

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

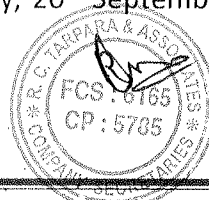
18th Annual General Meeting of Equity Shareholders of
Kiri Industries Limited held on Friday, 23th September, 2016 at 10.30 a.m. at Ahmedabad
Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380
015.

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 18th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, held on Friday, 23th September, 2016 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

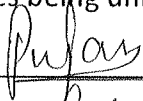
I submit my report as under:

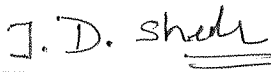
1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 18th Annual General Meeting (AGM) of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast in favour / against the resolutions stated in notice, 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 Tuesday, 20th September, 2016 (9.00 a.m.) to Thursday 22nd September, 2016 (5.00 p.m.)



New Address: 208 Capital Corporate, Opp: Eknath Complex, Naroda Kathwada Road, Naroda,
Ahmedabad – 382330, e-mail: rctarpara@gmail.com, 9824946000.

3. The shareholders holding shares as on the "cut off" date i.e. 16th September, 2016 were entitled to vote on the proposed resolutions (items No. 1 to 8 as set out in the Notice of the 18th AGM of the Company).
4. Accordingly the electronic votes cast were taken into account and at the end of this voting period, on 22nd September, 2016 (at 5.00 p.m.), the e-voting portal was blocked for voting by CDSL.
5. The votes were unblocked on 23rd September, 2016, around 12.15 P.M. in the presence of two witnesses **1. Mr. Pujan Solanki** and **2. Ms. Juhi D. Shah** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


 Name: Pujan Solanki


 Name: Juhi D. Shah

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 -To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon:

	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:	93	12859431	100%
Voted against the resolution:	0	0	0
Total	93	12859431	100%
Invalid Votes	0	0	0

New Address: 208 Capital Corporate, Opp: Eknath Complex, Naroda Kathwada Road, Naroda, Ahmedabad – 382330, e-mail: rctarpara@gmail.com, 9824946000.

(b) Resolution No. 2:

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

	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:	93	12859431	100%
Voted against the resolution:	0	0	0
Total	93	12859431	100%
Invalid Votes	0	0	0

(C) Resolution No. 3:

Ordinary Resolution - To declare Dividend @0.15% on 43,33,500 Cumulative Redeemable Preference Share for the year 2015-16:

	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:	91	12779733	99.38%
Voted against the resolution:	2	79698	0.62%
Total	93	12859431	100%
Invalid Votes	0	0	0

(d) Resolution No. 4:

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 system	Number of votes casted by them	% of total number of valid votes casted
Voted in favour of the resolution:	93	12859431	100%
Voted against the resolution:	0	0	0
Total	93	12859431	100%
Invalid Votes	0	0	0

New Address: 208 Capital Corporate, Opp: Eknath Complex, Naroda Kathwada Road, Naroda, Ahmedabad – 382330, e-mail: rctarpara@gmail.com, 9824946000.

(e) Resolution No. 5:

Ordinary Resolution for ratification of remuneration paid to M/s. V. H. Savaliya & Associates, Cost Accountants for cost audit:

	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:	91	12851734	99.94%
Voted against the resolution:	2	7697	0.60%
Total	93	12859431	100%
Invalid Votes	0	0	0

(f) Resolution No. 6:

Special Resolution to create, offer, issue and allot upto 35,00,000 warrants on Preferential basis as per SEBI (ICDR) guidelines 2009 :

	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:	86	11937277	92.83%
Voted against the resolution:	7	922154	7.17%
Total	93	12859431	100%
Invalid Votes	0	0	0

(g) Resolution No. 7:

Special Resolution for revision in terms of remuneration of Mr. Pravin Kiri, Chairman of the Company:

	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:	88	11894084	92.49%
Voted against the resolution:	5	965347	7.51%
Total	93	12859431	100%
Invalid Votes	0	0	0

New Address: 208 Capital Corporate, Opp: Eknath Complex, Naroda Kathwada Road, Naroda, Ahmedabad – 382330, e-mail: rctarpara@gmail.com, 9824946000.

(h) Resolution No. 8:

Special Resolution for revision in terms of remuneration of Mr. Manish Kiri, Managing Director:

	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:	87	11893662	92.49%
Voted against the resolution:	6	965769	7.51%
Total	93	12859431	100%
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.

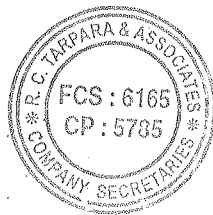
Thanking you,

Yours faithfully,

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



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



**Place: Ahmedabad
Dated: 23.09.2016**



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

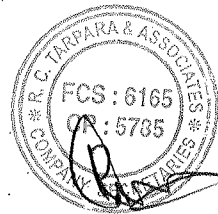
18th Annual General Meeting of the Equity Shareholders of
Kiri Industries Limited, to be held on Friday, 23rd September, 2016 at 10.30 a.m. at
Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg,
Ahmedabad – 380015.

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 18th Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 23rd September, 2016 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 - To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon:

(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
61	4502587	100.00

(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. Pravin 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
61	4502587	100.00

(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 - To declare Dividend @ 0.15% on 43,33,500 Cumulative Redeemable Preference Share for the year 2015-16:

(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
61	4502587	100.00

(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 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
61	4502587	100.00

(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 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
61	4502587	100.00

(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. 6:

Special Resolution to create, offer, issue and allot upto 35,00,000 warrants on Preferential basis as per SEBI (ICDR) guidelines 2009 :

(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
61	4502587	100.00

(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. 7:

**Special Resolution for revision in terms of remuneration of Mr. Pravin Kiri,
Chairman 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
61	4502587	100.00

(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. 8:

**Special Resolution for revision in terms of remuneration of Mr. Manish Kiri,
Managing Director of the Company:**

(I) Voted in favour of the resolution:

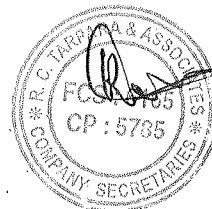
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
61	4502587	100.00

(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



Consolidated Scrutinizer's Report on e-voting and Poll

To
The Chairman
Kiri Industries Limited
18th Annual General Meeting of the Equity Shareholders of
Kiri Industries Limited, to be held on Friday, 23th September, 2016 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 18th 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 18th Annual General Meeting (AGM) of the Company held on Friday, 23th September, 2016 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 20th September, 2016 (9:00 a.m.) and ended on 22nd September, 2016 (5:00 p.m.) all the resolutions set forth in the AGM Notice. The e-voting results were unblocked by me on 23rd September, 2016 in the presence of two witnesses and the details are given in scrutinizer report on e-voting dated 23rd September, 2016.



At the 18th AGM of the Company held on 23rd September, 2016, 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 23rd September, 2016.

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 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.

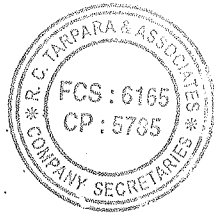
Thanking you,

Yours faithfully,

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



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



**Place: Ahmedabad
Dated: 23.09.2016**

Counter-Signed by:

For Kiri Industries Ltd.

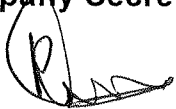

Company Secretary

Annexure – A

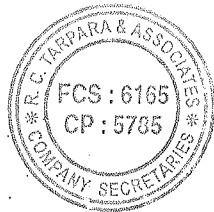
Kiri Industries Limited Combine Results of voting at 18th Annual General Meeting

No. of Resolutions (As per Notice of 18 th AGM)	E-voting		Poll		Total				Total vote 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)	12859431	0	4502587	0	17362018	100.00	0	0.00	17362018
2 (Ordinary Resolution)	12859431	0	4502587	0	17362018	100.00	0	0.00	17362018
3 (Ordinary Resolution)	12779733	79698	4502587	0	17282320	99.54	79698	0.46	17362018
4 (Ordinary Resolution)	12859431	0	4502587	0	17362018	100.00	0	0.00	17362018
5 (Ordinary Resolution)	12851734	7697	4502587	0	17354321	99.96	7697	0.04	17362018
6 (Special Resolution)	11937277	922154	4502587	0	16439864	94.69	922154	5.31	17362018
7 (Special Resolution)	11894084	965347	4502587	0	16396671	94.44	965347	5.56	17362018
8 (Special Resolution)	11893662	965769	4502587	0	16396249	94.44	965769	5.56	17362018

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



**Rajesh C. Tarpara
Proprietor
COP: 5785, FCS: 6165
Place: Ahmedabad
Dated: 23.09.2016**



New Address: 208 Capital Corporate, Opp: Eknath Complex, Naroda Kathwada Road, Naroda, Ahmedabad – 382330, e-mail: rctarpara@gmail.com, 9824946000.