



Kiri Industries Limited

Future Full of Colours.....

September 03, 2019

To, BSE Limited Phirozejeebhoy 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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Dear Sir/Madam,

Sub: Notice of 21st Annual General Meeting (AGM) of the Company and E-voting Cut-off date

With reference to the above mentioned subject, we wish to inform you that the 21st Annual General Meeting (AGM) of the Company is scheduled to be 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 - 382445. The same is also available on website of the Company i.e. www.kiriindustries.com.

The Details of E-Voting:

In Compliance with provision of Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility to cast their votes by electronic means ("remote e-voting") on the resolutions as set forth in the Notice of AGM. The instructions for e-voting are also available in the said notice. The information pertaining to the e-voting is motioned herein below:

Cut-off Date	Friday, September 20, 2019
Date and time of commencement of Remote e-voting	From 9.00 a.m. (IST) on Tuesday, September 24, 2019.
Date and time of end of Remote e-voting	Up to 5:00 p.m. (IST) on Thursday, September 26, 2019. The remote e-voting shall not be allowed beyond the said date and time.

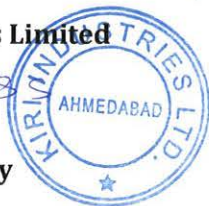
We request to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kiri Industries Limited

Suresh Gondalia
Company Secretary
Encl: As stated



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 : +91-2662-273444
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- 391 450 Gujarat, India.
Phone : +91-2662-273724, 25
Fax : +91-2662-273726
Email : intermediates@kiriindustries.com Web : www.kiriindustries.com

Notice

NOTICE is hereby given that the 21st Annual General Meeting of the members of **KIRI INDUSTRIES LIMITED** will be held on Friday, the 27th day of September, 2019 at 10.30 a.m. at Ground Floor, Centre for Excellence Building, Plot No. 511, Phase IV, GIDC Estate, Vatva, Ahmedabad - 382 445, to transact the following businesses:

ORDINARY BUSINESSES:

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

SPECIAL BUSINESSES:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for payment of remuneration of INR 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable tax and out of pocket expenses to M/s. V. H. Savaliya & Associates, Cost Accountants, Ahmedabad, who have been appointed by the Board at their meeting held on August 12, 2019, for audit of cost records of the Company for Financial Year 2019-20 and the same be and is hereby ratified and confirmed by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, things, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve re-appointment of Mr. Mukesh Desai as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Desai (DIN: 00089598), who was appointed as an Independent Director at 16th (Sixteenth) Annual General Meeting of the company and is eligible for re-appointment and meets the criteria of Independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from September 27, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve re-appointment of Mr. Keyoor Bakshi as an Independent Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Keyoor Bakshi (DIN: 00133588),

Notice (Contd.)

who was appointed as an Independent Director at 16th (Sixteenth) Annual General Meeting of the company and is eligible for re-appointment and meets the criteria of Independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from September 27, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board,
For Kiri Industries Limited

Place: Ahmedabad
Date: August 12, 2019

Suresh Gondalia
Company Secretary

Notes:

- 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.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not 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. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of Board Resolution to the Company authorizing and vote on their behalf at the AGM.
- In case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
- As per provisions of regulations 40 of Listing Regulations, transfer of listed securities shall not be processed unless the securities are held in dematerialized form. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the members. Members are therefore advised to convert their shareholding in dematerialised form in case they wish to trade their equity shares.
- The Company has notified closure of Register of members and Share transfer books from Friday, September 20, 2019 to Friday, September 27, 2019 (both days inclusive) for the purpose of Dividend.
- The Company has fixed Friday, September, 20, 2019 as the 'Record Date' for determining entitlement of Members to final dividend for the Financial Year ended March 31, 2019.
- Members are requested to:
 - Intimate changes, if any, in their address, details relating to nomination, e-mail address, telephone or mobile number, bank details such as name of bank and branch details, bank account number, MICR code, IFSC code etc. to their DPs in case the shares are held by them in electronic form and to the Company's Registrar and Share Transfer Agents i.e. Cameo Corporate Services Limited, Subramanian Building # 1, Club House Road, Chennai-600 002, in case shares are held in physical form.
 - SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents i.e. Cameo Corporate Services Limited.
 - Quote Folio No. in all correspondence and in case the shares are held in dematerialized form, quote DP ID and Client ID number.
 - Register their e-mail address with their respective depository participant to receive the Annual Report and other communications from the Company in electronic form.
- Notice of the Meeting is being sent to all the Members, whose names appeared in the Register of Members as on August 30, 2019.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- Brief profile of Directors who are proposed to be appointed / re-appointed, nature of their expertise in specific

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functional areas, disclosure of relationships between directors inter-se, names of companies in which they hold directorships and memberships of Committees of the Board, shareholding as stipulated under regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, are annexed to the Notice.

12. Relevant documents referred to in the accompanying Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
13. Members intending to obtain information about the accounts to be approved in the meeting are requested to inform the Company 7 (seven) days in advance from the date of the Annual General Meeting.
14. As a measure of economy, copies of Annual Report will not be distributed at the ensuing Annual General Meeting. Therefore, members are requested to bring their copy of Annual Report in the Meeting. Members/Proxies should also bring the Attendance Slip attached herewith, duly filled in all aspects for attending the meeting.
15. Copy of Annual Report has been available on the website of the Company i.e. www.kiriindustries.com.
16. Pursuant to Section 124 of the Companies Act, 2013, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF Authority established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred.
17. Pursuant to Section 124 of the Companies Act, 2013, the Company has transferred unclaimed/unpaid Dividend for the financial year 2010-11 on December 05, 2018 to the 'Investor Education and Protection Fund' (IEPF), constituted by the Central Government.
18. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, there were no shares which shall be transferred to IEPF Authority during Financial Year 2018-19.
19. The route map showing directions to reach the venue of the 21st Annual General Meeting is annexed with the report.
20. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation

44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").

21. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 20, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as an intimation only.
22. The Businesses as set out in the Notice will be transacted through E-Voting. The Company is providing the facility for voting by Electronic means i.e. e-voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2019 at 9.00 A.M. and ends on September 26, 2019 at 5.00 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 (record date) of September 20, 2019 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.

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- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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.	(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
(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.	(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.	(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
(xi) Click on the EVSN for the relevant "Kiri Industries Limited" on which you choose to vote.	(xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
(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.	(xix) Note for Non-Individual Shareholders and Custodians
(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.	<ul style="list-style-type: none"> 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. After receiving the login details, user would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login 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.
(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.	

Notice (Contd.)

(xx) 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 Instructions:

- a) M/s R.C. Tarpara & Associates, Practicing Company Secretary (Membership No. FCS 6165, COP No. 5785), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through
- c) The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company at www.kirindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to Stock Exchanges where the shares of the Company are listed.

remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Brief Profile of Directors being re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:

A. Mr. Mukesh Desai (Independent Director)

Name	Mr. Mukesh Desai
Director Identification Number (DIN)	00089598
Date of Birth	February 26, 1956
Nationality	Indian
Date of Appointment	September 26, 2014
Qualifications	B.E. (Production) and Post Diploma in Management Study from Bombay University
Brief resume and nature of expertise in specific functional areas	Mr. Mukesh Desai is an Independent Director of the Company. He is B.E. (Production) and Post Diploma in Management Study from Bombay University. He has vast working experience in different types of manufacturing units in India and abroad. He has successfully implemented project of various industries like Engineering, Chemical, Automobile, Rubber and water project. At present he is associated with various non-government and semi government organisations.
Disclosure of relationship between Directors inter-se	Not Applicable
Names of Listed entities in which the person also holds the directorship and the membership of committees of the board	<p>A. Directorship in other Listed Companies:</p> <p>1. Innovative Tyres & Tubes Limited</p> <p>B. Membership of Committees:</p> <p>1. Innovative Tyres & Tubes Limited:</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee, - Audit Committee - Stakeholder's Relationship Committee
No. of shares held	NIL

Notice (Contd.)

B. Mr. Keyoor Bakshi (Independent Director):

Name	Mr. Keyoor Bakshi
Director Identification Number (DIN)	00133588
Date of Birth	May 31, 1957
Nationality	Indian
Date of Appointment	September 26, 2014
Qualifications	B.Com, FCS, L.L.B
Brief resume and nature of expertise in specific functional areas	Mr. Keyoor Bakshi is a Company Secretary having over 40 years of experience in the areas of corporate laws, finance and management. He had rendered professional services to various companies as a Practicing Company Secretary since 1991. His areas of expertise include Corporate Governance, Corporate and Securities Compliance Management, Due Diligence, Mergers, Acquisitions and Takeovers, Public Offering of Securities and appearances before the Company Law Board, Securities Appellate Tribunal and SEBI. He is trained as a Trainer on Corporate Governance by the Global Corporate Governance Forum, a body of the International Finance Corporation of the World Bank. He also served as President of the Institute of Company Secretaries of India during the year 2008 and also as the President of International Federation of Company Secretaries (which has since merged with the Corporate Secretaries International Association) during the year 2009-10. At present, Mr. Bakshi is a Designated Partner of Ardent Ventures LLP which is engaged in identifying, promoting and investing in various business opportunities.
Disclosure of relationship between Directors inter-se	Not Applicable
Names of Listed entities in which the person also holds the directorship and the membership of committees of the board	<p>A. Directorship in other Listed Companies</p> <ol style="list-style-type: none"> 1. Infibeam Avenues Limited 2. Gokul Agro Resources Limited 3. TTL Enterprises Limited 4. Saanvi Advisors Limited 5. Innovative Tyres & Tubes Limited <p>B. Membership of committee</p> <p>1. Infibeam Avenues Limited</p> <ul style="list-style-type: none"> - Audit committee - Nomination and Remuneration Committee <p>2. Gokul Agro Resources Limited</p> <ul style="list-style-type: none"> - Audit committee, - Risk Management Committee - Nomination and Remuneration Committee <p>3. Saanvi Advisors Limited</p> <ul style="list-style-type: none"> - Audit committee - Nomination and Remuneration Committee <p>4. Innovative Tyres & Tubes Limited</p> <ul style="list-style-type: none"> - Audit committee. - Nomination and Remuneration Committee
No. of shares held	NIL

Notice (Contd.)

Explanatory Statement

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

Item No. 5

The Board of Directors of the Company at their meeting held on August 12, 2019, has appointed M/s. V. H. Savaliya & Associates, Cost Accountants, as cost auditors at a remuneration of INR 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and out of pocket expenses for audit of the cost records for the financial year 2019-20 upon recommendation of the said appointment by the Audit Committee at its meeting held on the even date.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and rules framed there under, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Therefore, the Board of Directors of the Company proposes resolution as set out in Item No. 5 of the Notice for approval of Members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the resolution set out at Item No. 5 of the Notice.

Item No. 6

The Board of Directors ("Board") at their meeting held on August 12, 2019 has re-appointed Mr. Mukesh Desai (DIN: 00089598) as an Independent Director of the Company, for a second term of 5 (Five) years, as recommended by the Nomination and Remuneration Committee ("NRC Committee"). Mr. Mukesh Desai was appointed as Independent Director at the sixteenth Annual General Meeting ("AGM") of the Company held on September 26, 2014 and holds office up to September 25, 2019. The Company has, in terms of Section 160(1) of the Act received a notice in writing from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Mukesh Desai would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Mukesh Desai is B.E. (Production) and Post Diploma in Management Study from Bombay University. He has vast working experience in different types of manufacturing units in India and abroad. He has successfully implemented project of various industries like Engineering, Chemical, Automobile, Rubber and water project. At present, he is associated with various non-government and semi government organisations. He has been the President of Gujarat Rubber Manufacturers Association. He is the Secretary of Halol Industries Association, a powerful industrial body comprising of more than 1000 SMEs and several MNCs.

The Board recommends the Resolution at Item No. 6 of this Notice for your approval as a Special resolution.

Except Mr. Mukesh Desai, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

Item No. 7

The Board of Directors ("Board"), at their meeting held on August 12, 2019 has re-appointed Mr. Keyoor Bakshi (DIN: 00133588) as Independent Director, for a second term of 5 (Five) years, as recommended by the Nomination and Remuneration Committee ("NRC Committee"). Mr. Keyoor Bakshi was appointed as an Independent Director at the sixteenth Annual General Meeting ("AGM") of the Company held on September 26, 2014 and holds office up to September 25, 2019. The Company has, in terms of Section 160(1) of the Act received a notice in writing from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Keyoor Bakshi would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Keyoor Bakshi is a Company Secretary having over 40 years of experience in the areas of corporate laws, finance and management. He had rendered professional services to various companies as a Practicing Company Secretary since 1991. His areas of expertise include Corporate Governance,

Notice (Contd.)

Corporate and Securities Compliance Management, Due Diligence, Mergers, Acquisitions and Takeovers, Public Offering of Securities and appearances before the Company Law Board, Securities Appellate Tribunal and SEBI. He is trained as a Trainer on Corporate Governance by the Global Corporate Governance Forum, a body of the International Finance Corporation of the World Bank. He also served as President of the Institute of Company Secretaries of India during the year 2008 and also as the President of International Federation of Company Secretaries (which has since merged with the Corporate Secretaries International Association) during the year 2009-10. At present, Mr. Bakshi is a Designated Partner of Ardent Ventures LLP which is engaged in identifying, promoting and investing in various business opportunities.

The Board recommends the Resolution at Item No. 7 of this Notice for your approval as a Special resolution.

Except Mr. Keyoor Bakshi, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

By order of the Board,
For Kiri Industries Limited

Place: Ahmedabad
Date: August 12, 2019

Suresh Gondalia
Company Secretary