Kiri Industries Limited

*Future Full of Colours.....*

September 01, 2017

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

Dear Sir/Madam,

**Sub: Notice of 19th Annual General Meeting (AGM)**
**Ref: Scrip ID – KIRIINDUS**

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With reference to the above mentioned subject, we wish to inform you that the 19th Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Friday, September 29, 2017 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015.

In this regards, we are enclosing herewith notice of 19th AGM for your records. The same is also available on website of the Company i.e. www.kiriindustries.com

**The details of e-voting is mentioned herein below:**

In Compliance with provision of Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility to cast their votes by electronic means ("remote e-voting") on the resolutions as set forth in the Notice of AGM. The instructions for e-voting are available in the said notice. The information pertaining to the e-voting is motioned herein below:

| | |
|---|---|
| **Cut-off Date** | The Company has fixed Friday, September 22, 2017 as the Cut-off date for the purpose of offering of e-voting facility to the members and to vote at the Venue of AGM on poll in respect of the business to be transacted at the 19th AGM. |
| **Date and time of commencement of Remote e-voting** | From 9.00 a.m. (IST) on Tuesday, September 26, 2017. |
| **Date and time of end of Remote e-voting** | Up to 5:00 p.m. (IST) on Thursday, September 28, 2017. The remote e-voting shall not be allowed beyond the said date and time. |

We request to kindly take the same on records.

Thanking you,

Yours faithfully,

**For Kiri Industries Limited**

**Suresh Gondalia**
**Company Secretary**
Encl: As stated

KIRI INDUSTRIES LTD. AHMEDABAD

**CIN: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 -273 444
**Fax :** +91-2662 -273 444
**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

**REGISTERED OFFICE :** 7th Floor, Hasubhai Chamber, Opp. Town Hall, Ellisbridge, Ahmedabad – 380 006. Gujarat (India). Phone : + 91-79-2657 4371-72-73 Fax : + 91-79-2657 4374

# Notice

**NOTICE** is hereby given that the 19th Annual General Meeting of the members of **KIRI INDUSTRIES LIMITED** will be held on Friday, September 29, 2017 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Manish Kiri (DIN-00198284), who retires by rotation and being eligible, offers himself for re-appointment.

3. To declare Dividend @ 0.15% on 43,33,500 Cumulative Redeemable Preference shares of the Company for Financial Year 2016-17.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. Pramodkumar Dad & Associates (FRN - 115869W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. V.D. Shukla & Co., Chartered Accountants (FRN – 110240W) for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) upto the conclusion of 24th AGM of the Company to be held in the year 2022, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be decided by the Board of Directors and Statutory Auditors.

**SPECIAL BUSINESS:**

5. To ratify the remuneration of Cost Auditors of the Company for Financial Year 2017-18:

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

   **"RESOLVED THAT** pursuant to the provisions of section 148, other applicable provisions of the Companies Act, 2013 and rules framed there under (including statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company for payment of remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus applicable tax and out of pocket expenses to M/s. V. H. Savaliya & Associates, Cost Accountants, who has been appointed by the Board at their meeting held on May 25, 2017, for audit of cost records of the Company for financial year 2017-18 and the same be and is hereby ratified by the members of the Company.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, things, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board,**
**For Kiri Industries Limited**

**Place :** Ahmedabad
**Date :** August 25, 2017

**Suresh S. Gondalia**
**Company Secretary**

## Notice (Contd...)

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate should not be more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Company has notified closure of Register of members and Share transfer books from Friday, September 22, 2017 to Friday, September 29, 2017 (both days inclusive). Notice of the Meeting is being sent to all the Members, whose names appeared in the Register of Members as on August 25, 2017.
4. The Business as set out in the Notice will be transacted through E-Voting. The Company is providing the facility for voting by Electronic means i.e. e-voting. The instructions and other information relating to e-voting are given under point no. 21 of notes below.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of Board Resolution.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
7. Brief profile of Director who has proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, name of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding as stipulated under regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are annexed to the Notice.
8. In case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. Members are requested to:
    a. Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agents, Cameo Corporate Services Limited, Subramanian Building # 1, Club House Road, Chennai- 600 002.
    b. Quote Folio No. in all correspondence and in case the shares are held in dematerialized form, quote DP ID and Client ID number.
    c. Register their e-mail address with their respective depository participant to receive the Annual Report and other communications from the Company in electronic form.
11. Members intending to obtain information about the accounts to be approved in the meeting are requested to inform the Company 7 (seven) days in advance from the date of the Annual General Meeting.
12. As a measure of economy, copies of Annual Report will not be distributed at the ensuing Annual General Meeting. Therefore, members are requested to bring their copy of Annual Report in the Meeting. Members/Proxies should also bring the Attendance Slip attached herewith, duly filled in all aspects for attending the meeting.
13. Copy of Annual Report has been available on the website of the Company **www.kiriindustries.com**.
14. Pursuant to Section 124 of the Companies Act, 2013, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred.
15. Pursuant to Section 124 of the Companies Act, 2013, the Company has transferred unclaimed/unpaid Dividend for the financial year 2008-09 on November 15, 2016 to the 'Investor Education and Protection Fund' (IEPF), constituted by the Central Government.

## Notice (Contd...)

16. Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2009-10 and 2010-11, It may be noted that the unclaimed Final Dividend for the financial year 2009-10 and 2010-11 declared by the Company can be claimed by the Members within the date prescribed herein under:

| Financial Year | Type of Dividend | Dividend Rate (%) | Date of Declaration | Due date for transfer to IEPF |
|---|---|---|---|---|
| 2009-10 | Final | 15% | 30.09.2009 | 28.10.2017 |
| 2010-11 | Final | 15% | 30.09.2010 | 04.10.2018 |

However, w.e.f. September 7, 2016, members may claim their unclaimed dividend as per the procedures/guidelines issued by the ministry of Corporate Affairs(MCA). For details, investors can visit the website of IEPF Authority viz. **www.iepf.gov.in**.

17. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company will upload the information in respect of the unclaimed dividends, as on date of the 19th Annual General Meeting to be held on September 29, 2017 on the website of the IEPF viz. www.iepf.gov.in and under "Investors" Section on the website of the Company viz. **www.kiriindustries.com**
18. The route map showing directions to reach the venue of the 19th Annual General Meeting is annexed with the report.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
20. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 22, 2017, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
21. **The instructions for members voting electronically are as under**
    (i) The voting period begins on Tuesday, September 26, 2017 at 09.00 a.m. and ends on Thursday, September 28, 2017 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
    (iii) Click on Shareholders.
    (iv) Now Enter your User ID
        a. For CDSL: 16 digits beneficiary ID,
        b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
        c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    (v) Next enter the Image Verification as displayed and Click on Login.
    (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
    (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

## Notice (Contd...)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <KIRI INDUSTRIES LIMITED> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details, User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

**General Instructions:**

a) M/s R.C. Tarpara & Associates, Practicing Company Secretary (Membership No. FCS 6165, COP No. 5785), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

b) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

c) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at **www.kirindutries.com** and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to Stock Exchanges where the shares of the Company are listed.

## Notice (Contd...)

**Brief Profile of Director Re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

| | |
|---|---|
| **Name** | Mr. Manish Kiri |
| **Director Identification Number (DIN)** | 00198284 |
| **Date of Birth** | December 26, 1972 |
| **Nationality** | Indian |
| **Date of Appointment** | May 14, 1998 |
| **Qualifications** | ➢ B.E. (Electronic & Communication),<br>➢ MBA (Wayne State University, Michigan, USA) |
| **Brief resume and nature of expertise in specific functional areas** | Formulating strategies and its implementation and also looks after overall business of the Company. He embarked upon a plan of fast growth and spearheaded the company's growth by establishing a large economy of scale manufacturing facilities and backward integration into manufacturing of intermediates and basic chemicals. |
| **Disclosure of relationship between Directors inter-se** | Mr. Manish Kiri is son of Mr. Pravin Kiri, Chairman of the Company. |
| **Names of Listed entities in which the person also holds the directorship and the membership of committees of the board** | NIL |
| **Shareholding of Non – Executive Directors** | Not Applicable |

## Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 5**

The Audit Committee of the Company at their meeting held on May 25, 2017 has recommended to the Board of Directors, for appointment and fixing of remuneration of M/s. V. H. Savaliya & Associates, Cost Accountants, for audit of cost records of manufacturing units of the Company for the financial year 2017-18. The Board of Directors of the Company at their meeting held on May 25, 2017 has appointed and fixed their remuneration as Cost Auditors of the Company subject to ratification by the members of the Company.

In accordance with the provisions of Section 148, other applicable provisions of the Companies Act, 2013 and rules framed there under, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Therefore, the Board of Directors of the Company proposes resolution as set out in Item No. 5 of the Notice for approval of Members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the aforesaid resolution.

**By order of the Board,**
**For Kiri Industries Limited**

**Place :** Ahmedabad
**Date :** August 25, 2017

**Suresh S. Gondalia**
**Company Secretary**

# ROUTE MAP OF AGM VENUE

# Attendance Slip

**KIRI INDUSTRIES LIMITED**

**(CIN - L24231GJ1998PLC034094)**

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

**ATTENDANCE SLIP**

PLEASE FILL THE ATTENDANCE SLIP AND HANDED IT OVER AT THE ENTRANCE OF THE MEETING HALL

I /We hereby record my / our presence 19th Annual General Meeting (AGM) of the company to be held on Friday, September 29, 2017 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

| DP ID | Client ID | Folio No. | No. of Shares held |
|---|---|---|---|
| | | | |

Name of Member / Proxy in Block

Signature of Member / Proxy

**Note:**

1. Please complete the Folio No./ DP ID-Client ID, name, no. of shares and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. The Notice of AGM as well as the Annual Report for the year 2016-17 along with Attendance Slip and Proxy Form are being sent to all the Members whose email address is registered with the Company / Depository Participant. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the year 2016-17 and Notice of AGM along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all Members whose email address is not registered or have requested for a hard copy.

# Proxy Form

**KIRI INDUSTRIES LIMITED**
**(CIN - L24231GJ1998PLC034094)**
**Regd. Office:** 7th Floor Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad – 380006.

**PROXY FORM**
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : _____

Registered Address : _____

E-mail Id : _____

Folio No. / DPID/Client ID : _____

I/We being the member(s) of _____ shares of Kiri Industries Limited hereby appoint:

(1) Name : _____
Address : _____
E-mail Id : _____ Signature : _____ or falling him;

(2) Name : _____
Address : _____
E-mail Id : _____ Signature : _____ or falling him;

(3) Name : _____
Address : _____
E-mail Id : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the company to be held on Friday, September 29, 2017 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 and at any adjournment thereof in respect of such resolutions as are stated below:

| Resolution No. | Particulars of Resolution | Optional (Please mention No. of Shares held) | |
|---|---|---|---|
| | | For | Against |
| | **ORDINARY BUSINESS** | | |
| 1. | To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon. | | |
| 2. | To appoint a Director in place of Mr. Manish Kiri (DIN-00198284), who retires by rotation and being eligible, offers himself for re-appointment. | | |
| 3. | To Declare Dividend @0.15% on 43,33,500 Cumulative Redeemable Preference Share for the Financial Year 2016-17. | | |
| 4. | To appointment of Statutory Auditors and fix their remuneration. | | |
| | **SPECIAL BUSINESS** | | |
| 5. | To ratify the remuneration of Cost Auditors of the Company for Financial Year 2017-18 - **Ordinary Resolution** | | |

Signed this _____ day of _____ 2017.

Signature of the Shareholder _____

Signature of first proxy holder(s) _____

Affix Revenue Stamp

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 19th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she deem appropriate.
4. Please complete all details including details of member (s) in the above box before submission.