

September 26, 2014

Future Full of Colours

To. **BSE Limited** 1st Floor, Rotunda Building. B.S. Marg, Fort, Mumbai - 400 001

Dear Sir/Madam,

Sub: Compliance as per Clause 35A of the Listing Agreement

Ref: Scrip Code - 532967

With reference to the above, we are enclosing herewith, the details of voting rights exercised in 16th Annual General meeting of the members of the Company held on 26th September, 2014 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

I. Attendance of members:

Sr. No.	Particular Particular	'S	Details	
1.	Date of Annual General Meeting		26 th September, 2014	
2.	Total No. of shareholders on record	l date	7443	***************************************
3.	No. of shareholders present in the I	neeting either in person	or through proxy:	
	Category	Present in Person	Present through proxy	
	Promoters and Promoter Group	3	2	
	Public	44	10	
	Total	47	12	
4.	No. of shareholders attended the Conferencing:	e meeting through Vide	eo Not applicable hence Arranged	not

II. Details of Voting:

Sr. No.	Details of Agenda	Type of Resolution	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
2	To appoint a Director in place of Mr. Pravin Kiri, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
3	To appoint Statutory Auditors and fix their remuneration.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
4	Appointment of Mr. Keyoor Bakshi as an Independent Director for the period of five consecutive years.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
5	Appointment of Mr. Mukesh Desai as an Independent Director for the period of five consecutive years.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
6	To ratify the remuneration of Cost Auditors of the Company for F.Y. 2014-15	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
7	Approval of Borrowing Powers of the Company in compliance of the provisions of Section 180 (1)(c) of the Companies Act, 2013.	Special	E-voting and Poll process	Resolution Passed by requisite Majority
8	Approval of Creation/Modification of charge in compliance of the provisions of Section 180 (1)(a) of the Companies Act, 2013.	Special	E-voting and Poll process	Resolution Passed by requisite Majority
9	Approval of issue of Equity Shares through Employee Stock Option Scheme (ESOP).	Special	E-voting and Poll process	Resolution Passed by requisite Majority
10	Approval of issue, offer and allotment of Equity Shares and issue of Equity Shares through Warrants as per SEBI (ICDR) Guidelines, 2009.	Special	E-voting and Poll process	Resolution Passed by requisite Majority

Corporate Identification Number (CIN) - L24231GJ1998PLC034094
DYES

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

CHEMICALS

Riot No: 552, 566, 567, 569-71, Village: Dudhwada, Tal.: Padra,
Dist.: Vadodara: 391 450 Gujarat, India.
Plicae: 191-2662-273724, 25
Fak:: 91-2662-273726
Amalt: intermediates@kirrindustries.com
Web: www.kiriindu



III. Results of e-voting and poll by members:

AHMEDABAD

The mode of voting by the members for all resolutions was e-voting and by way of taking poll in the AGM of the Company and the poll papers provided to the members and to the proxy holders (other than the members voted through e-voting) who has attended the AGM personally.

We are enclosing herewith is the results of voting in the prescribed format for your perusal.

Thanking you,

Yours faithfully

For Kiri Industries Limited

(gamaculas

Suresh Gondalia Company Secretary

Encl: As stated



Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted as per Notice of Annual General Meeting of the

Company through e-voting and poll process are furnsihed below:

Details of voting on ordinary / special resolutions passed as per Notice of 16th Annual General Meeting are mentioned herein below:

Shares No. of Votes No. of Vot	Recolution No. 4	Dromotor(Bublic	N IN						
Promoter 4893432 4893432 100.000000% 4893432 100.000000% Public Institutional Holders 3100955 1432721 46.202573% 1432721 0 100.000000% Public - others 11005666 1811880 16.463156% 1811879 1 99.999945% Total 19000053 8138033 42.831633% 8138032 1 99.999988%			shares	No. of votes polled	% of Votes Polled on outstanding	No. of Votes – in Favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Public Institutional Holders 3100955 1432721 4632432 0 100.00000% Public - others 11005666 1811880 16.463156% 1811879 1 99.99988% Total 19000053 8138033 42.831633% 8138032 1 99.999988%	To receive, consider and		4893432	4893432	100 000000%	4000000			
Public - others 3100955 1432721 46.202573% 1432721 0 100.000000% Public - others 11005666 1811880 16.463156% 1811879 1 99.99945% Total 19000053 8138033 42.831633% 8138032 1 99.999988%	adont the Andited Balance			101001	100.00000 /8	4093432	>	100.000000	0.0000000
Public - others 11005666 1811880 16.463156% 1811879 1 10000053 Total 19000053 8138033 42.831633% 8138032 1 99.999988%	Choose and Addition Dalaine	Public Institutional Holders	3100955	1432721	46.202573%	1432721	O	100 000000	/800000000
Total 19000053 8138033 42.831633% 8138032 1 99.999988%	Sileer as at 51 March,	Public - others	11005666	1811880	16 463156%	1911070		0/00000	0.0000000
1 99.99988%	2014 and the Statement of	Total	000000	00000	0/00/00/00	6/01101		99.99945%	0.0000055%
	Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon.	- Ocal	19000053	8138033	42.831633%	8138032	Υ-	%88666.66	0.0000120%

Resolution No. 2	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	tes No. of Votes – on in Favour	No. of Votes – against	% of Votes No. of Votes – No. of Votes – % of Votes in % of Votes Polled on in Favour against favour on against on outstanding shares	in % of Votes on against on votes polled
To appoint a Director in Promoter	Promoter	4893432	4893432	100.000000%	4893432	0	400 000000%	/80000000
place of Mr. Pravin Kiri,	Public Institutional Holders	3100955	1432721	46 202573%	1432721	0	100.000000	
who refires hy rotation	Public - others	11005666	1811880	16 4624 560/	4044770		100.00000%	
יייט וכנווכא של וטומווטוו	Total	0000001	0001101	10.403 30%	6771181	101	99.994425%	0.005575%
and being eligible,	lotal	19000053	8138033	42.831633%	8137932	101	99.998758%	0.001242%
offers himself for re-								
appointment.								

Resolution No. 3 Promoter/Public	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	tes No. of Votes – on in Favour	No. of Votes – against	% of Votes No. of Votes - No. of Votes - % of Votes in % of Votes Polled on in Favour against favour on against on outstanding shares	% of Votes against on votes polled
To appoint Statutory Promoter	Promoter	4893432	4893432	100.000000%	4893432	C	100 000000%	7,000000
Auditors and fix their	Auditors and fix their Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100 00000%	0.0000000
remuneration.	Public - others	11005666	1811880	16.463156%	1811879		99 99945%	0.000005%
	Total	19000053	8138033	42.831633%	8138032	-	%886565 66	0.00000000





Kiri Industries Limited

Resolution No. 4 Promoter/Public	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	tes No. of Votes – on in Favour	No. of Votes – against	% of Votes No. of Votes – No. of Votes – % of Votes in % of Votes Polled on in Favour against avour on against on outstanding shares	in % of Votes on against on votes polled
Appointment of Mr Promoter	Promoter	4803432	4002422	70000000				
		4000102	4030402	- %000000001	4893432		100 00000%	
Keyoor Bakshi as an Public	Public Institutional	3100955	1432721	46 202573%			0000000	
Indopopopopopopor	Holders		1	0/01070701	1432121	-	100.000000%	0.000000
וותבלבוותבוון בוובכום וסו	1							
the period of five	- 1	11005666	1811880	16.463156%	1811779	101	99 994425%	
	Total	10000052	0420022	1000010001		2	93.334423/0	0.0055/5%
consecutive years.		200000	0100010	42.831633%	8137932	101	99.998758%	0.001242%

Resolution No. 5	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	tes No. of Votes – on in Favour	No. of Votes – against	% of Votes No. of Votes – No. of Votes – % of Votes in % of Votes Polled on in Favour against favour on against on outstanding votes polled votes polled shares	% of Votes against on votes polled
Appointment of	Promoter	4893432	4893432	100.000000%	4893432		400 00000000	2000000
Mr Mirboch Dooping	Dublic Inctitutional	240000	4 4000104		101000	>	02.000000.001	%000000.0
ייווי ייוטאמאו טפאמו מא מון		2100922	1432721	46.202573%	1432721	0	100 00000%	%UUUUU U
Independent Director for	Holders							200000:0
the nerind of five	Public - others	11005666	1811880	16 463156%	1811770	104	200 00	
> = = = = = = = = = = = = = = = = = = =	Total	4000000	040000	2/201001		101	99.994425%	0.005575%
consecutive years.	- Otal	5000061	8138033	42.831633%	8137932	101	%852866	0.001242%

Resolution No. 6	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 No. of Votes - No. of Votes - % of Votes in % of Votes Polled on in Favour against favour on against on outstanding shares	in % of Votes on against on votes polled
To ratify the		4893432	4893432	100.000000%	4893432	0	100 000000%	0.0000000
remuneration of Cost	Public Institutional	3100955	1432721	AR 2025729/	1177774		0/000000	0.000000
Auditors of the	Holders)	1777	40.2020.07	1432/21	5	100.000000%	0.0000000
•	Public - others	11005666	1811880	16 463156%	1811879		/00 000 00	7000000
15.	Total	19000053	8138033	42.831633%	8138032		99.999945%	0.0000120%

Resolution No. 7	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	tes No. of Votes –	No. of Votes – against	% of Votes No. of Votes – No. of Votes – % of Votes in % of Votes Polled on in Favour against avour on against on shares	in % of Votes on against on votes polled
Approval of Borrowing Promoter	Promoter	4893432	4893432	100 000000%	4893432	c	400 000000	/000000
Downson of the Comment		2100011	, 0100, ,		10000	>	0,000000	8,000000.0
rowers of the company runit	rubiic institutional	3100955	1432/21	46.202573%	1432721	0	100 000000%	%00000
in compliance of the	Holders					•		8/00000:0
provision of Oction	Public - others	11005666	1011000	40.4004.000				
provisions of Section	ľ	000000	0001101	10.403136%	10.403150%	101	99.994425%	0.005575%
180 (1)(c) of the	lotal	19000053	8138033	42.831633%	42.831633% 1\STR137932	101	99 998758%	
Companies Act 2013						,	8/00/0000	0.00124270

Corporate Identification Number (CIN) – L24231GJ1998PLC034094



Kiri Industries Limited

of Promoter Promoter 4893432 4893432 100.000000% 4893432 0 100.000000% of Holders Holders 11005666 1811880 16.463156% 1811779 101 99.99425% of Total Total 1900063 8138033 42.831633% 8137932 101 99.998758%	Resolution No. 8	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	tes No. of Votes – on in Favour	No. of Votes – against	% of Votes No. of Votes – No. of Votes – % of Votes in % of Votes Polled on in Favour against outstanding votes polled shares	in % of Votes on against on votes polled
Public Institutional 3100955 1432721 46.202573% 1432721 0 100.00000% Holders Public - others 11005666 1811880 16.463156% 1811779 101 99.994425% Total 19000053 8138033 42.831633% 8137932 101 99.998758%		Promoter	4893432	4803432	400,000,000				
Public Institutional Institutional Subjects 3100955 1432721 46.202573% 1432721 0 100.00000% Holders Public - others 11005666 1811880 16.463156% 1811779 101 99.994425% Total 19000053 8138033 42.831633% 8137932 101 99.998758%			302.00	4000402	.00.00000%	4893432	0	100 00000%	/8000000
Holders Holders 1732/21 0 100.00000% Public - others 11005666 1811880 16.463156% 1811779 101 99.994425% Total 19000053 8138033 42.831633% 8137932 101 99.998758%	Creation/Modification of		3100955	1432721	46 202573%	1432724		000000	0.000000
Public - others 11005666 1811880 16.463156% 1811779 101 99.994425% Total 19000053 8138033 42.831633% 8137932 101 99.998758%	charge in compliance of	Holders			0/0/0707:01	12/2041	-	100.000000%	%0000000
Public - Others 11005666 1811880 16.463156% 1811779 101 99.994425% Total 19000053 8138033 42.831633% 8137932 101 99.998758%	מימולים יוו כמווליוומונים מו								
Total 19000053 8138033 42.831633% 8137932 101 99.998758%	the provisions of	Public - otners	11005666	1811880	16.463156%	1811779	101	00 004475%	
42.63.163.76 K13/352 101 99.998758%	Contion 100 (1)(c) af the	_	19000053	8128022	10 00460001	0401000	2	99.334473/0	
	Section 100 (1)(a) of the			200000	42.031033%	813/932	101	99.998758%	0.001242%
	Companies Act, 2013								

Resolution No. 9	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	% of Votes No. of Votes – No. of Votes – Polled on in Favour against outstanding shares	No. of Votes – against	% of Votes favour votes polled	in % of Votes on against on votes polled
Annroval of iceira of Promoter	Promoter	4000422	0070007	,00000000				
io presi io intolidati		4093432	4033432	100.000000	4893432	c	100 000000	/8000000
Fairty Shares through	Public Inetitutional	2100055	*0200FF	1000000			100.0000070	0.000000
Educty Origins unough		5100933	1432/21	46.2025/3%	0	1432721	%000000	100 00000%
Employee Stock Option	Holders							8,000,00
(C) (L)	Duhlic othere	44005000	2044000					
Scheme (ESOP).	י מטווכ - סמופוס	9990011	1811880	16.463156%	1811879		00 0000459/	700000000
	Total	4000000	040000			-	07.0400000	0.00000000
	lotai	1900003	8138033	42.831633%	6705311	1432722	%524736%	47 COE2C40/
					-		20.72	

Resolution No. 10 Promoter/Public	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 No. of Votes – No. of Votes – % of Votes in % of Votes Polled on in Favour against favour on against on outstanding shares	% of Votes against on votes polled
Approval of issue, offer Promoter	Promoter	4893432	4893432	100.000000%	4893432	C	400 000000%	/8000000
and allotment of Family	Public Inctitutional	3400055	4400704	700000			9/ 000000	0.0000070
Shares and issue of Holders		000000	1432721	45.2025/3%	0	1432721	%00000000	100.000000%
Equity Charge through	Public - others	11005666	1811880	16 1634560/	4044070	,		
Lyduity Silaies tillougil	ľ	200000	2001	10.40313076	6/91191	·	99.99945%	0.0000550%
Warrants as per SEBI (ICDR) Guidelines, 2009.	l Otal	19000053	8138033	42.831633%	6705311	1432722	82.394739%	17.605261%

Place: Ahmedabad Date: 26.09.2014

For Kiri Industries Limited

Suresh Gondalia Company Secretary Company Secretaries

212, Shajanand Complex, B/h. Bhag vati Chambers. C. G. Road, Navrangpura, Ahmedabad 380009. Ph. 079-26462005, Mobile : 98249-46000

Scrutinizers' Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of

16th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 26th September, 2014 at 10.30 a.m. at AMA, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

Dear Sir,

I, Rajesh C. Tarpara, proprietor of R.C. Tarpara & Associates, Company Secretaries, Ahmedabad, have been appointed as Scrutinizer of Kiri Industries Limited, ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 16th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 26th September, 2014 at 10.30 a.m. at AMA, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015.

I submit my report as under:

- 1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 16th Annual General Meeting (AGM) of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast in favour / against the resolutions stated above, based on the reports generated from e-voting system provided by the Central Depository Services (India) Limited, the authorized agency engaged by the company to provide e-voting facilities.
- 2. The e-voting period remained open from 18th September, 2014 9.00 a.m. to 20th September, 2014, 6.00 p.m.
- 3. The shareholders holding shares as on the "cut off" date i.e. 22nd August, 2014 were entitled to vote on the proposed resolutions (items No. 1 to 10 as set out in the Notice of the 16th AGM of the Company).

- 4. Accordingly the electronic votes cast were taken into account and at the end of this voting period, on 20^{th} September, 2014 (at 6.00 p.m.), the e-voting portal was blocked for voting by CDSL.
- 5. The votes were unblocked on 21st September, 2014, around 11.55 a.m. in the presence of two witnesses 1. Ms. Vaishali L. Shah and 2. Rajesh K. Parmar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

V. L. Sheil.
Name: VAISHALIL SHOH

Name: ROJESH K. PORMAR

- 6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, Folio No. or Client ID of the shareholders, No. of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
- 7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Service (India) Limited (https://www.evotingindia.com/):
- 8. Based on such reports, the results of the e-voting are as under:

(a) Resolution No. 1:

Ordinary Resolution for adoption of Annual Accounts of the Company as on - 31st March, 2014:

	Number of members voted through	Number of votes casted in favour of	% of total number of
	electronic voting	the resolution	valid votes
	system		casted
Voted in favour of the resolution:	22	3021192	99.999 %
Voted against the resolution:	1	1	0.000 %
<u>Total</u>	<u>23</u>	<u>3021193</u>	<u>100.000 %</u>
No of members Votes			
for Abstain	Nil	Nil	Nil

(b) Resolution No. 2:

of India. Naroda Anmedabad – 382330

Ordinary Resolution for re-appointment of Mr.Pravin Kiri, as a director, who retires by rotation,

	Number of members voted through	Number of votes casted in favour of	% of total number of
	electronic voting	the resolution	valid votes
	system		casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<u>Total</u>	<u>23</u>	<u>3021193</u>	<u>100.000 %</u>
No of members Votes			
for Abstain	Nil	Nil	Nil

(c) Resolution No. 3:

Ordinary Resolution for appointment of M/s. V. D. Shukla & Co., Chartered Accountants, as auditors of the company and fix their remuneration,

- anticarito, as additors a	the company and fix their remuneration,			
	Number of members	Number of votes	% of total	
	voted through	casted in favour of	number of	
	electronic voting	the resolution	valid votes	
	system		casted	
Voted in favour of the resolution:	22	3021192	99.999 %	
Voted against the resolution:	1	1	0.000 %	
<u>Total</u>	<u>23</u>	3021193	<u>100.000 %</u>	
No of members Votes				
for Abstain	Nil	Nil	Nil	

(d) Resolution No. 4:

Ordinary Resolution for appointment of Mr. Keyoor Bakshi, as an Independent Director of the Company,

cettor of the company,	Number of member voted throu electronic voti system	gh casted in favour of	% of total number of valid votes casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<u>Total</u>	<u>23</u>	3021193	<u>100.000 %</u>
No of members Votes	Ú.	RPAINE ASSO	
for Abstain	Nil //S	FCS: 6165 WII	Nil

New Address : Shop-5, J.P. Complex, Opp: Bank of India Naroda, Ahmedabad – 382330

(e) Resolution No. 5:

Ordinary Resolution for appointment of Mr. Mukesh Desai, as an Independent Director of the Company,

	Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<u>Total</u>	<u>23</u>	<u>3021193</u>	100.000 %
No of members Votes			
for Abstain	Nil	Nil	Nil

(f) Resolution No. 6:

Ordinary Resolution for ratification of remuneration paid to of M/s. V.H. Savaliya & Associates, Cost Accountants for cost audit,

	Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	22	3021192	99.999 %
Voted against the resolution:	1	1	0.000 %
<u>Total</u>	<u>23</u>	<u>3021193</u>	100.000 %
No of members Votes for Abstain	Nil	Nil	Nil

(g) Resolution No. 7:

Special Resolution for borrowing of monies in excess of paid up capital and free

reserves,

	Number of members voted through electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes
Voted in favour of the resolution:	system 21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
Total	<u>23</u>	<u>3021193</u>	100.000 %
No of members Votes			
for Abstain	Nil	Nil	Nil

(h) Resolution No. 8:

Special Resolution for creation or modification of mortgage and / or charge on the immovable and movable properties of the company in favour of the lenders to secure the financial assistance,

	Number of members voted through electronic voting	casted in favour of	% of total number of valid votes
	system		casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<u>Total</u>	<u>23</u>	<u>3021193</u>	<u>100.000 %</u>
No of members Votes			
for Abstain	Nil	Nil	Nil

(i) Resolution No. 9:

Special Resolution for framing ESOP-2014 and to create, issue, allot securities there under, under section 62 of the Companies Act, 2013,

Number of voted	members through			% of number	total of
electronic system	voting	the resolu	tion	valid casted	votes
18		158	3471	52.57	78%
<u>,</u> 5		1432	2722	47.42	22%
<u>23</u>	(1,8×)	<u> এই ক্রু302:</u>	1193	100.0	00 <u>%</u>
Nil	18.4.8 -	8 ~. 8 4/1	il	Ni	
	voted electronic system 18 5	electronic voting system 18 5 23	voted through electronic system 18 1588 5 1432 23 3022	voted through electronic system 18	voted through electronic system 18

New Address: Shop-5, J.P. Complex, Opp: Bank of India, Naroda, Ahmedabad – 382330

(j) Resolution No. 10:

Special Resolution to create, issue, allot securities on preferential basis under section 62 of the Companies Act, 2013,

	Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	18	1588471	52.578%
Voted against the resolution:	5	1432722	47.422%
<u>Total</u>	23	<u>3021193</u>	100.000 %
No of members Votes			
for Abstain	Nil	Nil	Nil

9. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary of the company for safe keeping.

Thanking you,

Yours faithfully,

For R.C.Tarpara and Associates

Company Secretaries

Rajesh Tarpara Proprietor COP: 5785

Membership: 6165

Place: Ahmedabad Dated: 21.09.2014

212, Shajanand Complex, B/h. Bhag vati Chambers, C. G. Road, Navrangpura, Ahmedabad 380009. Ph. 079-26462005, Mobile: 98249-46000

FORM No. MGT-13 Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To

The Chairman of

16th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 26th September, 2014 at 10.30 a.m. at AMA, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

Dear Sir,

FCS: 6165

I, Rajesh C. Tarpara, Proprietor of M/s R.C. Tarpara & Associates, Company Secretaries, having office at Ahmedabad, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 16th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 26th September, 2014 at 10.30 a.m. at AMA, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

I submit my report as under:

- 1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the poll is as under:

(a) Resolution No. 1:

Ordinary Resolution for adoption of Annual Accounts of the Company as on – 31st March, 2014:

(I) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

(b) Resolution No. 2:

Ordinary Resolution for re-appointment of Mr. Pravin Kiri, as a director, who retires by rotation,

(I) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476



(c) Resolution No. 3:

Ordinary Resolution for appointment of M/s. V. D. Shukla & Co., Chartered Accountants, as auditors of the company and fix their remuneration,

(I) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(III) Invalid Votes

Total number of members present	Total number of votes cast by
and voting (in person or proxy) whose votes were declared invalid	them (Shares)
4	12,476

(d) Resolution No. 4:

Ordinary Resolution for appointment of Mr. Keyoor Bakshi, as an Independent Director of the Company,

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0



Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
` 4	12,476

(e) Resolution No. 5:

Ordinary Resolution for appointment of Mr. Mukesh Desai, as an Independent Director of the Company,

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(III) Invalid Votes

	Total number of votes cast by
and voting (in person or proxy)	them (Shares)
whose votes were declared invalid	
4	12,476

(f) Resolution No. 6:

Ordinary Resolution for ratification of remuneration paid to of M/s. V.H. Savaliya & Associates, Cost Accountants for cost audit,

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476



(g) Resolution No. 7:

Special Resolution for borrowing of monies in excess of paid up capital and free reserves,

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

(h) Resolution No. 8:

Special Resolution for creation or modification of mortgage and / or charge on the immovable and movable properties of the company in favour of the lenders to secure the financial assistance,

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

FCS: 6165 E CP: 5785

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

(i) Resolution No. 9:

Special Resolution for framing ESOP-2014 and to create, issue, allot securities there under, under section 62 of the Companies Act, 2013,

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

(j) Resolution No. 10:

Special Resolution to create, issue, allot securities on preferential basis under section 62 of the Companies Act, 2013,

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476



- 5. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

Thanking you,

Yours faithfully,

Rajesh C. Tarpara Proprietor

R.C. Tarpara and Associates

FCS: 6165

Company Secretaries

COP: 5785

Membership: 6165 Place: Ahmedabad Dated: 26.09.2014