



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/2024-25

15th July, 2024

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 1/2024-25 Extraordinary General Meeting of the Company held on Monday, 15th July, 2024, 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 are pleased to submit the proceedings of the 1/2024-25 Extraordinary General Meeting of Kriti Industries (India) Ltd., held on Monday, 15th July, 2024 at 3:00 P.M. (IST) and concluded at 3:21 P.M. (IST) through Video Conferencing or Other Audio Video Means ("VC/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.

Please note that results of e-voting will be intimated to you separately upon receipt of Report from the Scrutinizer within 2 (two) working days from the conclusion of the Extraordinary General Meeting.

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

Thanking You,

Yours Faithfully,
For, **KRITI INDUSTRIES (INDIA) LTD**

TANUJ SETHI
COMPANY SECRETARY &
COMPLIANCE OFFICER
Encl: a/a



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PROCEEDING OF THE 1/2024-25 EXTRAORDINARY GENERAL MEETING OF KRITI INDUSTRIES (INDIA) LIMITED HELD ON MONDAY THE 15TH JULY, 2024, 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 3:21 P.M.

PRESENCE IN THE MEETING THOUGH VC/OAVM:

I. DIRECTORS:

- | | |
|---------------------------------|---------------------------------|
| 1. SHRI SHIV SINGH MEHTA | -CHAIRMAN AND MANAGING DIRECTOR |
| 2. SMT. PURNIMA MEHTA | - WHOLE TIME DIRECTOR |
| 3. SHRI SAURABH SINGH MEHTA | - DIRECTOR |
| 4. SHRI CHANDRASEKHARAN BHASKAR | - INDEPENDENT DIRECTOR |
| 5. SHRI HITENDRA MEHTA | - INDEPENDENT DIRECTOR |
| 6. SHRI SIDDHARTH SETHI | -INDEPENDENT DIRECTOR |

II. OFFICERS IN PRESENCE

- | | |
|------------------------|---------------------------|
| 1. SHRI RAJESH SISODIA | - CHIEF FINANCIAL OFFICER |
| 2. SHRI TANUJ SETHI | - COMPANY SECRETARY |

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 8th July, 2024 was 11995 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 45 Members attended through video conferencing.

PROCEEDINGS OF THE MEETING:

The 1/2024-25 Extraordinary General Meeting (the "EGM") of the Members of Kriti Industries (India) Limited (the "Company") was held on Monday, July 15, 2024 at 3:00 P.M. through video conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013, the General Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, 20/2020 dated 5th May, 2020, Circular No. 2/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by Ministry of Corporate affairs ("MCA Circulars") and Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated July, 11 2023 issued by the Securities 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 various circulars and guidelines issued by MCA and SEBI. He introduced the members of the Board and other officials present at the meeting.



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

The Chief financial Officer informed that the Company has enabled the Members to participate at the 1/2024-25 EGM 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 EGM 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 EGM.

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

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

He informed the Members that electronic copies of the Notice and Corrigendum thereto have been sent to all the members whose e-mail ids were registered with the Company or Depository Participant(s).

It was also informed that the original documents including the Register of Directors' Shareholding, Register of Contracts, Article of Association and other relevant documents 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 EGM. The facility to cast e-vote was also made available during the EGM.

The Chief Financial Officer further informed that as per provisions of Companies Act, 2013 and the SEBI (LODR), Regulations, 2015, the company has provided members the facility to cast their vote through Remote e-voting. The electronic voting was commenced on 9:00 A.M. of 12th July, 2024 had already been completed at 5:00 P.M. on 14th July, 2024 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 EGM 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 18th June, 2024 and Corrigendum thereto convening the 01/2024-25 Extraordinary General Meeting of the Company, the following businesses were transacted at the Meeting:



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SPECIAL BUSINESSES:

1. To consider and approve the alteration to the Articles of Association:

To Consider and, if thought fit, to convey assent or dissent to the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 14 and any other applicable provisions of the Companies Act, 2013 including any amendment thereto or re-enactment thereof and the rules framed thereunder or by any regulatory or other competent authorities, the consent of the Members of the Company be and is hereby accorded for insertion of new clause 8A, 8B and 8C after the existing Clause 8 of the Articles of Association of the Company with the following new Articles:

"8A. The Board or the company, as the case may be, may, in accordance with the Act and Rules, issue further shares to (a) persons who, at the date of offer, are holders of equity shares of the company; such offer shall deem to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any person whether or not such person include the person referred to in (a) or (b) above.

8B. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules.

8C. The Company may exercise the powers of issuing sweat equity shares of a class of shares already issued in accordance with the Act, the Rules and other applicable law, if any.

(i) Subject to the provisions of the Act and the Rules, Guidelines, Directives as issued or made by the Securities and Exchange Board of India (SEBI) as may be applicable from time to time and with the consent of the Members of the Company at a General Meeting by way of Special Resolution, the Board of Directors of the Company or a Committee thereof duly authorised by the Board of Directors may issue and allot Warrants convertible into the Equity Shares on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, OCBs, NRIs or such other persons from time to time on receipt of the upfront amount as may be prescribed from time to time on the face values of the Warrants, as it may think fit. Board of Directors of the Company shall be authorized to make provisions as to the allotment and issue of warrants and in particular may determine to whom the same shall be offered whether at par or at premium subject to the provisions of the Companies Act, 2013 and all the applicable provisions of the SEBI Guidelines and other applicable provision if any from time to time.

(ii) The Company may by special resolution authorise the Board to convert warrants into the equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the guidelines issued by the SEBI, Stock Exchange, Central Govt. or other authorities either on single trench or otherwise as per the discretion of the Board.

(iii) The Board may from time to time subject to the terms on which any Allotment of Shares Further issue of share warrants convertible into equity shares may have been issued make call upon the warrant holders in respect of the balance amount unpaid on the warrants held



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by them respectively at the time of providing option for conversion of warrants into the equity shares of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and places appointed by the Board. In case of failure to exercise the option and make payment thereof, the amount so deposited at the time of allotment of warrant shall be forfeited by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of directors of the Company be and is hereby authorized to execute all such documents, instruments and writings as may be required and take all such steps and actions and to give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

2. To consider and approve the Issuance of Warrants convertible into Equity Shares of Rs. 1/- each on a Preferential Basis to Promoter, Promoter Group and Non-Promoter/Other Persons:

To Consider and, if thought fit, to convey assent or dissent to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, [SEBI (ICDR) Regulations] the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, [SEBI (LODR) Regulations], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 [SEBI (SAST) Regulations], SEBI (Prohibition of Insider Trading) Regulations, 2015 [SEBI (PIT) Regulations] as amended from time to time and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the other appropriate authorities, if any (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”), which may be agreed by the Board of Directors of the Company (hereinafter called ‘the Board’) which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution, **the approval of members of the Company by way of Special Resolution be and is hereby granted to create, offer, issue and allot upto 94,61,480 Warrants of Rs. 158.50 (Rs. One Hundred Fifty Eight and Fifty Paise Only) aggregating upto Rs. 149,96,44,580/- (Rs. One Hundred Forty Nine Crores Ninety Six Lakhs Forty Four Thousand Five Hundred Eighty Only) Convertible into one Equity Share of Rs. 1/- (Rupees One only) of the Company at a premium of Rs. 157.50 (Rupees One Hundred Fifty Seven and Fifty Paise only) per share for every warrant which is more than the minimum price of Rs. 158.44 (Rupees One Hundred Fifty Eight and Forty Four Paise only) as certified by the Practicing Company Secretary with respect to the Relevant Date i.e. 14th June, 2024, i.e. thirty days prior to the Extra-Ordinary General Meeting proposed to be held on 15th July,**



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2024as prescribed under the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 in one or more trenches by way of Preferential issue, to the following person forming part of Promoter, Promoter Group and Other Persons/non promoter who are eligible to participate in the preferential issue in such a manner and on upon the basic terms and conditions as set out herein;

Sr. No.	Name of Proposed Allottee	Category of the proposed Subscribers	No of Warrants of Rs. 158.50 proposed for issuance/allotment	No of equity shares of Rs. 1/- each are to be issued and allotted upon conversion of the warrants at a premium of Rs. 157.50 per share
1.	Sakam Trading Private Limited	Promoter	15,77,000	15,77,000
2.	Kriti Nutrients Limited	Promoter Group	30,92,480	30,92,480
3.	SangitaBafna	Other/Non Promoters	63,000	63,000
4.	RajnishBahl	Other/Non Promoters	47,000	47,000
5.	Sunny Bharat Gosar	Other/Non Promoters	47,000	47,000
6.	MadhuriMadhusudanKela	Other/Non Promoters	44,16,000	44,16,000
7.	PallaviDhoot	Other/Non Promoters	47,000	47,000
8.	Pushap Raj Singhvi	Other/Non Promoters	31,000	31,000
9.	SumitBhalotia	Other/Non Promoters	47,000	47,000
10.	Siddharth Shah	Other/Non Promoters	47,000	47,000
11.	Tushar Pradeep Bohra	Other/Non Promoters	47,000	47,000
	TOTAL		94,61,480	94,61,480

RESOLVED FURTHER THAT the aforesaid warrants shall be issued on the following terms and conditions:

- The proposed warrants convertible into equity shares shall be issued on a preferential basis to the aforesaid proposed allottees at a price of Rs.158.50 (Rs. One Hundred Fifty Eight and Fifty Paise Only) per warrant and shall be issued and allotted by the Company to the aforesaid Proposed Allottees within a period of Fifteen (15) days from the date of passing of the special resolution by the members at their extra ordinary general meeting, provided that where the issue and allotment of the proposed Convertible Warrants are pending on account of pendency of any approval for such issue and allotment by the BSE Ltd, or NSE or any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- Each Warrant is convertible into One (1) Equity Share, and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- In accordance with the provisions of Chapter V of ICDR Regulations, the Convertible Warrant subscription price equivalent to 25% (Rs.39.625) of the issue price (Rs.158.50) will



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- be payable at the time of subscription and allotment of Convertible Warrants, which would be adjusted and appropriated by the Company against the issue price of the resultant Equity Shares. The balance 75% of the Warrant issue price (Rs.118.875) shall be payable by the warrant holder(s) before exercising the option for conversion of Warrants into equity shares within a period of 18 months from the date of allotment of warrants in one or more than one tranches;
- (d) The warrant holder(s) shall be entitled to exercise the option of exercising any of the Convertible Warrants, thus applying for conversion of warrants in the ratio of one share of Rs. 1/- (Rs.One only) each per warrant at a premium of Rs. 157.50 per share in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Convertible Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, shall issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the said Equity Shares to the depository account and enter the name of the allottee in the records of the Company as the registered owner of such Equity Shares;
- (e) The Convertible warrants shall be issued to the successful allottees shall be in dematerialized form
Upon allotment of warrants.
- (f) The Equity Shares to be so allotted on exercise of conversion of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects, including dividend, with the existing equity shares of the Company;
Provided that in case the company proposes Bonus/Right shares during the Conversion period, in such case, the respective entitlement of warrant holders for equity shares upon conversion of warrants held by each of them shall be adjusted proportionately.
- (g) The Convertible Warrants holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants on the payment of the specified consideration against each warrant;
- (h) In the event if the entitlement against the warrants is not exercised within the period of 18 (Eighteen) months from the date of allotment of the Convertible Warrants, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto, shall automatically lapse, and expire and the amount so paid on the application shall stand forfeited by the Company as per provisions of the SEBI (ICDR) Regulations, 2018;
- (i) The Equity Shares arising from the exercise of the Conversion of Warrants will be listed on Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- (j) The Convertible Warrants and the Equity Shares being allotted pursuant to the exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- (k) The Proposed Allottee shall pay the consideration of Convertible Warrants into equity shares to the company from their respective bank account, and in case of joint holders, the



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consideration shall be paid from the bank account of the person whose name appears first in the application;

- (l) The Convertible Warrants allotted under this resolution shall not be tradable on any stock exchange, and shall be subject to the lock-in period provided under SEBI (ICDR) Regulations;
- (m) The Warrants proposed to be issued shall be subject to appropriate adjustment if, during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- (n) The said Warrants by themselves, until the exercise of conversion option and Equity Shares allotted, do not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- (o) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT for the purpose of issuance of convertible warrants into equity shares the "Relevant Date" is determined and fixed by the Board is **Friday 14th June, 2024**, i.e. thirty days prior to the 01/2024-25 Extra-Ordinary General Meeting to be held on 15th July, 2024. (while reckoning the 30th day i.e. Saturday, 15th June, 2024 the same falls on weekend therefore, the day preceding the weekend i.e. Friday 14th June, 2024) is considered as the relevant date for the purpose.

RESOLVED FURTHER THAT the equity shares so allotted on exercise of warrants in terms of this Resolution shall rank paripassu in all respects (including as to entitlement to participate in voting powers, dividend, bonus shares and right entitlement, if any) with the existing fully paid-up equity shares of face value of Rs. 1/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription, listing and trading of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, RBI, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, monitoring agency and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required



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to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required and filing of corporate action for addition of new warrants and equity shares for change in the capital structure with the Central Depository Services (India) Ltd. and/or National Security Depository Limited and listing thereof with the stock exchange as may be required and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the aforesaid Securities, execution of documents related to utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board or Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. Approval of 'Kriti Industries Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan")

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of **"Kriti Industries Employee Stock Option Plan 2024" ("ESOP 2024"/ "Plan")** and authorizing the Board of Directors of the Company (*hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution*) to create, and grant from time to time, in one or more tranches, not exceeding **15,00,000 (Fifteen Lakhs Only)** "Stock Option(s)" to or for the benefit of such eligible person(s) as designated by the Company and/or subsidiary company and/or associate Company, within the meaning of the Plan (other than promoter or person belonging to the promoter group of the Company, Independent Directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company) as may be decided under the Plan, exercisable into not more than **15,00,000 (Fifteen Lakhs Only)** equity shares of face value of Rs.1/- (Rupees One) each fully paid-up, where one Employee Stock Option would



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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

convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan”.

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *paripassu* with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI (SBEB & SE) Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents



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required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

The Chief Financial Officer informed the members present in the EGM that the results of the remote e-voting and e-voting at EGM along with the report of the scrutinizer will be announced within 2 (two) working days from the conclusion of 1/2024-25 Extraordinary General Meeting and shall also be placed at the website of Company, BSE Ltd, National Stock Exchange of India Limited and CDSL and the recorded transcript of the EGM shall also be made available on the website of the company as soon as possible after the meeting is concluded.

CFO further informed that, as set out in the Notice of Extraordinary General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the EGM. Adequate time was provided for registration and the company has received request from three shareholders for seeking opportunity to speak at EGM.

Thereafter, CFO invited speakers to ask their questions or queries out of which only 1 (one) member was present in the EGM virtually who has raised certain queries which was satisfactorily replied by the Chairman and Managing Director.

He informed that since all the business to be conducted at this Extraordinary General Meeting has been transacted, with the permission of Chairman, Shri Rajesh Sisodia, CFO declare that the Extraordinary General Meeting as concluded.

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**

TANUJ SETHI
COMPANY SECRETARY &
COMPLIANCE OFFICER

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