KRITI INDUSTRIES (INDIA) LIMITED

"CHETAK CHAMBERS" 4th FVORING RESULMSRG, INDORE-1, (M.P.) INDIA
PHONE No. 15 1731) 2719100 RESULMSRG, INDORE-1, (M.P.) INDIA
As per clause 35A RESTINGUE AS FOLLOWS: 34, SIYAGANJ, INDORE-452007 Phone: 2540963
INDUSTRIES (INDIA) Limited are as follows: besite: http://www.kritiindia.com

Sr. No.	Particulars	Details
1.	Date of Annual General Meeting	25th 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: Promoters and Promoter Group In Person In Proxy Public: 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

COMPLIANCE OFFICER

KRITI INDUSTRIES (INDIA) LIMITED

DA-WISE VOLING RESULTS", 4th FLOOR, 14, R.N.T. MARG, INDORE-1, (M.P.) INDIA All the resolutions were saffied out through 2704506, 4042118 Particulars of Resedution info@kritiindia.com Wet **Item** ORE 452007 Phone 2540963 Solution Remarks/Result Mode of site http://voting: No. itiindia.com required (ballot/ e-(ordinary/ voting) special) Consideration and adoption of the Audited 1. Ballot/ E-Ordinary The resolution Statement of Accounts for the year ended 31st voting March, 2014 together with the Directors was passed unanimously. Report, Corporate Governance and Auditors Report thereon. Declaration of dividend @ Rs.0.15 per share 2. Ballot/ E-Ordinary The resolution (i.e.15%) for the year 2013-14 on the Equity voting Shares of Rs.1/- each. was passed 3. Re-appointed Dr. S.S. Kothari (DIN unanimously. Ballot/ E-Ordinary 00084920), as a director liable to retire by The resolution voting was passed rotation. Re-appointment of M/s R.D. Asawa & unanimously. 4. Ballot/ E-Ordinary Company, as the Statutory Auditors of the The resolution voting was passed Company. Appointment of CA Manoj Fadnis (DIN unanimously. 5. Ballot/ E-Ordinary 01087055) as Independent Director of the The resolution voting was passed company. unanimously. Appointment of Mr. Rakesh Kalra (DIN 6. Ballot/ E-Ordinary 00780354) as Independent Director of the The resolution voting was passed company. unanimously. Appointment of Dr. Somnath Ghosh (DIN 7. Ballot/ E Ordinary The resolution 0040125) as Independent Director of the was passed company. unanimously. Special Resolution for borrowing limits under 8. Ballot/ E Special section 180(1)(c) of the Companies Act, 2013 The resolution was passed 9. unanimously. Special Resolution for creation Ballot/ E Special charge/mortgage under section 180(1)(a) of The resolution was passed the Companies Act, 2013 unanimously.

For KRITI INDUSTRIES (INDIA) LIMITED

DILIP MUNGI COMPLIANCE OF

ITEM NO.1: ORDINARY RESØLUTION CONSIDERATION AND ADOPTION OF THE AUDITED STATEMENT OF ACCOUNTS FOR THE YEAR ENDED 31ST 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 outstandi ng Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes again st (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.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 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.3: ORDINARY RESOLUTION RE-APPOINTED DR. S.S. KOTHARI (DIN 00084920), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION.

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

ITEM NO.4: ORDINARY RESOLUTION RE-APPOINTMENT OF M/S R.D. ASAWA & COMPANY, AS THE STATUTORY AUDITORS OF THE COMPANY.

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

ITEM NO.5: ORDINARY RESOLUTION APPOINTMENT OF CA MANOJ FADNIS AS INDEPENDENT DIRECTOR OF THE COMPANY.

					211201	OR OF THE	
Promoter	No. of	No. of	% of	No. of	No. of	% in favour	% of Votes
/Public	Shares	Votes	Votes	Votes in	Votes	on Votes	against on
	held	Polled	Polled on	favour (4)	against	Polled	Votes Polled
	(1)	(2)	outstandi		(5)	(6)=[(4)/(2)	(7)=[(5)/(2)]*
			ng Shares]*100	100
	,		(3)=[(2)/(_	
E			1)]*100	,			
					<u> </u>		L

32/107762	22407742	(F F0)	2240554			
32437702	, 3249//gz	65.52	32497762	0	100.00	0
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0	0	0	0	0		
i					١	U.
74022	74022	0.15	74022	0	100.00	
					100.00	U
32571784	32571784	65.67	32571784	0	100.00	0.00
		74022 74022	0 0 74022 74022 0.15	0 0 0 0 74022 74022 0.15 74022	0 0 0 0 0 74022 74022 0.15 74022 0	0 0 0 0 0 0 74022 74022 0.15 74022 0 100.00

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 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.;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 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-	74022	74022	0.15	74022	0	100.00	0
Others 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	5 ACT, 2013				7.7	0/ : 6	% of Votes
Promoter	No. of	No. of	% of	No. of	No. of	% in favour	against on
/Public	Shares	Votes	Votes	Votes in	Votes	on Votes	Votes Polled
	held	Polled	Polled on	favour (4)	against	Polled	E .
	(1)	(2)	outstandi		(5)	(6)=[(4)/(2)	$(7)=[(5)/(2)]^*$
	` ,		ng Shares]*100	100
			(3)=[(2)/(
			1)]*100				
Promoter	32497762	32497762	65.52	32497762	0	100.00	0
	02477702	0227115=					
and							
Promoter							
Group				 	0	0	0.
Public	0	0	0	0	"		
Institution							
al Holders						100.00	0
Public-	74022	74022	0.15	74022	0	100.00	1
Others				2277704	 	100.00	0.00
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

180(1)(A) OF	THE COMPA	NIES ACI, 2	013	NT (No. of	% in favour	% of Votes
Promoter	No. of	No. of	% of	No. of		on Votes	against on
/Public	Shares	Votes	Votes	Votes in	Votes	_	Votes Polled
[]	held	Polled	Polled on	favour (4)	against	Polled	·
	(1)	(2)	outstandi		(5)	(6)=[(4)/(2)	(7) ≐ [(5)/(2)]*
		` ´	ng Shares]*100	100
			(3)=[(2)/(ŀ
		i	1)]*100			ļ	
	00407762	32497762	65.52	32497762	0	100.00	0
Promoter	32497762	32497702	05.52	0217.702			
and]						ļ
Promoter	,					!	
Group					-	0	0
Public	0	0	0	0	0	0	
Institution							
al Holders						100.00	0
Public-	74022	74022	0.15	74022	0	100.00	
Others					<u> </u>	100.00	0.00
Total	32571784	32571784	65.67	32571784	0	100.00	0.00



SCRUTINIZERS' REPORT

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

D.K.JAIN & CO.

Company Secretaries

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



D. K. JAIN & CO.

Company Secretaries

Dr. Dilip Kumar Jain M. Com., FCS., ACIS (U.K.), Ph.D.

DKJ/KIL/2014
To,
The Chairman of the Board of Directors of
Kriti Industries (India) Ltd.
Mehta Chambers,
34-Siyagunj,
Indore (M.P.) 452007

23rd Sept., 2014

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 16th 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 24th Annual General Meeting (AGM) of the Company to be held on 25th Sept., 2014 at Corporate Support Centre of the Company situated at 4th 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 21st 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 SECRETAL

D.K.JAIN PROPRIETOR

FCS: 3565 CP: 2382 Encl.: a/a M. NO. 3565

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D. K. JAIN & CO.

Company Secretaries

Dr. Dilip Kumar Jain

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

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 24th Annual General Meeting (AGM) of the Company to be held on 25th 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., 14th August, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company.
- 4. The portal was unblocked on 21st 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 31st March, 2014 and Reports of Board of Directors and Auditors thereon.

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

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

(ii) Voted against the resolution:

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

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401-402, 4th Floor, Silver Ark Plaza, Janjirwala Chouraha, Near Curewell Hospital, Indore - 452 001 (M.P.)
Ph.: (0) 0731-2532813 (R) 0731-2591836 Mob.: 94250-62039
E-mail: dkjain@dkjaincs.com

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		% of total number of
electronically	favour of the resolution 9000	valid votes cast

(ii) Voted against the resolution:

1	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:

1	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

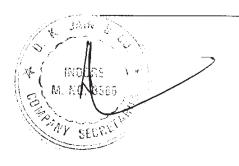
Total number of members whose votes were invalid	Total number of votes
	cast by them
Nil	Nil

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:

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



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(ii) Voted against the resolution:

(ii) voice against the resolution		
Number of members voted	Number of votes cast	% of total number of
electronically	against the resolution	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.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 favour of the resolution:

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

(ii) Voted against the resolution:

(11) Total against the resolution.		
Number of members voted	Number of votes cast	% of total number of
electronically	against the resolution	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.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 favour of the resolution:

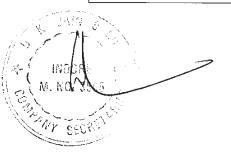
Number of members voted electronically		% of total number of valid votes cast
	resolution	
1	9000	100.00

(ii) Voted against the resolution:

Number of members voted	l .	
electronically	against the resolution	votes cast
0	0	0

(iii) Invalid votes:

(***) ******************************	
Total number of members whose	Total number of votes cast by them
votes were invalid	
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:

electronically	in favour resolution	1000
1	9000	100.00

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

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

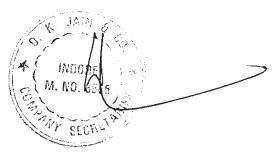
1	resolution	100.00
Number of members voted electronically	in favour of the	% of total number of valid votes cast

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Number of members voted	Number of votes cast	% of total number of valid
electronically	against the resolution	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 24th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

For, D.M. JAEN & CO.

D.K. JAE **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 21st Sept., 2014 at the office of the Scrutinizer.

Ms. POOJA AGRAWAL

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