

Kiri Industries Limited
Future Full of Colours.....

25th February, 2015

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

Dear Sir,

Sub: Compliance under Clause 31 of the Listing Agreement
Ref: Scrip Id – KIRIINDUS

With reference to the above mentioned subject, we would like to inform that the Extra Ordinary General meeting of the members of the Company schedule to be held on Saturday, 21st March, 2015 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

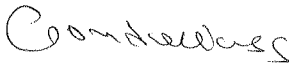
In compliance of Clause 31 of the Listing Agreement, we are enclosing herewith six certified copies of Notice of Extra Ordinary General Meeting to be held on Saturday, 21st March, 2015.

We request you to kindly take the above on your record.

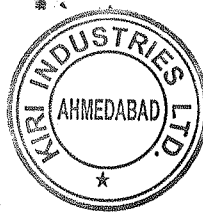
Thanking you,

Yours faithfully,

For Kiri Industries Limited



Suresh Gondalia
Company Secretary
Encl: As Stated



Corporate Identification Number (CIN) - L24231GJ1998PLC034094

DYES

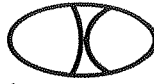
Plot No : 299/1/A & B, Phase-II, Nr. Water Tank, GIDC, Vatva,
Ahmedabad - 382 445, Gujarat, India.
Phone : +91-79-25894477
Fax : +91-79-25834960
Email : engage@kiriindustries.com **Web :** www.kiriindustries.com

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



Kiri Industries Limited

Future Full of Colours....

(CIN: L24231GJ1998PLC034094)

Regd. Office: 7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad-380 006
Phone : 079-26574371/72/73 Fax : 079-26574374 email : info@kiriindustries.com website : www.kiriindustries.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of KIRI INDUSTRIES LIMITED schedule to be held on Saturday, 21st March, 2015 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 to transact the following business:

1. Issue of Cumulative Non-convertible Redeemable Preference Shares (CNRPS):

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
"RESOLVED THAT pursuant to the provision of Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus Allotment of Securities) Rule, 2014 and other applicable rules framed there under (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement as may be in force from time to time and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alteration and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board) consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches up to 1,00,00,000/- (One Crore) Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs. 10 (Rupees Ten) each ("Preference Shares") on private placement basis, to such person or persons and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting with such rights and privileges and on such terms and conditions including but not limited to as rate of dividend, redemption period, manner of redemption, amount of premium, if any, and to modify, alter and re-set all or any of the said terms from time to time, as the Board at its absolute discretion deem appropriate."

RESOLVED FURTHER THAT in accordance with provisions of Section 43 of the Act, the Preference Shares shall carry the rights with respect to the payment of dividend and repayment in case of a winding up or repayment of capital and shall also carry the voting rights in terms of provisions of Section 47 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto by the authority of this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

2. To Approve Related Party Transactions

To consider and if thought fit to pass, with or without modification, following resolution as **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors for all contracts / agreements / arrangements whether existing or to be entered into by the Company in future from time to time with the related party as defined under the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related party is mentioned herein below:

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of Transactions	Value of Transactions	Period
1.	Lonsen Kiri Chemical Industries Limited (CIN - U24114GJ2008PLC053537)	Joint Venture	Transactions relating to Supply of Materials and job works	Upto Rs. 250 Crores	For every financial year

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

FOR, KIRI INDUSTRIES LTD.

Suresh Gondalia
COMPANY SECRETARY

By Order of the Board of Directors
For Kiri Industries Limited

Suresh Gondalia
Company Secretary

Place : Ahmedabad
Date : 11th February, 2015

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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
4. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, 13th February, 2015.
5. Pursuant to provisions of section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on Thursday, 12th March, 2015 at 9.00 a.m. and ends on Saturday, 14th March, 2015 at 6.00 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 of 13th February, 2015, 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) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed as Serial No. on the Address Label. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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).

- 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same 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) 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.

FOR, KIRI INDUSTRIES LTD.

Company Secretary
COMPANY SECRETARY

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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.

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 Instruction:**

- M/s R.C. Tarpara & Associates, Practicing Company Secretary (Membership No. FCS 6165), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th February, 2015.
- The Results shall be declared on or after the conclusion of Extra Ordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kiriindustries.com and on the website of CDSL within two days of the passing of the resolutions at the EGM of the Company to be held on 21st March, 2015 and shall be communicated to BSE Ltd., and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT

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

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the businesses mentioned in Item No. 1 & 2 of the accompanying Notice:

Item No. 1

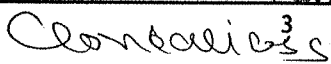
The Company is proposing to issue and allotment of up to 1,00,00,000/- (One Crore) Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs.10.00 (Rupees Ten) each ("**Preference Shares**") on private placement basis, on such terms and conditions, including but not limited to as rate of dividend, period and manner of redemption, amount of premium, if any, as the Board in its absolute discretion may determine. The Board shall also be authorised to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation with the subscribers. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 2013 or any modification/re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company.

The material facts in connection with the aforesaid issue of Preference Shares are as follows:

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42, 55 and 62 of the Act read with the Rules made there under, for the issue of up to 1,00,00,000 (One Crore) Cumulative Non-convertible Redeemable Preference Shares ("**the Preference Share**") and to offer and allot the Preference Shares on a private placement basis on the terms and conditions set out herein under:

Sr. No.	Particulars	
a.	Size of the issue and number of preference shares to be issued and nominal value of each share	The Company proposes to create, offer, issue and allot upto 100,00,000 Cumulative Non-Convertible Redeemable Preference Shares ("Preference Share") of Rs. 10 each.
b.	Nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	The issue of Preference Shares are Cumulative, Non Convertible and Non Participating.
c.	Objectives of the issue	To meet working capital requirement and repayment of debts of the Company.
d.	Manner of issue of shares	Private Placement
e.	Price at which such shares are proposed to be issued	The Preference Shares proposed to be issued at par or such premium as may be decided by Board or committee of Directors of the Company.
f.	Terms of issue, including terms and rate of dividend on each share, etc.	The Preference Shares proposed to be issued at an issue price and rate of dividend etc. as may be decided by the board or committee of Directors of the Company.
g.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The Proposed Preference Shares shall be redeemed within period of 7 years from date of allotment at such premium as may be decided by the board or committee of Directors, in accordance with provision of Section 55 of the Act, out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption. The Preference shares are not convertible into equity shares of the Company.
h.	Manner and modes of redemption	The Proposed Preference shares shall be redeemed out of profit and/or out of fresh issue of capital.
i.	expected dilution in equity share capital upon conversion of preference shares	Not Applicable, since the proposed preference shares are not convertible.

FOR, KIRI INDUSTRIES LTD.


COMPANY SECRETARY

j. Current shareholding pattern of the company: Equity Shareholding Pattern as on 31st December, 2014:

Sr. No.	Category	No. of Shares	% of Shareholding
1	Promoters and Promoter Group	6740878	29.66
2	Public	15984248	70.34
	Total	22725126	100

The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution except to the extent of their shareholding, if any, in the Company.

Item No. 2

As per the provisions of Section 188 of the Companies Act, 2013 ("the Act"), other applicable provisions of the Act, the Companies (Meetings of Board and its Powers), Rules 2014, other applicable rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time states that except with the consent of the Board of Directors by a resolution at a meeting of the Board, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a company having paid-up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the approval of the members by a special resolution, other than any transaction entered into by the company in its ordinary course of business and are at arm's length. Although, your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis. As per the revised Clause 49 of the Equity Listing Agreement, all related party transactions even though exempted under Section 188(1) of the Companies Act, 2013, have to be approved by the Members by way of a special resolution in case, such transactions are of material nature as defined in clause 49 of the Listing Agreement, mean the transaction exceeds 5% of annual turnover or 20% of the net worth of a company as per the last audited financial statements of the company, whichever is higher. Since the aggregate of all transactions with the related party mentioned in the Item No.2 may meet the criteria of materiality. It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with such related party by way of a special resolution.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is mentioned herein below:

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of Transactions	Value of Transactions	Period
1.	Lonsen Kiri Chemical Industries Limited (CIN - U24114GJ2008PLC053537)	Joint Venture	Transactions relating to Supply of Materials and job works	Upto Rs. 250 Crores	For every financial year

The Board recommends the Special Resolution set out at Item No.2 of the Notice for approval by the Members.

Except Mr. Manish Kiri, Promoter and Managing Director of the Company and their relatives and Mr. Pareshkumar Vyas, Chief Operating Officer i.e. Key Managerial Personnel of the Company (to the extent of their shareholding interest in the Company), no other directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in passing of the resolution.

FOR, KIRI INDUSTRIES LTD.

Suresh Gondalia
COMPANY SECRETARY

By Order of the Board of Directors
For Kiri Industries Limited

Suresh Gondalia
Company Secretary

Place : Ahmedabad
Date : 11th February, 2015