



R.C. Tarpara & Associates

Company Secretaries

Consolidated Scrutinizer's Report on e-voting and Poll

To

The Chairman of

**21st Annual General Meeting of the Equity Shareholders of
Kiri Industries Limited ("the Company"),**

held on Friday, September 27, 2019 at 10.30 a.m. at Ground Floor, Centre for Excellence Building, Plot No. 511, Phase IV, GIDC Estate, Vatva, Ahmedabad – 382 445.

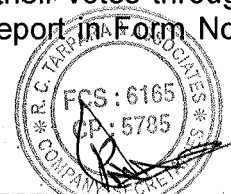
**Sub: Consolidated Scrutinizer's Report on remote e- Voting and voting through
Poll at the 21st Annual General Meeting of the Company**

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) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice of 21st Annual General Meeting (AGM) of the Company held on Friday, September 27, 2019 at 10:30 a.m. at Ground Floor, Centre for Excellence Building, Plot No. 511, Phase IV, GIDC Estate, Vatva, Ahmedabad – 382 445, I submit my 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 Tuesday, September 24, 2019 at 9:00 a.m. and ended on Thursday, September 26, 2019 at 5:00 p.m. for all the resolutions set forth in the AGM Notice. The e-voting results were unblocked by me on September 27, 2019 in the presence of two witnesses and the details are given in scrutinizer's report on e-voting dated September 27, 2019.

At the 21st AGM of the Company held on Friday, September 27, 2019, 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 September 27, 2019.



The result of remote 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 confirm 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.

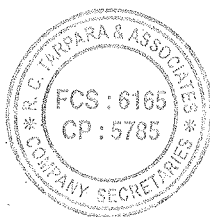
Thanking you,

Yours faithfully,

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



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



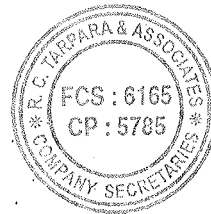
**Place: Ahmedabad
Dated: 27/09/2019**


Annexure – A

Kiri Industries Limited Combine Results of voting at 21 st Annual General Meeting									
No. of Resolutions (As per Notice of 21 st AGM)	E-voting		Poll		Total				Total votes Casted
	Favour	Against	Favour	Against	Favour		Against		
	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	% of total voting casted	No. of Shares	% of total voting casted	
1 (Ordinary Resolution)	13043354	5	4995075	-	18038429	100 %	5	0 %	18038434
2 (Ordinary Resolution)	13009954	53037	4995075	-	18005029	99.71 %	53037	0.29 %	18058066
3 (Ordinary Resolution)	13062986	5	4995075	-	18058061	100 %	5	0 %	18058066
4 (Ordinary Resolution)	13062986	5	4995075	-	18058061	100 %	5	0 %	18058066
5 (Ordinary Resolution)	13062986	5	4995075	-	18058061	100 %	5	0 %	18058066
6 (Special Resolution)	11172528	1890463	4995075	-	16167603	89.53 %	1890463	10.47 %	18058066
7 (Special Resolution)	13009954	53037	4995075	-	18005029	99.71 %	53037	0.29 %	18058066

Note: In resolution No. 1, 1 (One) shareholder holding 19,632 shares abstained from voting.

For R.C. Tarpara & Associates
Company Secretaries




Rajesh C. Tarpara
 Proprietor
 COP: 5785
 Membership: 6165

Place: Ahmedabad
Dated: 27/09/2019

Countersigned by



Pravin Kiri
 Chairman



R.C. Tarpara & Associates

Company Secretaries

Report of Scrutinizer on E-Voting

[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

21st Annual General Meeting of the Equity Shareholders of

Kiri Industries Limited ("the Company"),

held on Friday, September 27, 2019 at 10.30 a.m. at Ground Floor, Centre for Excellence Building, Plot No. 511, Phase IV, GIDC Estate, Vatva, Ahmedabad – 382 445.

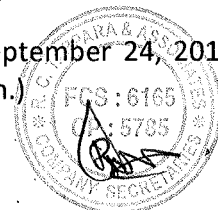
Ref: Annual General Meeting (AGM) held on Friday, September 27, 2019 at 10.30 a.m.

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 remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 21st Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, held on Friday, September 27, 2019 at 10.30 a.m. at Ground Floor, Centre for Excellence Building, Plot No. 511, Phase IV, GIDC Estate, Vatva, Ahmedabad – 382 445.

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 21st Annual General Meeting (AGM) of the Company. My responsibility as the scrutinizer for the remote e-voting process is restricted to make a scrutinizer's report of the votes cast in favour / against the resolutions stated in notice, based on the reports generated from remote 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 was remained open from Tuesday, September 24, 2019 (9:00 a.m.) and ended on Thursday, September 26, 2019 (5:00 p.m.)



3. The shareholders holding shares as on the "cut off" date i.e. September 20, 2019 were entitled to vote on the proposed resolutions (items No. 1 to 7 as set out in the Notice of the 21st AGM of the Company).
4. Accordingly the electronic votes cast were taken into account and at the end of this voting period, on September 26, 2019 (at 5.00 p.m.), the e-voting portal was blocked for voting by CDSL thereafter.
5. The votes were unblocked in the presence of two witnesses **1. Mr. Mayur Nakrani** and **2. Mrs. Drashti Patel** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Mayur Nakrani



Name: Mrs. Drashti Patel

6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, Folio No. or beneficiary 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 remote e-voting are as under:



Resolution No. 1:

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the year ended on March 31, 2019, together with the Reports of the Directors and Auditors thereon:
(As an Ordinary Resolution)

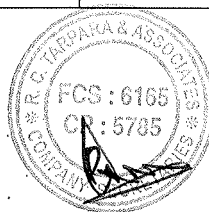
	Number of members voted through electronic system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	70	13043354	100 %
Voted against the resolution:	1	5	0 %
Total	71	13043359	100 %
Invalid Votes	-	-	-

Note: Out of 72 voted folios 1 (One) shareholder holding 19632 shares abstained from voting on this resolution.

Resolution No. 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:
(As an Ordinary Resolution)

	Number of members voted through electronic system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	69	13009954	99.59%
Voted against the resolution:	3	53037	0.41%
Total	72	13062991	100%
Invalid Votes	-	-	-



Resolution No. 3:

To declare Dividend of INR 0.015/- (@0.15%) per share of INR 10/- each on 43,33,500 Cumulative Redeemable Preference shares of the Company for the Financial Year ended March 31, 2019:

(As an Ordinary Resolution)

	Number of members voted through electronic system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	71	13062986	100 %
Voted against the resolution:	1	5	0 %
Total	72	13062991	100 %
Invalid Votes	-	-	-

Resolution No. 4:

To declare Dividend of INR 2/- (@20%) per Equity Share of INR 10 each for the Financial Year ended March 31, 2019:

(As an Ordinary Resolution)

	Number of members voted through electronic system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	71	13062986	100 %
Voted against the resolution:	1	5	0 %
Total	72	13062991	100 %
Invalid Votes	-	-	-



Resolution No. 5:

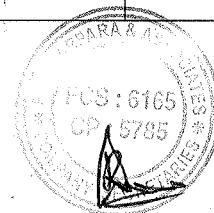
**To ratify the remuneration of Cost Auditors of the Company for F.Y. 2019-20:
(As an Ordinary Resolution)**

	Number of members voted through electronic voting system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	71	13062986	100 %
Voted against the resolution:	1	5	0 %
Total	72	13062991	100 %
Invalid Votes	-	-	-

Resolution No. 6:

**To approve re-appointment of Mr. Mukesh Desai as an Independent Director
(As a Special Resolution)**

	Number of members voted through electronic voting system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	54	11172528	85.53 %
Voted against the resolution:	18	1890463	14.47 %
Total	72	13062991	100 %
Invalid Votes	-	-	-



Resolution No. 7:

**To approve re-appointment of Mr. Keyoor Bakshi as an Independent Director:
(As a Special Resolution)**

	Number of members voted through electronic voting system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	69	13009954	99.59%
Voted against the resolution:	3	53037	0.41%
Total	72	13062991	100%
Invalid Votes	-	-	-

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.

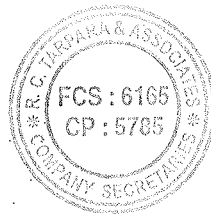
Thanking you,

Yours faithfully,

**For R.C. TARPARA & ASSOCIATES
Company Secretaries**



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



**Place: Ahmedabad
Dated: 27/09/2019**



R.C. Tarpara & Associates

Company Secretaries

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

21st Annual General Meeting of the Equity Shareholders of Kiri Industries Limited (**“the Company”**), held on Friday, September 27, 2019 at 10.30 a.m. at Ground Floor, Centre for Excellence Building, Plot No. 511, Phase IV, GIDC Estate, Vatva, Ahmedabad – 382 445.

Dear Sir,

I, Rajesh C. Tarpara, Propitiator, 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 21st Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, held on Friday, September 27, 2019 at 10.30 a.m. at Ground Floor, Centre for Excellence Building, Plot No. 511, Phase IV, GIDC Estate, Vatva, Ahmedabad – 382 445.

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:



Resolution No. 1:

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the year ended on March 31, 2019, together with the Reports of the Directors and Auditors thereon:

(As an Ordinary Resolution)

(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
38	4995075	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
-	-	-

(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)
-	-

Resolution No. 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:

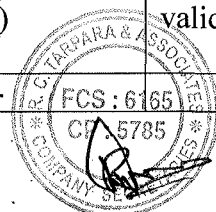
(As an Ordinary Resolution)

(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
38	4995075	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
-	-	-



(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)
-	-

Resolution No. 3:

To declare Dividend of INR 0.015/- (@0.15%) per share of INR 10/- each on 43,33,500 Cumulative Redeemable Preference shares of the Company for the Financial Year ended March 31, 2019:

(As an Ordinary Resolution)

(I) Voted in favour of the resolution:

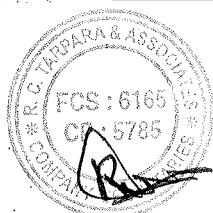
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
38	4995075	100%

(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
-	-	-

(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)
-	-



Resolution No. 4:

To declare Dividend of INR 2/- (@20%) per Equity Share of INR 10 each for the Financial Year ended March 31, 2019:

(As an Ordinary Resolution)

(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
38	4995075	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
-	-	-

(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)
-	-

Resolution No. 5:

To ratify the remuneration of Cost Auditors of the Company for F.Y. 2019-20:

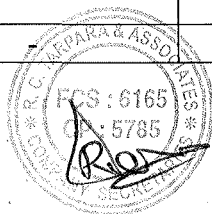
(As an Ordinary Resolution)

(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
38	4995075	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
-	-	-



(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)
-	-

Resolution No. 6:

**To approve re-appointment of Mr. Mukesh Desai as an Independent Director
(As a Special Resolution)**

(I) Voted in favour of the resolution:

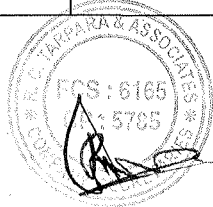
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
38	4995075	100%

(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
-	-	-

(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)
-	-



Resolution No. 7:

**To approve re-appointment of Mr. Keyoor Bakshi as an Independent Director:
(As a Special Resolution)**

(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
38	4995075	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
-	-	-

(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)
-	-

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.

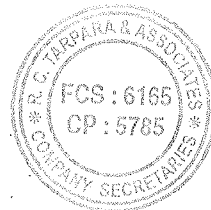
Thanking you,

Yours faithfully,

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



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



Place: Ahmedabad

Dated: 27/09/2019