

May 09, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 532967	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip ID: KIRIINDUS
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Sub: Submission of Scrutinizer's Report and Voting Result of the Postal Ballot conducted through remote e-voting system

Dear Sir/Madam,

This is to inform you that the Postal Ballot remote e-voting process was conducted during the period from Saturday, April 08, 2023 at 9:00 a.m. to Sunday, May 07, 2023 at 5:00 p.m. for seeking approval of the members of the Company on the resolutions set out in the Postal Ballot Notice dated February 11, 2023.

In terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith the Voting Results and Scrutinizer's Report issued by Rajesh C. Tarpara, Proprietor, R. C. Tarpara & Associates, Company Secretaries.

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,

For Kiri Industries Limited

Suresh Gondalia
Company Secretary
M. No. F7306
Encl: as above

DYES

Plot No: 299/1A & 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: +91-2662-273444
Fax: +91-2662-273444
Email: intermediates@kiriindustries.com Web: www.kiriindustries.com

CHEMICALS

Plot No: 552-A, 566, 567, 569-71, Village: Dudhwada, Tal.: Padra,
Dist.: Vadodara- 391450 Gujarat, India.
Phone: +91-2662-273724, 25
Fax: +91-2662-273726
Email: intermediates@kiriindustries.com Web: www.kiriindustries.com

Resolution (1)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To re-appoint Mr. Manish Kiri (DIN: 00198284) as Chairman and Managing Director.			
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	13850486	9662788	69.7650	9662788	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13850486	9662788	69.7650	9662788	0	100.0000
Public- Institutions	E-Voting	24362319	18386957	75.4729	16444752	1942205	89.4371	10.5629
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		24362319	18386957	75.4729	16444752	1942205	89.4371
Public- Non Institutions	E-Voting	13621406	1342139	9.8532	1341728	411	99.9694	0.0306
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13621406	1342139	9.8532	1341728	411	99.9694
Total		51834211	29391884	56.7036	27449268	1942616	93.3906	6.6094
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To appoint Mr. Girish Tandel (DIN : 08421333) as Whole Time Director.			
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	13850486	11410516	82.3835	11410516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13850486	11410516	82.3835	11410516	0	100.0000	0.0000
Public- Institutions	E-Voting	24362319	18386957	75.4729	16082546	2304411	87.4671	12.5329
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24362319	18386957	75.4729	16082546	2304411	87.4671	12.5329
Public- Non Institutions	E-Voting	13621406	1342133	9.8531	1341607	526	99.9608	0.0392
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13621406	1342133	9.8531	1341607	526	99.9608	0.0392
Total		51834211	31139606	60.0754	28834669	2304937	92.5981	7.4019
Whether resolution is Pass or Not.							Yes	

Resolution (3)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
	E-Voting		11410516	82.3835	11410516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13850486	11410516	82.3835	11410516	0	100.0000	0.0000
	E-Voting		18386957	75.4729	16082546	2304411	87.4671	12.5329
	Poll	24362319	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24362319	18386957	75.4729	16082546	2304411	87.4671	12.5329
	E-Voting		1242133	9.1190	1241707	426	99.9657	0.0343
Public- Non Institutions	Poll	13621406	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13621406	1242133	9.1190	1241707	426	99.9657	0.0343
	Total	51834211	31039606	59.8825	28734769	2304837	92.5745	7.4255

Whether resolution is Pass or Not.

Yes



Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

KIRI INDUSTRIES LIMITED

7th Floor, Hasubhai Chambers,

Townhall, Ellisbridge,

Ahmedabad - 380006

CIN: L24231GJ1998PLC034094

Sub: - Scrutinizer's Report on remote voting by way of electronic means in respect of passing of resolutions set-out in the notice dated February 11, 2023 through Postal Ballot.

Dear Sir,

I, Rajesh C. Tarpara, Proprietor of R. C. Tarpara & Associates, Company Secretaries (C.P. No.: 5785), had been appointed as Scrutinizer by the Board of Directors of Kiri Industries Limited ("**the Company**") for the purpose of scrutinizing Postal Ballot voting conducted by way of e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated February 11, 2023 ("**Notice**") issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rule, 2014, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 ("**LODR**"), Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (Collectively referred as "**MCA Circulars**") allowing the companies to conduct the postal ballot process through electronic means ("**e-voting**") only, in view of the Covid 19 pandemic.

Further pursuant to Regulation 17(1C) of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosures Requirements) Regulation, 2015, approval of the shareholders for appointment/ reappointment of person on the Board of Directors is taken



at the next general meeting or within a time period of three months from the date of appointment/ reappointment, whichever is earlier. Accordingly approval of the shareholders has been obtained through process of Postal Ballot.

As a Scrutinizer, I have to scrutinize the process of e-voting conducted for postal ballot, using an electronic voting system.

1. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and Rules made thereunder, (ii) Secretarial Stranded - 2 on general meeting issued by the Institute of Company Secretaries of India, (iii) the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and (iv) the MCA Circulars relating to e-voting on the resolutions contained in the Notice dated February 11, 2023. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. Scrutinizer's Responsibility

My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favor" or "against" by the members in respect of the resolutions contained in the Notice dated February 11, 2023. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the t



4. E-Voting Process

- i. The e-voting period remained open from Saturday, April 08, 2023 at 9:00 a.m. (IST) to Sunday, May 07, 2023 at 5:00 p.m. (IST).
 - ii. In accordance with the MCA Circulars, the Notice of Postal Ballot has been sent only in electronic form. The hard copy of the Notice have not been sent to the Members and communication of assent/dissent of the Members would take place only through the remote e-voting system.
 - iii. The Company on Wednesday, April 05, 2023, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/ Share Transfer Registrar/ Depositories as on the cut-off date being, March 31, 2023.
 - iv. In terms of the sub rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had published an advertisement in English Newspaper "Financial Express", Mumbai edition and Vernacular (Gujarati) Newspaper "Jayhind", Ahmedabad edition on Thursday, April 06, 2023 specifying therein the matters prescribed in the Rules with regards to E-voting and completion of dispatch of Notice of Postal Ballot dated February 11, 2023.
5. The votes cast during the e-voting were unblocked on Monday, May 08, 2023 immediately after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Vidhi Parekh and Mr. Mayur Nakrani, who are not in the employment of the Company. They have signed below in confirmation of the votes being







6. Based on such report, the results of the e-voting for postal ballot are as under:

i. Re-appointment of Mr. Manish Kiri (DIN: 00198284) as Chairman & Managing Director (As a Special Resolution)

Total Valid Votes		Votes in favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
139	29391884	132	27449268	93.39	7	1942616	6.61

Note: 1 (One) Shareholder holding 17,47,728 Equity Shares did not cast its vote on this resolution and there were no invalid votes on this resolution.

ii. Appointment of Mr. Girish Tandel (DIN : 08421333) as Whole Time Director (As an Ordinary Resolution)

Total Valid Votes		Votes in favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
140	31139606	123	28834669	92.60	17	2304937	7.40

Note: 1 (One) Shareholder holding 6 Equity Shares did not cast its vote on this resolution and there were no invalid votes on this resolution.

iii. Appointment of Mr. Yagnesh Mankad (DIN: 03204060) as Whole Time Director (As a Special Resolution)

Total Valid Votes		Votes in favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
139	31039606	123	28734769	92.57	16	2304837	7.43

Note: 2 (Two) Shareholders holding 1,00,006 Equity Shares did not cast its vote on this resolution and there were no invalid votes on this resolution.

7. Based on the aforesaid results, we report that the resolutions as set out in the Notice dated February 11, 2023 has been passed with requisite majority by the Members of the Company.

8. All the records relating to remote e-voting of Postal Ballot will remain in my safe custody until the Chairman approves and signs the minutes of declaration of Postal Ballot Results



and thereafter the records will be handed over to the Company Secretary & Compliance Officer of the Company.

Thanking you,
Yours faithfully,

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



**Rajesh C. Tarpara
Proprietor**

FCS: 6165, COP: 5785

UDIN: F006165E000273993



Place: Ahmedabad

Dated: 09/05/2023

Countersigned by

**Manish Kiri
Chairman
Kiri Industries Limited**