



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

18th June, 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 34th Annual General Meeting of the Company held on Tuesday, 18th June, 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 34th Annual General Meeting of Kriti Industries (India) Ltd., held on Tuesday, 18th June, 2024 at 3:00 P.M. (IST) and concluded at 3:20 .P.M. (IST) through Video Conferencing 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.

Please note that results of e-voting will be intimated to you separately upon receipt of Report from the Scrutinizer within 2 working days from the conclusion of the Annual 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 34TH ANNUAL GENERAL MEETING OF KRITI INDUSTRIES (INDIA) LIMITED HELD ON TUESDAY THE 18TH JUNE, 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 3:20.P.M.

PRESENCE IN THE MEETING THROUGH 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 Indore) |
| 5. SHRI SIDDHARTH SETHI | -INDEPENDENT DIRECTOR (from Indore) |

OFFICERS IN PRESENCE

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

III. SPECIAL INVITEES

- | | |
|--|----------------------------|
| 1. CA RAKESH KUMAR GUPTA AND 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 11th June, 2024 was 13,683 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 34 Members attended through video conferencing.

PROCEEDINGS OF THE MEETING:

The 34th Annual General Meeting (the "AGM") of the Members of Kriti Industries (India) Limited (the "Company") was held on Tuesday, June 18, 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").



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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.

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

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

The Chief financial Officer informedthat the Company has enabled the Members to participate at the 34thAGM 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 2023-24have been sent to all the memberswhosee-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 Officerfurther 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.

TheChief Financial Officerfurtherinformed that as per provisions of Companies Act, 2013 and the SEBI (LODR), Regulations, 2015. The company has providedto the members the facility to cast their vote through Remote e-voting. The electronic voting was commenced on 9:00 A.M. of 15th June, 2024 had already been completed at 5:00 P.M. on 17th June, 2024 and e-voting was also conducted in the General Meeting.



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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 03rd May, 2024 convening the 34th Annual General Meeting of the Company, the following businesses were transacted at the Meeting:

ORDINARY BUSINESSES:

1. Adoption of Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2024, the Statement of Profit & Loss, Statement of Cash Flow, Change in Equity and notes thereto of the Company for the Financial Year ended 31st March 2024 and the reports of the Board of directors and Auditors thereon as on that date by way of an Ordinary Resolution.
2. To consider and declare Dividend on the 4,96,03,520 Equity Shares of Re.1/- each for the Financial Year ended 31st March, 2024 by way of an Ordinary Resolution.
3. To consider and approve the appointment of **Mrs. Purnima Mehta (DIN 00023632)** who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment by way of an Ordinary Resolution.

SPECIAL BUSINESSES:

4. **To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2024-25 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 reenactment(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 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, 2025;

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

5. **To approve the transactions/contracts/arrangements with related parties under regulation 23 of the SEBI (LODR) Regulations, 2015 by way of an Ordinary Resolution:**



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“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 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. Siddharth Sethi (Din: 01548305) 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. Siddharth Sethi (DIN: 01548305)**, who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. 1st April, 2024, 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. 1st April, 2024 till 31st March, 2029 and his office shall not be liable to retire by rotation.”

7. **To confirm the Re-Appointment of Mrs. Purnima Mehta (Din: 00023632) as Whole Time Director of the Company by way of a Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the company, consent of the members be and is hereby accorded to re-appointment of Mrs. Purnima Mehta (DIN:00023632) as the Whole-time Director of the Company for a term of 3(three) years with effect from 1st July, 2025 to 30th June, 2028 on such remuneration and terms and conditions as are annexed herewith as explanatory statement.



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FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year the remuneration payable to Mrs. Purnima Mehta shall be minimum remuneration payable by the Company.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Mrs. Purnima Mehta as "the Employer-Employee" and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest 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.

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 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**

TANUJ SETHI
COMPANY SECRETARY &
COMPLIANCE OFFICER

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