



Kiri Industries Limited

CIN:L24231GJ1998PLC034094

September 26, 2015

Future Full of Colours.....

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

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

Ref: Kiri Industries Limited, Scrip ID – KIRIINDUS

With regard to the above, we are enclosing herewith, the details of voting rights exercised by the members of the Company at 17th Annual General Meeting held on 26th September, 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 Annual General Meeting	26 th September, 2015
2.	Total No. of shareholders on record date	7133
3.	No. of shareholders present in the meeting either in person or through proxy:	
	Category	Present in Person
	Promoters and Promoter Group	3
	Public	32
	Total	35
	Present through proxy	2
		9
		11
4.	No. of shareholders attended the meeting through Video Conferencing:	Not applicable

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, 2015 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. Manish 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 Mrs. Veena Padia as an Independent Director for the period of five consecutive years.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
5	To ratify the remuneration of Cost Auditors of the Company for F.Y. 2015-16.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority

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

Voting by the members for all resolutions was conducted through 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, who has attended the AGM personally.

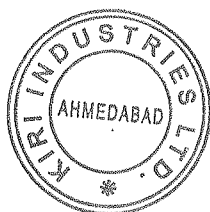
We are enclosing herewith the results of voting in the prescribed format for your perusal.

Thanking you,

Yours faithfully

For Kiri Industries Limited

Suresh Gondalia
Suresh Gondalia
Company Secretary
Encl: As stated



DYES

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

INTERMEDIATES

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

CHEMICALS

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



Kiri Industries Limited

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 furnished below:

Details of voting on ordinary / special resolutions passed as per Notice of 17th Annual 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	% Votes in favour on votes polled	% of Votes against on votes polled
To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon.	Promoter	9196878	9196878	100.0000	9196878	0	100.00%	0.00%
	Public	4107241	3323525	80.91868	3323525	0	100.00%	0.00%
	Public - others	12877007	3433953	26.66732	3433953	0	100.00%	0.00%
	Total	26181126	15954356	60.93839	15954356	0	100.00%	0.00%

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	% Votes in favour on votes polled	% of Votes against on votes polled
To appoint a Director in place of Mr. Manish Kiri, who retires by rotation and being eligible, offers himself for re-appointment.	Promoter	9196878	9196878	100.0000	9196878	0	100.00%	0.00%
	Public	4107241	3323525	80.91868	3323525	0	100.00%	0.00%
	Public - others	12877007	3433953	26.66732	3433953	0	100.00%	0.00%
	Total	26181126	15954356	60.93839	15954356	0	100.00%	0.00%

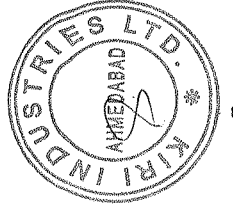




Kiri Industries Limited

Resolution No. 3	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	% Votes in favour on votes polled	% of Votes against on votes polled
To appoint Statutory Auditors and fix their remuneration.	Promoter	9196878	9196878	100.00000	9196878	0	100.00%	0.00%
	Public Institutional Holders	4107241	3323525	80.91868	3323525	0	100.00%	0.00%
	Public - others	12877007	3433953	26.66732	3433953	0	100.00%	0.00%
	Total	26181126	15954356	60.93839	15954356	0	100.00%	0.00%

Resolution No. 4	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	% Votes in favour on votes polled	% of Votes against on votes polled
Appointment of Mrs. Veena Padia as an Independent Director for the period of five consecutive years.	Promoter	9196878	9196878	100.00000	9196878	0	100.00%	0.00%
	Public Institutional Holders	4107241	3323525	80.91868	3323525	0	100.00%	0.00%
	Public - others	12877007	3433953	26.66732	3433953	0	100.00%	0.00%
	Total	26181126	15954356	60.93839	15954356	0	100.00%	0.00%





Kiri Industries Limited

Resolution No. 5	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 on votes polled	% of Votes against on votes polled
To ratify the remuneration of Cost Auditors of the Company for F.Y. 2015-16.	Promoter	9196878	9196878	100.00000	9196878	0	100.00%	0.00%
	Public	4107241	3323525	80.91868	3323525	0	100.00%	0.00%
	Institutional Holders							
	Public - others	12877007	3433953	26.66732	3433953	0	100.00%	0.00%
	Total	26181126	15954356	60.93839	15954356	0	100.00%	0.00%

Place: Ahmedabad

Date: 26.09.2015

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

17th Annual General Meeting of Equity Shareholders of
Kiri Industries Limited held on Saturday, 26th September, 2015 at 10.30 a.m. at
Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg,
Ahmedabad – 380 015.

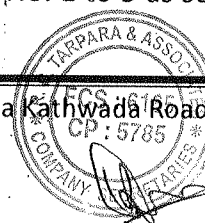
Dear Sir,

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 17th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, held on Saturday, 26th September, 2015 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

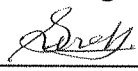
I submit my report as under:

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 17th 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 Wednesday, 23th September, 2015 (9.00 a.m.) to Friday 25th September, 2015 (5.00 p.m.)
3. The shareholders holding shares as on the "cut off" date i.e. 19th September, 2015 were entitled to vote on the proposed resolutions (items No. 1 to 5 as set out in the Notice of the 17th AGM of the Company).

New Address: 208 Capital Corporate, Opp: Eknath Complex, Naroda Kathwada Road, Naroda,
Ahmedabad – 382330, e-mail: rctarpara@gmail.com, 9904746000.



4. Accordingly the electronic votes cast were taken into account and at the end of this voting period, on 25th September, 2015 (at 5.00 p.m.), the e-voting portal was blocked for voting by CDSL.
5. The votes were unblocked on 26th September, 2015, around 12.15 P.M. in the presence of two witnesses 1. **Mr. Suresh Parmar** and 2. **Dilip Songra** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


 Name: Suresh Parmar

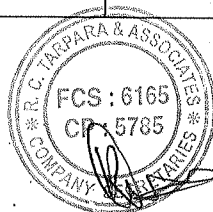

 Name: Songra Dilip Kumar, d.

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, 2015:

	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:	23	5940569	100.00%
Voted against the resolution:	0	0	0
Total			
Invalid Votes	0	0	0



(b) Resolution No. 2:

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

	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:	23	5940569	100.00%
Voted against the resolution:	0	0	0
Total			
Invalid Votes	0	0	0

(c) Resolution No. 3:

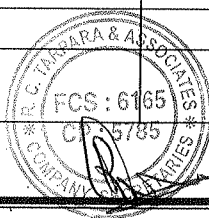
Ordinary Resolution for ratification of appointment of M/s. V. D. Shukla & Co., Chartered Accountants, as auditors of the company and fix their remuneration:

	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:	23	5940569	100.00%
Voted against the resolution:	0	0	0
Total			
Invalid Votes	0	0	0

(d) Resolution No. 4:

Ordinary Resolution for appointment of Mrs. Veena Padia, 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:	23	5940569	100.00%
Voted against the resolution:	0	0	0
Total			
Invalid Votes	0	0	0



New Address: 208 Capital Corporate, Opp: Eknath Complex, Naroda Kathwada Road, Naroda, Ahmedabad – 382330, e-mail: rctarpara@gmail.com, 9904746000.

(e) Resolution No. 5:

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:	23	5940569	100.00%
Voted against the resolution:	0	0	0
Total			
Invalid Votes	0	0	0

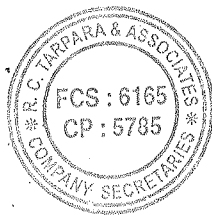
9. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary of the company for safe keeping.

Thanking you,

Yours faithfully,

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


Rajesh Tarpara
Proprietor
COP: 5785
Membership: 6165



Place: Ahmedabad

Dated: 26.09.2015

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

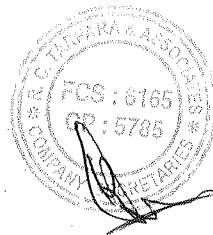
17th Annual General Meeting of the Equity Shareholders of
Kiri Industries Limited, to be held on Saturday, 26th September, 2015 at 10.30 a.m. at
Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg,
Ahmedabad – 380015.

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 17th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Saturday, 26th September, 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. 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, 2015:

(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
46	10013787	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:

Ordinary Resolution for re-appointment of Mr. Manish 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
46	10013787	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

(c) Resolution No. 3:

Ordinary Resolution for ratification of 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
46	10013787	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

(d) Resolution No. 4:

Ordinary Resolution for appointment of Mrs. Veena Padia, as an Independent Director of the Company,

(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
46	10013787	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

(e) Resolution No. 5:

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 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
46	10013787	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

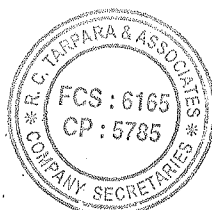
- A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

Thanking you,

Yours faithfully,

For R.C. Tarpara and Associates
Company Secretaries


Rajesh C. Tarpara
Proprietor
COP: 5785
Membership: 6165



Place: Ahmedabad
Dated: 26.09.2015



Consolidated Scrutinizer's Report on e-voting and Poll

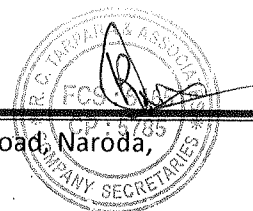
To
The Chairman
Kiri Industries Limited
17th Annual General Meeting of the Equity Shareholders of
Kiri Industries Limited, to be held on Saturday, 26th September, 2015 at 10.30 a.m. at
Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg,
Ahmedabad – 380015.

**Sub: Consolidated Scrutinizer's Report on remote e- Voting and voting on Poll at
the 17th Annual General Meeting of the Company**

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 (remote-e-voting) under the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and poll process under the provisions of section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Amendment Rules, 2014 read with Clause 35B of the Listing Agreement on the resolutions contained in the Notice to 17th Annual General Meeting (AGM) of the Company held on Saturday, 26th September, 2015 at 10:30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015 submit our report as under:

The Company has availed e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the shareholders of the Company. The voting period for the remote e-voting commenced on 23rd September, 2015 (9:00 a.m.) and ended on 25th September, 2015 (5:00 p.m.) all the resolutions set forth in the AGM Notice. The e-voting results were unblocked by me on 26th September, 2015 in the presence of two witnesses and the details are given in scrutinizer report on e-voting dated 26th September, 2015.



At the 17th AGM of the Company held on 26th September, 2015, the Chairman of the Company had *suo moto* called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my scrutinizer's report in form No.MGT-13 dated 26th September, 2015.

The result of e-voting together with the Poll is annexed herewith. All the resolutions stands passed based on combined results (E-voting and Poll) with the requisite majority. **(As per Annexure – 'A')**

I hereby confirmed that, I am maintaining the registers received from the service provider both electronically and manually, in respect of votes cast through e-voting and poll by the members of the Company and the same shall be handed over to the Company Secretary for safe keeping.

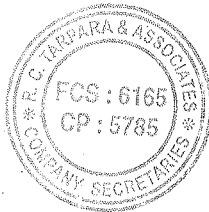
Thanking you,

Yours faithfully,

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



Rajesh C. Tarpara
Proprietor
COP: 5785
Membership: 6165



Place: Ahmedabad
Dated: 26.09.2015

Annexure - A

Item No. of the Notice	Particulars of the Business	Voting in favour of the Resolution		Voting against the Resolution		Invalid Votes	
		No of Shares	% of total voting	No of Shares	% of total voting	No of Shares	% of total voting
Item No. 1 of the Notice (As an Ordinary Business)	E-voting	5940569	5940569	100%	0	0	0
	Poll	10013787	10013787	100%	0	0	0
	Total	15954356	15954356	100%	0	0	0
Item No. 2 of the Notice (As an Ordinary Business)	E-voting	5940569	5940569	100%	0	0	0
	Poll	10013787	10013787	100%	0	0	0
	Total	15954356	15954356	100%	0	0	0
Item No. 3 of the Notice (As an Ordinary Business)	E-voting	5940569	5940569	100%	0	0	0
	Poll	10013787	10013787	100%	0	0	0
	Total	15954356	15954356	100%	0	0	0
Item No. 4 of the Notice (As an Ordinary Business)	E-voting	5940569	5940569	100%	0	0	0
	Poll	10013787	10013787	100%	0	0	0
	Total	15954356	15954356	100%	0	0	0
Item No. 5 of the Notice (As an Ordinary Business)	E-voting	5940569	5940569	100%	0	0	0
	Poll	10013787	10013787	100%	0	0	0
	Total	15954356	15954356	100%	0	0	0

