



KRITI INDUSTRIES (INDIA) LIMITED

BRILLIANT SAPPHIRE, 801-804, 8th FLOOR, PLOT NO. 10, SCHEME 78-II, VIJAY NAGAR,
INDORE - 452 010 (M.P.) INDIA. PHONE No.: (+91-731) 2719100.
REGD. OFF.: "MEHTA CHAMBERS", 34, SIYAGANJ, INDORE - 452007 Phone: (+91-731) 2540963
E-mail: info@kritiindia.com Website: <http://www.kritiindia.com>

CIN : L25206MP1990PLC005732

KIIL/SE/2025-26

13th August, 2025

Online filing at: www.listing.bseindia.com and
<https://neaps.nseindia.com/NEWLISTINGCORP/login.jsp>

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
Symbol – KRITI

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400001
BSE Scrip ID: KRITIIND Scrip Code – 526423

Subject: Submission of the proceedings of the 35th Annual General Meeting of the Company held on Wednesday, 13th August, 2025, pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, we hereby submit the proceedings of the 35th Annual General Meeting of Kriti Industries (India) Limited, held on Wednesday, 13th August, 2025 at 3:00 P.M. (IST) and concluded at 3:30 P.M. (IST) through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") for which purposes the Corporate Office of the company situated at **8th Floor, Brilliant Sapphire, Plot No.10, PSP, IDA, Scheme No.78, Part II, Indore (M.P.) 452010** was deemed as the venue of the AGM.

Please note that the results of e-voting will be communicated separately upon receipt of Scrutinizer's Report within two working days from the conclusion of the Annual General Meeting, in accordance with the applicable provisions.

You are kindly requested to take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,
For, KRITI INDUSTRIES (INDIA) LTD

ADITI RANDHAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: a/a



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PROCEEDING OF THE 35TH ANNUAL GENERAL MEETING OF KRITI INDUSTRIES (INDIA) LIMITED HELD ON WEDNESDAY THE 13TH AUGUST, 2025, THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VIDEO MEANS (OAVM) FOR WHICH PURPOSES THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 8TH FLOOR, BRILLIANT SAPPHIRE, PLOT NO.10, PSP, IDA, SCHEME NO.78, PART II, INDORE (M.P.) 452010, SHALL BE DEEMED AS THE VENUE FOR THE MEETING AT 3:00 P.M. AND CONCLUDED AT 3: 30 P.M.

PRESENCE IN THE MEETING THOUGH VC/OAVM:

I. DIRECTORS:

- | | |
|---------------------------------|---|
| 1.SHRI SHIV SINGH MEHTA | - CHAIRMAN AND MANAGING DIRECTOR
(from Indore) |
| 2. SMT. PURNIMA MEHTA | - WHOLE TIME DIRECTOR(from Indore) |
| 3. SHRI SAURABH SINGH MEHTA | - DIRECTOR (from Indore) |
| 4. SHRI CHANDRASEKHARAN BHASKAR | - INDEPENDENT DIRECTOR(from Delhi) |
| 5. SHRI VENKAT SUBRAMANIAM | - INDEPENDENT DIRECTOR (from Indore) |

II. OFFICERS IN PRESENCE

- | | |
|------------------------|---------------------------|
| 1. SHRI RAJESH SISODIA | - CHIEF FINANCIAL OFFICER |
|------------------------|---------------------------|

III. SPECIAL INVITEES

- | | |
|--------------------|----------------------------|
| 1. CA PUNEET GUPTA | - STATUTORY AUDITOR |
| 2.CS AJIT JAIN | - SECRETARIAL AUDITOR |
| 3.CS ISHAN JAIN | - SCRUTINIZER FOR E-VOTING |

Total No. of Members on the Cutoff date 6th August, 2025 was 11,721 Members, as per the requirement of the Companies Act, 2013, in order to have a valid quorum at least 30 members are required to be present out of them total 38 Members attended through video conferencing.

PROCEEDINGS OF THE MEETING:

The 35th Annual General Meeting (the "AGM") of the Members of Kriti Industries (India) Limited (the "Company") was held on Wednesday, August 13, 2025 at 3:00 P.M. through Video Conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013, the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (LODR) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and MCA Circulars issued by the Securities



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and Exchange Board of India ("SEBI Master Circular"), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

As per Article 102 of the Article of Association of the Company Mr. Shiv Singh Mehta, Chairman of the Company occupied the Chair for the Meeting. The requisite quorum being present, the Chairman called the meeting in order. The Chairman informed the Members that the meeting is being held through video conferencing in accordance with the circulars and guidelines issued by MCA and SEBI. He introduced the members of the Board and other officials present at the meeting.

Shri Rajesh Sisodia, Chief Financial Officer (CFO) took a roll call of the Directors and introduced other invitees.

The Chairman of the Audit Committee Shri Chandrasekharan Bhaskar was also present at the meeting to respond to the Queries related to Books of Accounts, etc.

The Chief Financial Officer informed that the Company has enabled the Members to participate at the 35th AGM through the video conferencing facility provided by CDSL. It was further informed that the Members have been provided with the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Members joining the meeting through video conferencing and who have not casted their vote by means of remote e-voting, may vote through e-voting facility provided during AGM.

The Chairman delivered his speech to the members at the AGM.

Thereafter, with permission of the Chairman the Chief Financial Officer proceeded as under.

He informed the Members that electronic copies of the Annual Report for financial year 2024-25 have been sent to all the members whose e-mail ids were registered with the Company or Depository Participant(s). Accordingly, the notice of the AGM and Statutory Auditor's Report, Secretarial Auditor's report and its Annexure.

It was also informed that the original documents including the Register of Directors' Shareholding, Register of Contracts, copies of audited financial statements, etc., were available for inspection. However, the Company has not received any request from any shareholder for inspection.

The Chief Financial Officer further informed to the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided the remote e-voting facility through the platform of CDSL to the members of the Company to vote on the resolutions in respect of the business to be transacted at the AGM. The facility to cast e-vote was also made available during the AGM.

The Chief Financial Officer further informed that as per provisions of Companies Act, 2013 and the SEBI (LODR), Regulations, 2015. The company has provided to the members the facility to cast their vote



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through Remote e-voting. The electronic voting was commenced on 9:00 A.M. of 10th August, 2025 had already been completed at 5:00 P.M. on 12th August, 2025 and e-voting was also conducted in the General Meeting.

Chief Financial Officer further informed that the Company has appointed CS Ishan Jain Practicing Company Secretary (FCS 9978, CP 13032) as scrutinizer to scrutinize the remote e-voting prior and during the AGM in a fair and transparent manner.

The Chief Financial Officer also informed the members with respect to the business to be transacted at the Meeting. As per notice dated 22nd May, 2025 convening the 35th Annual General Meeting of the Company, the following businesses were transacted at the Meeting:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss, Cash Flow and Change in Equity and notes thereto of the Company for the Financial Year ended 31st March 2025 and the reports of the Board of directors and Auditors thereon as on that date.
2. To appoint a director in place of Mr. Saurabh Singh Mehta (DIN:00023591) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To consider appointment of M/s M. Mehta & Co, Chartered Accountants (FRN: 000957C) as Statutory Auditors of the Company.

SPECIAL BUSINESSES:

4. To ratify the remuneration payable to the Cost Auditors for the Financial Year 2025-26 by way of an Ordinary Resolution:

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 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 35,000 (Rupees Thirty-Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses at actual to **M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030)** appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or



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expedient to give effect to this resolution and for matters connected therewith or incidental thereto."
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5. To approve the Transactions/Contracts/Arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations, 2015:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with the provisions of Section 188 and 185 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into Transactions/ Contracts / Arrangement, in the ordinary course of its business and on Arm's length basis, for purchase, sale or deal in the products, goods, stock in trade, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount upto **Rs.100.00 Crores (Rupees One Hundred Crore only)** in each financial year;

RESOLVED FURTHER THAT the Board of directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company."

6. To confirm the appointment of Mr. Venkat Subramaniam (DIN:00078868) as an Independent Director of the Company by way of a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Venkat Subramaniam (DIN:00078868)**, who was appointed by the Board as an Additional Director under the category of Non Executive- Independent Director w.e.f. 22nd May, 2025, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from him confirming that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (Five) Consecutive Years w.e.f. 22nd May, 2025 till 21st May, 2030 and his office shall not be liable to retire by rotation."

7. To confirm the re-appointment of Mr. Hitendra Mehta (DIN: 01935959) as an Independent Director of the Company by way of a Special Resolution:



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"RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Hitendra Mehta (DIN: 01935959)**, who was appointed as an Independent Director upto the first term of 5 (five) years ending on 12th August, 2026 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Mr. Hitendra Mehta be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 13th August, 2026 to 12th August, 2031."

8. To appoint M/s. Ajit Jain & Co., Practicing Company Secretaries as Secretarial Auditor of the company by way of Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s. Ajit Jain & Co., Practicing Company Secretaries (FRN: S1998MP023400; C.P. No. 2876; Peer review No. 6478/2025), be and is hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and agreeable to the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors and or the Managing Directors authorised by the Board, be and is hereby authorised, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company."

The Chief Financial Officer requested the Moderator of CDSL to invite speakers one by one to ask questions or queries which were replied by the Chairman of the Company.

The Chief Financial Officer informed the members present in the AGM that the results of the remote e-voting and e-voting at AGM along with the report of the scrutinizer will be announced within 2 working days from the conclusion of Annual General Meeting and shall also be placed at the Company's, BSE Ltd, National Stock Exchange of India Ltd and CDSL Website and the recorded transcript of the AGM shall also be made available on the website of the company as soon as possible after the meeting is over.



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He informed that since all the business to be conducted at this Annual General Meeting has been transacted, I hereby declare that the Annual General Meeting is as close.

He further confirmed that the meeting was conducted as per the requirement of the Companies Act, 2013, SEBI (LODR) Regulation, 2015 and Secretarial Standard issued by ICSI.

The Chief Financial Officer thanks to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

Thanking You,
Yours Faithfully,

For, KRITI INDUSTRIES (INDIA) LIMITED

ADITI RANDHAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

Note: The Company will separately intimate the results of e-voting to the stock exchange.