



R.C. Tarpara & Associates

Company Secretaries

**Consolidated Scrutinizer's Report on remote e-voting and e-voting
during AGM**

To

The Chairman of

**22nd Annual General Meeting of the Equity Shareholders of
Kiri Industries Limited ("the Company"),**

held on Friday, September 25, 2020 at 02.30 p.m. through Video Conferencing / Other Audio Video Means ("VC/OAVM").

**Sub: Consolidated Scrutinizer's Report on remote e- Voting and e-voting during AGM
at the 22nd Annual General Meeting of the Company.**

Dear Sir,

I, Rajesh C. Tarpara, Proprietor of R. C. Tarpara & Associates, Company Secretaries, 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 e-voting during AGM as per General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 on the resolutions contained in the Notice of 22nd Annual General Meeting ("**AGM**") of the Company held on Friday, September 25, 2020 at 02:30 p.m. through Video Conferencing / Other Audio Video Means ("**VC/OAVM**"), I submit my report as under:

The Company has availed e-voting facility offered by Central Depository Services (India) Limited ("**CDSL**") for conducting remote e-voting and e-voting during AGM by the shareholders of the Company. The voting period for the remote e-voting commenced on Tuesday, September 22, 2020 at 9:00 a.m. and ended on Thursday, September 24, 2020 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 25, 2020 in the presence of two witnesses and the details are given in scrutinizer's report on e-voting dated September 25, 2020.



The Company had also provided e-voting facility to the shareholders present in the AGM through VC/OAVM, who have not casted their vote through remote e-voting prior to AGM.

The result of e-voting is annexed herewith (**As per Annexure – 'A'**).

I hereby confirm that I am maintaining the registers received from the service provider electronically and manually, in respect of votes cast through remote e-voting and e-voting during AGM 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: 26/09/2020**

Annexure - A

Resolution No. 1:

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the year ended on March 31, 2020, together with the Reports of the Directors and Auditors thereon:

(As an Ordinary Resolution)

Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast	No. of Shares	% of total number of valid votes cast	No. of Shares
Remote E-Voting	13961144	13908172	99.62%	52972	0.38%	0
E-voting during AGM	7765	7765	100%	0	0.00%	0
Total	13968909	13915937	99.62%	52972	0.38%	0

Note: 1 (One) Shareholder holding 15,939 Equity Shares abstained from voting.

Resolution No. 2:

To appoint a Director in place of Mr. Pravin Kiri (DIN: 00198275), who retires by rotation and being eligible, offers himself for re-appointment:

(As an Ordinary Resolution)

Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast	No. of Shares	% of total number of valid votes cast	No. of Shares
Remote E-Voting	13977083	13924111	99.62%	52972	0.38%	0
E-voting during AGM	7765	7765	100%	0	0.00%	0
Total	13984848	13931876	99.62%	52972	0.38%	0



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, 2020:

(As an Ordinary Resolution)

Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast	No. of Shares	% of total number of valid votes cast	No. of Shares
Remote E-Voting	13977082	13923471	99.62%	53611	0.38%	0
E-voting during AGM	7765	7765	100%	0	0%	0
Total	13984847	13931236	99.62%	53611	0.38%	0

Note: 1 (One) Shareholder holding 1 Equity Share abstained from voting.

Resolution No. 4:

To declare Dividend of INR 0.50/- (@5%) per Equity Share of INR 10 each for the Financial Year ended March 31, 2020:

(As an Ordinary Resolution)

Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast	No. of Shares	% of total number of valid votes cast	No. of Shares
Remote E-Voting	13977082	13924111	99.62%	0.38	0.38%	0
E-voting during AGM	7765	7765	100%	0	0%	0
Total	13984847	13931876	99.62%	52971	0.38%	0

Note: 1 (One) Shareholder holding 1 Equity Shares abstained from voting.



Resolution No. 5:

To ratify the remuneration of Cost Auditors of the Company for F.Y. 2020-21:
(As an Ordinary Resolution)

Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast	No. of Shares	% of total number of valid votes cast	No. of Shares
Remote E-Voting	13977082	13924111	99.62%	52971	0.38%	0
E-voting during AGM	7765	7765	100%	0	0%	0
Total	13984847	13931876	99.62%	52971	0.38%	0

Note: 1 (One) Shareholder holding 1 Equity Shares abstained from voting.

Resolution No. 6:

To approve re-appointment of Ms. Veena Padia as an Independent Director:
(As a Special Resolution)

Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast	No. of Shares	% of total number of valid votes cast	No. of Shares
Remote E-Voting	13977082	13924111	99.62%	52971	0.38%	0
E-voting during AGM	7765	7765	100%	0	0%	0
Total	13984847	13931876	99.62%	52971	0.38%	0

Note: 1 (One) Shareholder holding 1 Equity Shares abstained from voting.



Resolution No. 7:

To approve appointment of Mr. Ulrich Hambrecht as an Independent Director:
(As an Ordinary Resolution)


Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast	No. of Shares	% of total number of valid votes cast	No. of Shares
Remote E-Voting	13977082	13924075	99.62%	53007	0.38%	0
E-voting during AGM	7765	7765	100%	0	0%	0
Total	13984847	13931840	99.62%	53007	0.38%	0

Note: 1 (One) Shareholder holding 1 Equity Shares abstained from voting.

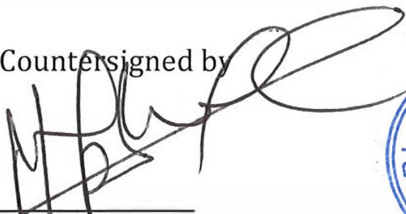
Place: Ahmedabad
Dated: 26/09/2020

For R.C. Tarpara & Associates
Company Secretaries




Rajesh C. Tarpara
Proprietor
COP: 5785
Membership: 6165

Countersigned by


Manish Kiri
Chairman to the 22nd AGM



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the year ended on March 31, 2020, together with the Reports of the Directors and Auditors thereon				
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		10346804	73.9539	10346804	0	100.0000	0.0000
	Poll	13990878	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13990878	10346804	73.9539	10346804	0	100.0000	0.0000
Public- Institutions	E-Voting		1657460	25.4793	1657460	0	100.0000	0.0000
	Poll	6505136	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6505136	1657460	25.4793	1657460	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1964645	14.9691	1911673	52972	97.3037	2.6963
	Poll	13124632	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13124632	1964645	14.9691	1911673	52972	97.3037	2.6963
Total	Total	33620646	13968909	41.5486	13915937	52972	99.6208	0.3792
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Pravin Kiri (DIN: 00198275), who retires by rotation and being eligible, offers himself for re-appointment				
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		10346804	73.9539	10346804	0	100.0000	0.0000
	Poll	13990878	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13990878	10346804	73.9539	10346804	0	100.0000	0.0000
Public- Institutions	E-Voting		1673399	25.7243	1673399	0	100.0000	0.0000
	Poll	6505136	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6505136	1673399	25.7243	1673399	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1964645	14.9691	1911673	52972	97.3037	2.6963
	Poll	13124632	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13124632	1964645	14.9691	1911673	52972	97.3037	2.6963
Total	Total	33620646	13984848	41.5960	13931876	52972	99.6212	0.3788
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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, 2020				
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		10346804	73.9539	10346804	0	100.0000	0.0000
	Poll	13990878	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13990878	10346804	73.9539	10346804	0	100.0000	0.0000
Public- Institutions	E-Voting		1673399	25.7243	1673399	0	100.0000	0.0000
	Poll	6505136	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6505136	1673399	25.7243	1673399	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1964644	14.9691	1911033	53611	97.2712	2.7288
	Poll	13124632	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13124632	1964644	14.9691	1911033	53611	97.2712	2.7288
Total	Total	33620646	13984847	41.5960	13931236	53611	99.6166	0.3834
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Dividend of INR 0.50/- (@5%) per Equity Share of INR 10 each for the Financial Year ended March 31, 2020				
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		10346804	73.9539	10346804	0	100.0000	0.0000
	Poll	13990878	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13990878	10346804	73.9539	10346804	0	100.0000	0.0000
Public- Institutions	E-Voting		1673399	25.7243	1673399	0	100.0000	0.0000
	Poll	6505136	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6505136	1673399	25.7243	1673399	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1964644	14.9691	1911673	52971	97.3038	2.6962
	Poll	13124632	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13124632	1964644	14.9691	1911673	52971	97.3038	2.6962
Total	Total	33620646	13984847	41.5960	13931876	52971	99.6212	0.3788
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of Cost Auditors of the Company for F.Y. 2020-21				
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		10346804	73.9539	10346804	0	100.0000	0.0000
	Poll	13990878	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13990878	10346804	73.9539	10346804	0	100.0000	0.0000
Public- Institutions	E-Voting		1673399	25.7243	1673399	0	100.0000	0.0000
	Poll	6505136	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6505136	1673399	25.7243	1673399	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1964644	14.9691	1911673	52971	97.3038	2.6962
	Poll	13124632	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13124632	1964644	14.9691	1911673	52971	97.3038	2.6962
Total	Total	33620646	13984847	41.5960	13931876	52971	99.6212	0.3788
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve re-appointment of Ms. Veena Padia as an Independent 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		10346804	73.9539	10346804	0	100.0000	0.0000
	Poll	13990878	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13990878	10346804	73.9539	10346804	0	100.0000	0.0000
Public- Institutions	E-Voting		1673399	25.7243	1673399	0	100.0000	0.0000
	Poll	6505136	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6505136	1673399	25.7243	1673399	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1964644	14.9691	1911673	52971	97.3038	2.6962
	Poll	13124632	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13124632	1964644	14.9691	1911673	52971	97.3038	2.6962
Total	Total	33620646	13984847	41.5960	13931876	52971	99.6212	0.3788
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve appointment of Mr. Ulrich Hambrecht as an Independent 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		10346804	73.9539	10346804	0	100.0000	0.0000
	Poll	13990878	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13990878	10346804	73.9539	10346804	0	100.0000	0.0000
Public- Institutions	E-Voting		1673399	25.7243	1673399	0	100.0000	0.0000
	Poll	6505136	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6505136	1673399	25.7243	1673399	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1964644	14.9691	1911637	53007	97.3020	2.6980
	Poll	13124632	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13124632	1964644	14.9691	1911637	53007	97.3020	2.6980
Total	Total	33620646	13984847	41.5960	13931840	53007	99.6210	0.3790
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

