindustries.com (w) www.kiriindustries.com

**PROXY FORM**

**EXTRAORDINARY GENERAL MEETING - Saturday, 30<sup>th</sup> March, 2013 at 10.30 A.M.**

I/ We \_\_\_\_\_ of \_\_\_\_\_ of being a member/members of the above named Company hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ in my/ our absence to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Saturday, 30<sup>th</sup> March, 2013 at 10.30 A.M. and any adjournment thereof.

Signature(s) \_\_\_\_\_



Date : \_\_\_\_\_

LF No. / DP ID : \_\_\_\_\_

Client ID : \_\_\_\_\_

No of Shares held : \_\_\_\_\_

Note: The proxy must be deposited at the Registered Office of the Company 48 hours before the meeting.

