

Kiri Industries Limited

Future Full of Colours.....

March 21, 2015

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

Dear Sir/Madam,

Sub: Compliance as per Clause 35A & Clause 31(d) of the Listing Agreement
Ref: Scrip Code - 532967

With reference to the above, we are enclosing herewith, the details of voting rights exercised in the Extra-Ordinary General meeting (EGM) of the members of the Company held on March 21, 2015 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

I. Attendance of members:

Sr. No.	Particulars	Details												
1.	Date of Extra-Ordinary General Meeting	21 st March, 2015												
2.	Total No. of shareholders on record date	7,999												
3.	No. of shareholders present in the meeting either in person or through proxy:													
	<table border="1"> <thead> <tr> <th>Category</th> <th>Present in Person</th> <th>Present through proxy</th> </tr> </thead> <tbody> <tr> <td>Promoters and Promoter Group</td> <td>3</td> <td>2</td> </tr> <tr> <td>Public</td> <td>30</td> <td>2</td> </tr> <tr> <td>Total</td> <td>33</td> <td>4</td> </tr> </tbody> </table>	Category	Present in Person	Present through proxy	Promoters and Promoter Group	3	2	Public	30	2	Total	33	4	
Category	Present in Person	Present through proxy												
Promoters and Promoter Group	3	2												
Public	30	2												
Total	33	4												
4.	No. of shareholders attended the meeting through Video Conferencing:	Not applicable hence not Arranged												

II. Details of Voting:

Sr. No.	Details of Agenda	Type of Resolution	Mode of Voting	Remarks
1	Issue of Cumulative Non-convertible Redeemable Preference Shares (CNRPS)	Special	E-voting and Poll process	Resolution passed by requisite majority
2	To Approve Related Party Transactions	Special	E-voting and Poll process	Resolution passed by requisite majority

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

The mode of voting by the members for all resolutions was e-voting and by way of taking poll in the EGM 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 EGM 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

Suresh Gondalia

Suresh Gondalia
Company Secretary
Encl: As stated



Corporate Identification Number – L24231GJ1998PLC034094

DYES

Plot No. : 299/1/A & 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 : +91-2662-273444
Fax : +91-2662-273444
Email : intermediates@kiriindustries.com Web : www.kiriindustries.com

CHEMICALS

Plot No. : 552, 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



Kiri Industries Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted as per Notice of Extra-ordinary General Meeting of the Company through e-voting and poll process are furnished below:

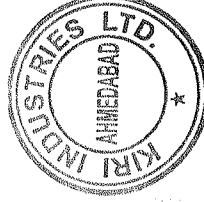
Details of voting on special resolutions passed as per Notice of Extra Ordinary General Meeting are mentioned herein below:

Resolution No. 1	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 in favour votes polled	% of Votes against on votes polled
To approve issue, offer and allotment of Cumulative, Redeemable, Non-convertible Preference Shares in one or more tranches up to 1,00,00,000/- (One Crore) of face value of Rs. 10 (Rupees Ten) each on private placement basis.	Promoter	6740878	6740878	100.000000%	6740878	0	100.000000%	0.000000%
	Public Institutional Holders	4319454	2913740	67.456210%	2913740	0	100.000000%	0.000000%
	Public - others	11664794	527103	4.518751%	527003	100	99.981028%	0.018197%
	Total	22725126	10181721	44.803804%	10181621	100	99.999017%	0.000983%

Resolution No. 2	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 in favour votes polled	% of Votes against on votes polled
To approve Related Party Transactions	Promoter	6740878	0	0.000000%	0	0	0.000000%	0.000000%
	Public Institutional Holders	4319454	2913740	67.456210%	2913740	0	100.000000%	0.000000%
	Public - others	11664794	527103	4.518751%	527003	100	99.981028%	0.018971%
	Total	22725126	3440843	15.141139%	3440743	100	99.997093%	0.002907%

**Place: Ahmedabad
Date: March 21, 2015**

For Kiri Industries Limited



Suresh Gondalia

**Suresh Gondalia
Company Secretary**

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

The Extra Ordinary General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Saturday, 21st March, 2015 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

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 Extra Ordinary General Meeting of the Equity Shareholders of the Company, to be held on Saturday, 21st March, 2015 at 10.30 a.m. at Ahmedabad Management Association, 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 the Extra Ordinary General Meeting ("EGM") 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 12th March, 2015 from 9.00 a.m. to 14th March, 2015 till 6.00 p.m.
3. The shareholders holding shares as on the "cut off" date i.e. 13th February, 2015 were entitled to vote on the proposed resolutions (items No. 1 to 2 as set out in the Notice of the EGM of the Company).

: 2 :

4. Accordingly the electronic votes cast were taken into account and at the end of this voting period, on 14th March, 2015 (upto 6.00 p.m.), the e-voting portal was blocked for voting by CDSL.

5. The votes were unblocked on 15th March, 2015, around 11.30 a.m. in the presence of two witnesses **1. Ms. Vaishali V. Shah** and **2. Miss Bhagyashree P. Ambre** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

V. V. Shah

Bhagyashree P. Ambre

Name: Vaishali V. Shah

Name: Bhagyashree Ambre

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:

Special Resolution for Issue of Cumulative Non-Convertible Redeemable Preference Shares (CNRPS):

	Number of members voted through electronic system	Number of votes casted on the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	9	2943634	99.996 %
Voted against the resolution:	1	100	00.004 %
Total	10	2943734	100.000 %
No of members Votes for Abstain	Nil	Nil	Nil



New Address: 208, Capital Corporate, Opp:- Ektanth Complex, Naroda-Kathwada Road, Naroda, Ahmedabad – 382330. Cell : 9904746000, 9824946000.

: 3 :

(b) Resolution No. 2:

Special Resolution to approve Related Party Transactions:

	Number of members voted through electronic system	Number of votes casted on the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	9	2943634	99.996 %
Voted against the resolution:	1	100	00.004 %
Total	10	2943734	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 EGM and the same are handed over to the Company Secretary of the company for safe keeping.

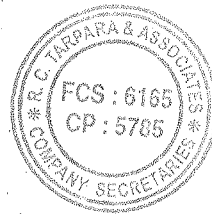
Thanking you,

Yours faithfully,

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



**Rajesh Tarpara
Proprietor
COP: 5785
Membership: 6165**



**Place: Ahmedabad
Dated: 15.03.2015**

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

The Extra Ordinary General Meeting of the Equity Shareholders of
Kiri Industries Limited, to be held on Saturday, 21st March, 2015 at 10.30 a.m. at Ahmedabad
Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380
015.

Dear Sir,

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 Extra Ordinary General Meeting of the Equity
Shareholders of Kiri Industries Limited, held on Saturday, 21st March, 2015 at 10.30 a.m. at
Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg,
Ahmedabad – 380 015.

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. I did not find any poll papers invalid.
4. The result of the poll is as under:



(a) Resolution No. 1: (Item No. – 1)

Special Resolution for Issue of Cumulative Non-Convertible Redeemable Preference Shares (CNRPS):

(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
37	7237987	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)
0	0

(b) Resolution No. 2: (item No. 2)

Special Resolution to approve Related Party Transactions:

(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
32	497109	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)
0	0

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,

Place: Ahmedabad

Dated: 21.03.2015



For R.C. Tarpara and Associates
Company Secretaries


Rajesh C. Tarpara
Proprietor
COP: 5785
Membership: 6165