



## Kiri Dyes and Chemicals Ltd.

7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad-380006.

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

Notice is hereby given that an Extraordinary General Meeting of the members of KIRI DYES AND CHEMICALS LIMITED will be held on Saturday, 26th day of June, 2010 at 11.30 a.m. at Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Opp. City Gold Cinema, Navrangpura, Ahmedabad- 380 009, to transact the following 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 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (“Act”), as amended, and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, and applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes, or circulars, if any, issued by the Government of India, the Securities and Exchange Board of India, (“SEBI”), the Reserve Bank of India, (“RBI”), and any other applicable laws, rules and regulations, as amended and the enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions of relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority), (“Concerned Authorities”), in this regard, as may be required and applicable and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities 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 term 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), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, including providing for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted, in the course of one or more public or private offerings in domestic and/or one or more international market(s) with or without a green shoe option, Equity Shares and/or convertible securities, other than warrants, on Qualified Institutions Placement basis under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulation”) and/or Equity Shares through depository receipts, including American Depository Receipts (ADRs) and Global Depository Receipts (GDRs), and/or convertible bonds, including Foreign Currency Convertible Bonds (FCCBs), and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares, including non-convertible debentures with warrants or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as “Securities”) to eligible investors, including Qualified Institutional Buyers, under applicable laws, regulations and guidelines (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions and/or individuals and/or trustees and/or stabilizing agents or otherwise, and whether or not such investors are members of the Company), through prospectus and/or placement document and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers, Merchant Bankers and/or other Advisors or otherwise, on such terms and conditions, including terms as to appointment of Lead Managers, Underwriters, Advisors, Guarantors, Depositories, Custodians and/or other agencies, as the Board, may, in its absolute discretion, decide at the time of issue of Securities, provided that the total amount raised through the issuance of such Securities shall not exceed Rs. 500 Crores or its equivalent in one or more currencies, including premium, if any, as may be decided by the Board.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.”

**“RESOLVED FURTHER THAT:**

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and



- (b) the underlying Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions in that behalf contained in the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the issue of securities to the eligible investors shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequences of such bonus issue, split and the premium, if any, shall stand reduced accordingly.
- (b) in the event of the Company making a right offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders.
- (c) in the event of any merger, amalgamation, takeover or any other re-organization, the number of shares, the price and the time period as aforesaid shall be suitably adjusted."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrar, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and International Stock Exchange(s)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respect, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the Issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/ redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s)."

**"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 Chairman or Managing Director or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** in pursuance of the provisions under sections 198, 269, 309, 310, 314, Schedule XIII and other applicable provisions of the Companies Act, 1956; Mr. Shanker Patel be and is hereby appointed as Whole Time Director of the Company for a period of three years from 1st May 2010 subject to the powers, duties and functions as may be assigned to the appointee by the Board of Directors of the Company from time to time and also subject to the remuneration specified hereunder:

I. Salary : Rs. 1,00,000/- per month.

II. Perquisites:

(i) Medical Reimbursement :

Expenses incurred for the appointee and his family subject to a ceiling of one month's salary in a financial year.

(ii) Leave Travel Concession :

For the appointee and his family, once in a year in accordance with any rules specified by the Company subject to a ceiling of one month's salary.

(iii) Club Fees :

Fees of clubs subject to a maximum of two clubs not including admission and life-membership fees.

(iv) Personal Accident Insurance :

Premium not exceed to Rs.5,000 per annum.



- (v) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income-tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.
- (vi) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling of perquisites.
- (vii) Provision of car and telephone for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole Time Director."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration for the period from 1st May 2010 to 30th April, 2013 will be paid by the Company as minimum remuneration to the appointee in accordance with the conditions specified in Schedule XIII to the Companies Act, 1956 for the time being and as altered from time to time."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem expedient in the interest of the Company."

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

**"RESOLVED THAT** in pursuance of the provisions under sections 198, 269, 309, 310, 314, Schedule XIII and other applicable provisions of the Companies Act, 1956; Mr. Pravin Kiri, be and is hereby re-appointed as Chairman of the Company for a period of three years from 1st April, 2010 subject to the powers, duties and functions as may be assigned to the appointee by the Board of Directors of the Company from time to time and also subject to the remuneration specified hereunder:

I. Salary : Rs.7,00,000/- per month.

II. Perquisites :

(i) Housing: I

The Expenditure by Company on hiring furnished accommodation for the Chairman will be subject to the following ceiling: -

Sixty percent of the salary, over and above ten percent payable by himself.

Housing: II

In case of the accommodation is owned by the Company, ten percent of his salary shall be deducted by the Company.

Housing: III

In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to ceiling laid down in Housing I.

Explanation – The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of his salary.

(ii) Medical Reimbursement :

Expenses incurred for the appointee and his family subject to a ceiling of one month's salary in a financial year.

(iii) Leave Travel Concession :

For the appointee and his family, once in a year in accordance with any rules specified by the Company subject to a ceiling of one month's salary.

(iv) Club Fees :

Fees of clubs subject to a maximum of two clubs not including admission and life-membership fees.

(v) Personal Accident Insurance :

Premium not exceed to Rs.5,000 per annum.

(vi) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income-tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.

(vii) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling of perquisites.

(viii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Chairman."



**"RESOLVED FURTHER THAT** such remuneration by way of commission in addition to the salary, perquisites, allowances as may be determined by the Board of Directors of the Company at the end of each financial year but not exceeding 1% of the profit after tax of the relevant financial year for the appointee subject to the overall limit stipulated under section 198 and section 309 of the Companies Act, 1956. The specific amount payable will be based on performance and other parameters as the remuneration committee of the Board may decide and will be payable annually after the annual accounts of each year have been approved by the Board."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration except the commission for the period from 1st April, 2010 to 31st March, 2013 will be paid by the Company as minimum remuneration to the appointee in accordance with the conditions specified in Schedule XIII to the Companies Act, 1956 for the time being and as altered from time to time."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem expedient in the interest of the Company."

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

**"RESOLVED THAT** in pursuance of the provisions under sections 198, 269, 309, 310, 314, Schedule XIII and other applicable provisions of the Companies Act, 1956; Mr. Manish Kiri, be and is hereby re-appointed as Managing Director of the Company for a period of three years from 1st April, 2010 subject to the powers, duties and functions as may be assigned to the appointee by the Board of Directors of the Company from time to time and also subject to the remuneration specified hereunder:

I. Salary : Rs.7,00,000/- per month.

II. Perquisites :

(i) Housing: I

The Expenditure by Company on hiring furnished accommodation for the Managing Director will be subject to the following ceiling: -

Sixty percent of the salary, over and above ten percent payable by himself.

Housing: II

In case of the accommodation is owned by the Company, ten percent of his salary shall be deducted by the Company.

Housing: III

In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to ceiling laid down in Housing I.

Explanation – The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of his salary.

(ii) Medical Reimbursement :

Expenses incurred for the appointee and his family subject to a ceiling of one month's salary in a financial year.

(iii) Leave Travel Concession :

For the appointee and his family, once in a year in accordance with any rules specified by the Company subject to a ceiling of one month's salary.

(iv) Club Fees :

Fees of clubs subject to a maximum of two clubs not including admission and life-membership fees.

(v) Personal Accident Insurance :

Premium not exceed to Rs.5,000 per annum.

(vi) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income-tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.

(vii) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling of perquisites.

(viii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director."

**"RESOLVED FURTHER THAT** such remuneration by way of commission in addition to the salary, perquisites, allowances as may be determined by the Board of Directors of the Company at the end of each financial year but not exceeding 1% of the profit after tax of the relevant financial year for the appointee subject to the overall limit stipulated under section 198 and section 309 of the Companies Act, 1956. The specific amount payable will be based on performance and other parameters as the remuneration committee of the Board may decide and will be payable annually after the annual accounts of each year have been approved by the Board."



**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration except the commission for the period from 1st April, 2010 to 31st March, 2013 will be paid by the Company as minimum remuneration to the appointee in accordance with the conditions specified in Schedule XIII to the Companies Act, 1956 for the time being and as altered from time to time.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem expedient in the interest of the Company.”

By Order of the Board  
for Kiri Dyes and Chemicals Limited

Place : Ahmedabad  
Date : 22nd May, 2010

Suresh Gondalia  
Company Secretary

**NOTES:**

1. An Explanatory statement under section 173 (2) of the Companies Act, 1956 in respect of the Resolution set out in the notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE MEMBER OF THE COMPANY. THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

**EXPLANATORY STATEMENT AS PER PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.**

**ITEM NO. 1**

The Special Resolution contained in this notice seeks to empower the Board of Directors, to raise additional funds through issue of Securities in domestic and/or international markets, including by way of Qualified Institutions Placement (“QIP”) with the Qualified Institutional Buyers (“QIB”), in accordance with the provisions contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or Depository Receipts in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993 and/or any other Securities for an amount not exceeding Rs.500 crores or its equivalent, in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the various category of investors in the domestic and/or international markets for financing various strategic initiatives including, inter-alia, expansion of existing Dyes Intermediates Facilities, diversification project, proposed overseas acquisition, payment of debts of the Company, long-term working capital requirements as well as for general corporate purposes, and/or such other purpose(s) as the Board, in its absolute discretion, thinks most beneficial to the Company.

Thus, it is proposed to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, SPNs, FCDs, NCDs with warrants and/or such other securities convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments to the extent of Rs. 500 Crores in one or another manner and in one or more tranches.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The pricing of the international issue will be free market pricing and may be at a premium or discount to the market price in accordance with international practices, subject to applicable Indian law and guidelines. The same would be subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities or shares to be issued. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the Indian Stock Exchanges and/or internationally recognized stock exchange and may be represented by Securities or other Financial Instruments outside India.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board may in its absolute discretion deem fit.

Section 81 (1A) of the Companies Act, 1956 and the relevant clause of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of the company in the manner laid down in Section 81 unless the shareholders in a general meeting decide otherwise. Since the Special Resolution proposed in the business of the notice results in the issue of the shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956 and the Listing Agreement.



The Special Resolution, if passed, will have the effect of allowing the Board of Directors to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company.

The Board of Directors recommends the special resolution as set out of the accompanying notice for your approval.

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

#### **ITEM No. 2**

The Board of Directors of the Company at their meeting held on 26th April, 2010 has appointed Mr. Shanker Patel as whole time director of the company for the period of three years from 1st May, 2010.

Mr. Shanker Patel is graduate in Science and Law. He has more than 30 years of experience in the field of Dyes and Chemicals. At present he is president of Gujarat Dystuff Manufacturer Association & member of Executive Committee, Federation of Industries Association, (FIA), Ahmedabad & Vatva Industries Association, Ahmedabad. He is also associates with various organizations including Gujarat Chamber of Commerce & Industries. Looking to the experience of Mr. Shanker Patel the Board of Directors, therefore, in their meeting held on 26th April, 2010 has appointed Mr. Shanker Patel as whole time director of the Company.

As per the provision of Section 269 read with Schedule XIII to the Companies Act, 1956 reappointment of whole time Director is subject to the approval of members of the Company. The Board of Directors recommends the resolution as set out of the accompanying notice for your approval.

None of the Directors of the Company is in any way concerned or interested in the said resolution except Mr. Shanker Patel.

#### **ITEM No. 3**

The Board of Directors of the Company at their meeting held on 6th March, 2007 has reappointed Mr. Pravin Kiri as Chairman of the Company for a period of 3 years with effect from 1st April, 2007. The Members of the company at their Extra Ordinary General Meeting held on 30th March, 2007 have confirmed the reappointment and its terms and condition including remuneration payable to Mr. Pravin Kiri.

Mr. Pravin Kiri is B. Sc. (Chemistry). He is founder of the Company and he is one of the Pioneer of the Dyes & Chemical Industries. He has more than 42 years of experience in the field of Dyes and Chemicals. During his tenure as Chairman, the Company has achieved and has been able to maintain the growth despite very keen competition in the Industries in which your company is venturing. In addition to this, He has introduced new products so as to achieve sustainable competitive edge. It is mainly due to his skill, visionary approach and varied experience that the Company has been able to achieve sustained growth. The Board of Directors at their meeting held on 22nd May, 2010 has reappointed Mr. Pravin Kiri as Chairman of the Company.

As per the provision of Section 269 read with Schedule XIII to the Companies Act, 1956 reappointment of Chairman is subject to the approval of members of the Company. The Board of Directors recommends the resolution as set out of the accompanying notice for your approval.

None of the Directors of the Company is in any way concerned or interested in the said resolution except Mr. Pravin Kiri and Mr. Manish Kiri.

#### **ITEM NO. 4**

The Board of Directors of the Company at their meeting held on 6th March, 2007 has reappointed Mr. Manish Kiri as Managing Director of the Company for a period of 3 years with effect from 1st April, 2007. The Members of the company at their Extra Ordinary General Meeting held on 30th March, 2007 have confirmed the reappointment and its terms and condition including remuneration payable to Mr. Manish Kiri.

Mr. Manish Kiri is Bachelors of Engineering (Electronics & Communication) and has a Master degree in Business Management from Michigan University, USA. He has been working with the Company since 1998. During his tenure, the Company has achieved and has been able to maintain the growth in export and domestic market despite very keen competition in Chemical Industry. He is able to explore new export market and to maintain long term relation with overseas customers.

Keeping in view the invaluable services in various fields specially in International marketing & Business development and the responsibility being undertaken by Mr. Manish Kiri. The Board of Directors at their meeting held on 22nd May, 2010 has reappointed Mr. Manish Kiri as Managing Director of the Company.

As per the provision of Section 269 read with Schedule XIII to the Companies Act, 1956 reappointment of Managing Director is subject to the approval of members of the Company. The Board of Directors recommends the resolution as set out of the accompanying notice for your approval.

None of the Directors of the Company is in any way concerned or interested in the said resolution except Mr. Pravin Kiri and Mr. Manish Kiri.

By Order of the Board  
for Kiri Dyes and Chemicals Limited

Place : Ahmedabad  
Date : 22nd May, 2010

Suresh Gondalia  
Company Secretary



**Kiri Dyes and Chemicals Ltd.**

7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad-380006.

**ATTENDANCE SLIP**

EXTRA ORDINARY GENERAL MEETING - Saturday, 26th June, 2010 at 11.30 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 Extra Ordinary General Meeting of the Company, held at Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Opp. City Gold Cinema, Navrangpura, Ahmedabad- 380 009 on Saturday, 26th June, 2010 at 11.30 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 Dyes and Chemicals Ltd.**

7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad-380006.

**PROXY FORM**

EXTRA ORDINARY GENERAL MEETING -Saturday, 26th June, 2010 at 11.30 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 Extra Ordinary General Meeting of the Company to be held on 26th June, 2010 at 11.30 A.M. and any adjournment thereof.

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

Affix 1  
Rupee  
Revenue  
Stamp

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.

Book-Post

To,

*If undelivered please return to :*



**Kiri Dyes & Chemicals Ltd.**

Regd. Office : 7th Floor, Hasubhai Chambers,  
Opp. Town Hall, Ellisbridge, Ahmedabad-380006.