



# KRITI INDUSTRIES (INDIA) LIMITED

"CHETAK CHAMBERS" 4th FLOOR, 14, R.N.T. MARG, INDORE-1, (M.P.) INDIA

PHONE No. : (91) 731 2719100 FAX : (91) 731 2704506

As per clause 35A of listing agreement the outcome of 24th Annual General Meeting of KRITI INDUSTRIES (INDIA) Limited are as follows:

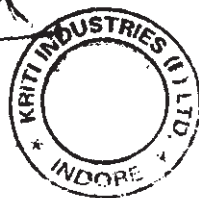
REGD. OFF. "MEHTA CHAMBERS", 34, SIYAGANJ, INDORE-452007 Phone: 2540963  
E-mail: info@kritiindia.com Website: http://www.kritiindia.com

Sr. No.	Particulars	Details
1.	Date of Annual General Meeting	25 <sup>th</sup> Sept., 2014
2.	Total No. of Shareholders on Record date/ Book closure date	5710
3.	No. of Shareholders present in Meeting either in person or through proxy: <u>Promoters and Promoter Group</u> In Person In Proxy <u>Public:</u> In Person In Proxy	  5 0 28 0
4.	No. of shareholders attended the meeting through Video Conferencing:	None

Further that 1 shareholder have casted their votes through E-voting systems, out of which no member attended the Annual General meeting.

For KRITI INDUSTRIES (INDIA) LIMITED

DILIP MUNDRA  
COMPLIANCE OFFICER





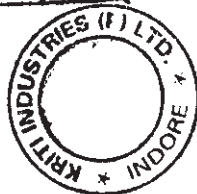
# KRITI INDUSTRIES (INDIA) LIMITED

"THE TAK CHAMBERS", 4th FLOOR, 14, R.N.T. MARG, INDORE-I, (M.P.) INDIA  
PHONE No. (91-731) 2719100, FAX (91-731) 2704506, 4042118  
All the resolutions were carried out through e-voting and physical ballot.  
OFFICE: MEHTA CHAMBERS, 3rd FLOOR, AGANI, INDORE-452007 Phone: 2540962  
E-mail: info@kritiindia.com Website: http://www.kritiindia.com

Item No.	Particulars of Resolution	Mode of voting: (ballot/ e-voting)	Resolution required (ordinary/special)	Remarks/ Results
1.	Consideration and adoption of the Audited Statement of Accounts for the year ended 31st March, 2014 together with the Directors Report, Corporate Governance and Auditors Report thereon.	Ballot/ E-voting	Ordinary	The resolution was passed unanimously.
2.	Declaration of dividend @ Rs.0.15 per share (i.e.15%) for the year 2013-14 on the Equity Shares of Rs.1/- each.	Ballot/ E-voting	Ordinary	The resolution was passed unanimously.
3.	Re-appointed Dr. S.S. Kothari (DIN 00084920), as a director liable to retire by rotation.	Ballot/ E-voting	Ordinary	The resolution was passed unanimously.
4.	Re-appointment of M/s R.D. Asawa & Company, as the Statutory Auditors of the Company.	Ballot/ E-voting	Ordinary	The resolution was passed unanimously.
5.	Appointment of CA Manoj Fadnis (DIN 01087055) as Independent Director of the company.	Ballot/ E-voting	Ordinary	The resolution was passed unanimously.
6.	Appointment of Mr. Rakesh Kalra (DIN 00780354) as Independent Director of the company.	Ballot/ E-voting	Ordinary	The resolution was passed unanimously.
7.	Appointment of Dr. Somnath Ghosh (DIN 0040125) as Independent Director of the company.	Ballot/ E	Ordinary	The resolution was passed unanimously.
8.	Special Resolution for borrowing limits under section 180(1)(c) of the Companies Act, 2013	Ballot/ E	Special	The resolution was passed unanimously.
9.	Special Resolution for creation of charge/mortgage under section 180(1)(a) of the Companies Act, 2013	Ballot/ E	Special	The resolution was passed unanimously.

For KRITI INDUSTRIES (INDIA) LIMITED

DILIP MUNGI  
COMPLIANCE OFFICER





**ITEM NO.1: ORDINARY RESOLUTION  
CONSIDERATION AND ADOPTION OF THE AUDITED STATEMENT OF ACCOUNTS FOR  
THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014 TOGETHER WITH THE DIRECTORS REPORT AND  
AUDITORS REPORT THEREON.**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	74022	74022	0.15	74022	0	100.00	0
<b>Total</b>	<b>32571784</b>	<b>32571784</b>	<b>65.67</b>	<b>32571784</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**ITEM NO.2: ORDINARY RESOLUTION  
DECLARATION OF DIVIDEND @ RS.0.15 PER SHARE (I.E.15%) FOR THE YEAR 2013-14 ON  
THE EQUITY SHARES OF RS.1/- EACH.**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	74022	74022	0.15	74022	0	100.00	0
<b>Total</b>	<b>32571784</b>	<b>32571784</b>	<b>65.67</b>	<b>32571784</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**ITEM NO.3: ORDINARY RESOLUTION  
RE-APPOINTED DR. S.S. KOTHARI (DIN 00084920), AS A DIRECTOR LIABLE TO RETIRE BY  
ROTATION.**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	74022	74022	0.15	74022	0	100.00	0
<b>Total</b>	<b>32571784</b>	<b>32571784</b>	<b>65.67</b>	<b>32571784</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**ITEM NO.4: ORDINARY RESOLUTION**

**RE-APPOINTMENT OF M/S R.D. ASAWA & COMPANY, AS THE STATUTORY AUDITORS OF THE COMPANY.**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	74022	74022	0.15	74022	0	100.00	0
<b>Total</b>	<b>32571784</b>	<b>32571784</b>	<b>65.67</b>	<b>32571784</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**ITEM NO.5: ORDINARY RESOLUTION**

**APPOINTMENT OF CA MANOJ FADNIS AS INDEPENDENT DIRECTOR OF THE COMPANY.**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100

*Signature*  


Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	74022	74022	0.15	74022	0	100.00	0
Total	32571784	32571784	65.67	32571784	0	100.00	0.00

**ITEM NO.:6 ORDINARY RESOLUTION**

**APPOINTMENT OF MR. RAKESH KALRA AS INDEPENDENT DIRECTOR OF THE COMPANY.**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	74022	74022	0.15	74022	0	100.00	0
Total	32571784	32571784	65.67	32571784	0	100.00	0.00

**ITEM NO.:7 ORDINARY RESOLUTION**

**APPOINTMENT OF DR. SOMNATH GHOSH AS INDEPENDENT DIRECTOR OF THE COMPANY.**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institutional Holders	0	0	0	0	0	0	0

Public- Others	74022	74022	0.15	74022	0	100.00	0
Total	32571784	32571784	65.67	32571784	0	100.00	0.00


**ITEM NO.:8 SPECIAL RESOLUTION  
SPECIAL RESOLUTION FOR BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE  
COMPANIES ACT, 2013**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandi ng Shares (3)=[(2)/( 1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2) ]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institution al Holders	0	0	0	0	0	0	0
Public- Others	74022	74022	0.15	74022	0	100.00	0
Total	32571784	32571784	65.67	32571784	0	100.00	0.00

**ITEM NO.:9 SPECIAL RESOLUTION  
SPECIAL RESOLUTION FOR CREATION OF CHARGE/MORTGAGE UNDER SECTION  
180(1)(A) OF THE COMPANIES ACT, 2013**

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandi ng Shares (3)=[(2)/( 1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2) ]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	32497762	32497762	65.52	32497762	0	100.00	0
Public Institution al Holders	0	0	0	0	0	0	0
Public- Others	74022	74022	0.15	74022	0	100.00	0
Total	32571784	32571784	65.67	32571784	0	100.00	0.00

*Anurag*



# **SCRUTINIZERS' REPORT**

*For e-voting at the 24<sup>th</sup> Annual General Meeting of  
Kriti Industries (India) Ltd.  
to be held on 25<sup>th</sup> Sept., 2014*

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**D.K.JAIN & CO.**

**Company Secretaries**

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001  
Email: [dkjain@dkjaincs.com](mailto:dkjain@dkjaincs.com) cell 09425062039 Phone 0731 2532813





**Dr. Dilip Kumar Jain**

M. Com., FCS., ACIS (U.K.), Ph.D.

DKJ/KIL/2014

23<sup>rd</sup> Sept., 2014

To,  
The Chairman of the Board of Directors of  
**Kriti Industries (India) Ltd.**  
Mehta Chambers,  
34-Siyagunj,  
Indore (M.P.) 452007

**Sub: Submission of the Scrutinizers' Report on e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule) and Clause 35B of the Listing Agreement.**

Dear Sir,

I refer to my appointment as the scrutinizer by the Board of Directors of Kriti Industries (India) Ltd. (The Company) vide letter dated 16<sup>th</sup> August, 2014, to Scrutinize the e-voting process in a fair and transparent manner pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule) and Clause 35B of the Listing Agreement for the 24<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 25<sup>th</sup> Sept., 2014 at Corporate Support Centre of the Company situated at 4<sup>th</sup> Floor Chetak Chambers, 14 R.N.T. Marg, Indore (M.P.) 452001.

I have carried out the work as Scrutinizer on close of working hours on 21<sup>st</sup> Sept., 2014. I had scrutinized and reviewed the voting through electronic means and votes tendered there in.

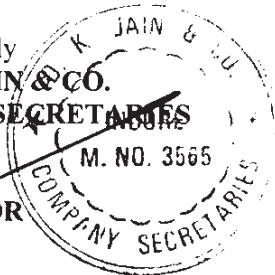
My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizers' report of the votes cast in **Favour** or **Against** the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facility and engaged by the Company.

I herewith submit the scrutinizer's report on the results of the e-voting along with the relevant listings.

Thanking you  
Yours faithfully

For, **D.K. JAIN & CO.**  
**COMPANY SECRETARIES**

**D.K. JAIN**  
**PROPRIETOR**  
**FCS: 3565**  
**CP : 2382**  
Encl.: a/a







### **Report of Scrutinizer's**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**Kriti Industries (India) Ltd.**  
Mehta Chambers,  
34-Siyagunj, Indore (M.P.) 452007

Dear Sir,

I **Dr. D.K. Jain** proprietor of **D.K. Jain & Co.**, Company Secretaries Indore, was appointed as scrutinizer for the purpose of scrutinizing the E-voting process of **Kriti Industries (India) Ltd.** (CIN:L25206MP1990PLC005732) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 24<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 25<sup>th</sup> Sept., 2014, I submit my report on e-voting results as under:

1. The e-voting services were provided by National Securities Depository Limited (NSDL):
2. The E-voting period commences on Friday, September 19, 2014 (9.00 A.M. [IST]) and end on Sunday, September, 21, 2014 (6.00 P.M. [IST])
3. The Shareholder holding shares on the "Cut-off date" i.e., 14<sup>th</sup> August, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company.
4. The portal was unblocked on 21<sup>st</sup> Sept., 2014 after 06:00 P.M. (IST) in the presence of two witnesses Ms. Pooja Agrawal and Mr. Nirmal Patel who are not in the employment of the Company.
5. The results of e-voting along with the list of shareholders who voted "**FOR**" and "**AGAINST**" the below resolutions were downloaded from the e-voting website of NSDL as under.

#### **Item No.1: Ordinary Resolution**

**Approval of the Audited Financial Statements, for the year ended 31<sup>st</sup> March, 2014 and Reports of Board of Directors and Auditors thereon.**

(i) Voted in **favour** of the resolution:

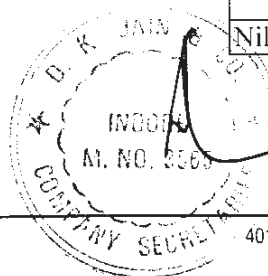
Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	9000	100.00

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil



**Item No.2: Ordinary Resolution**

**Declaration of Rs. 0.15 (15%) Dividend on 49603520 Equity Share of Rs. 1/- for the year 2013-14.**

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	9000	100.00

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.3: Ordinary Resolution**

**Re-appoint of Dr. S.S. Kothari (DIN: 0084920), retire by rotation.**

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	9000	100.00

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

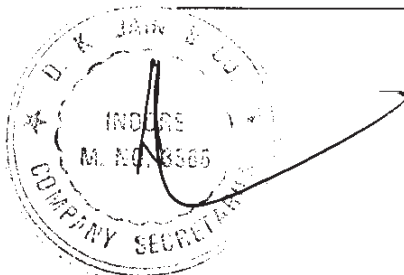
Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.4: Ordinary Resolution**

**Appointment of M/s R.D. Asawa & Co., Chartered Accountants (F.R.No. 01164C) as the Auditors from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company and to fix their remuneration.**

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	9000	100.00



(ii) Voted <b>against</b> the resolution:		
Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) <b>Invalid</b> votes:	
Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.5: Ordinary Resolution**

**Appointment of CA Manoj Fadnis (DIN 01087055) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.**

(i) Voted in <b>favour</b> of the resolution:		
Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
<b>1</b>	<b>9000</b>	<b>100.00</b>

(ii) Voted <b>against</b> the resolution:		
Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) <b>Invalid</b> votes:	
Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

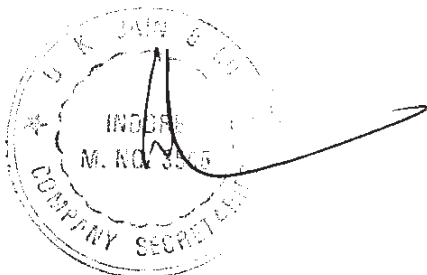
**Item No.6: Ordinary Resolution**

**Appointment of Mr. Rakesh Kalra (DIN 00780354) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.**

(i) Voted in <b>favour</b> of the resolution:		
Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
<b>1</b>	<b>9000</b>	<b>100.00</b>

(ii) Voted <b>against</b> the resolution:		
Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) <b>Invalid</b> votes:	
Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil



**Item No.7: Ordinary Resolution**

**Appointment of Dr. Somnath Ghosh (DIN 00401253) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of two years upto 31.03.2016.**

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	9000	100.00

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No. 8: Special Resolution**

**Authority to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company upto Rs. 500 Crores under section 180(1)(c) of the Companies Act, 2013.**

(i) Voted in **favour** of the resolution:

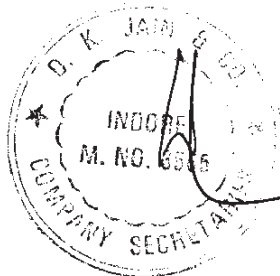
Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	9000	100.00

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil



**Item No. 9: Special Resolution**

**Approval for creation of charge to secure loan amount on the whole or substantially the whole of the undertaking of the Company upto Rs. 500 Crores under section 180(1)(a) of the Companies Act, 2013.**

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	9000	100.00

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 24<sup>th</sup> Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

For, **D.K. JAIN & CO.**  
**COMPANY SECRETARIES**

**D.K. JAIN**  
**PROPRIETOR**  
**FCS: 3565**  
**CP : 2382**

We the undersigned witnessed that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 6.40 p.m. on 21<sup>st</sup> Sept., 2014 at the office of the Scrutinizer.

  
**Ms. POOJA AGRAWAL**

  
**NIRMAL PATEL**