

KNL/SE/2024-25

18<sup>th</sup> June, 2024

Online filing at: [www.listing.bseindia.com](http://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  
Mumbai – 400051  
Symbol – KRITINUT

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai 400001  
BSE Scrip ID: KRITINUT BSE CODE: 533210

**Subject: Submission of the proceedings of the 28<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 18<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting of Kriti Nutrients Ltd., held on Tuesday, 18<sup>th</sup> June, 2024 at 4:30 P.M. (IST) and concluded at 5.10 P.M. (IST) through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the corporate office of the company situated at **8<sup>th</sup> 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 NUTRIENTS LIMITED**

**RAJ KUMAR BHAWSAR**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**

Encl: a/a

## **Kriti Nutrients Ltd.**

Corporate office:  
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore – 452 010 (M.P.) INDIA

Registered Office:  
Mehta Chamber, 34 Siyaganj,  
Indore - 452007 (M.P.) INDIA

Factory:  
Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100  
E-mail: [info@kritiindia.com](mailto:info@kritiindia.com)  
CIN: L24132MP1996PLC011245

**PROCEEDING OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF KRITI NUTRIENTS LIMITED HELD ON TUESDAY THE 18<sup>TH</sup> JUNE, 2024, THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VIDEO MEANS (OAVM) FOR WHICH PURPOSES THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 8<sup>TH</sup> 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 4:30 P.M. AND CONCLUDED AT 5.10 PRESENCE IN THE MEETING THROUGH VC/OAVM:**

**I. DIRECTORS:**

- |                                 |   |
|---------------------------------|---|
| 1. SHRI SHIV SINGH MEHTA        | - CHAIRMAN AND MANAGING DIRECTOR<br>(from Indore) |
| 2. SMT. PURNIMA MEHTA           | - DIRECTOR (from Indore)                          |
| 3. SHRI SAURABH SINGH MEHTA     | - WHOLE TIME DIRECTOR (from Indore)               |
| 4. SHRI CHANDRASEKHARAN BHASKAR | - INDEPENDENT DIRECTOR (from Indore)              |
| 5. DR. TULSI JAYAKUMAR          | - INDEPENDENT DIRECTOR (from USA)                 |

**II. OFFICERS IN PRESENCE**

- |                         |                           |
|-------------------------|---------------------------|
| 1. CS RAJ KUMAR BHAWSAR | - CS & COMPLIANCE OFFICER |
| 2. SHRI NITIN CHHARIYA  | - CHIEF FINANCIAL OFFICER |

**III. SPECIAL INVITEES**

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

Total No. of Members on the Cutoff date 11<sup>th</sup> June, 2024 was 20,201 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 43 Members attended through video conferencing.

**PROCEEDINGS OF THE MEETING:**

The 28<sup>th</sup> Annual General Meeting (the "AGM") of the Members of Kriti Nutrients Limited (the "Company") was held on Tuesday, June 18, 2024 at 4:30 P.M. through video conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013, the General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 2/2021 dated 13<sup>th</sup> January, 2021, Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 and Circular No. 10/2022 dated 28<sup>th</sup> 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 circulars and guidelines issued by MCA and SEBI. He introduced the members of the Board and other officials present at the meeting.

CS Raj Kumar Bhawsar, Company Secretary took a roll call of the Directors and introduced other invitees.

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

## Kriti Nutrients Ltd.

Corporate office:  
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore - 452 010 (M.P) INDIA

Registered Office:  
Mehta Chamber, 34 Siyaganj,  
Indore - 452007 (M.P) INDIA

Factory:  
Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100  
E-mail: info@kritiindia.com  
CIN: L24132MP1996PLC011245



Company Secretary informed that the Company has enabled the Members to participate at the 28<sup>th</sup> AGM through the video conferencing facility provided by CDSL. It was further informed that the Members have been provided with the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Members joining the meeting through video conferencing and who have not casted their vote by means of remote e-voting, may vote through e-voting facility provided during AGM.

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

Thereafter, with permission of the Chairman, Company Secretary proceeded as under.

He informed the Members that electronic copies of the Annual Report for financial year 2023-24 have been sent to all the members whose e-mail ids were registered with the Company or Depository Participant(s). Accordingly, the notice of the AGM and statutory auditor's report, Secretarial Auditor's report and its Annexure.

It was also informed that the original documents including the Register of Director's 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.

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

Company Secretary further informed that as per provisions of Companies Act, 2013 and the SEBI (LODR), Regulations, 2015. The company has provided to the members the facility to cast their vote through Remote E-voting. The electronic voting was commenced on 9:00 A.M. of 15<sup>th</sup> June, 2024 had already been completed at 5.00 P.M. on 17<sup>th</sup> June, 2024 and e-voting was also conducted in the general meeting. Further, all the queries received from the shareholders of the Company, which was answered by the Chairman of the Company.

Further, there were two members who has registered themselves for asking his queries and clarifications related to working of the company which was answered by the Chairman of the Company. Company Secretary 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.

Company Secretary also informed the members with respect to the business to be transacted at the Meeting. As per notice dated 03<sup>rd</sup> May, 2024 convening the 28<sup>th</sup> Annual General Meeting of the Company, the following businesses were transacted at the Meeting.

#### ORDINARY BUSINESSES:

1. Adoption of the Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> 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 31<sup>st</sup> March, 2024 and the reports of the Board of directors and Auditors thereon as on that date.

## Kriti Nutrients Ltd.

Corporate office:  
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore – 452 010 (M.P.) INDIA

Registered Office:  
Mehta Chamber; 34 Siyaganj,  
Indore - 452007 (M.P.) INDIA

Factory:  
Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100  
E-mail: info@kritiindia.com  
CIN: L24132MP1996PLC011245

2. Declaration of Dividend on the 5,01,03,520 Equity Shares of Re.1/- each for the Financial Year ended 31<sup>st</sup>March, 2024.
3. To appoint a director in place of Mrs. Purnima Mehta (DIN:00023632) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

**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:**

“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 actuals, if any to M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030) as appointed by the Board of Directors on the recommendation of the Audit Committee of the Board, as Cost Auditors to conduct the audit of the Cost Records for the Financial Year ending 31<sup>st</sup>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:**

“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 aggregate 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. Dilip Roopsingh Gaur (DIN 02071393) as an Independent Director:**

“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

## **Kriti Nutrients Ltd.**

**Corporate office:**

Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore – 452 010 (M.P) INDIA

**Registered Office:**

Mehta Chamber, 34 Siyaganj,  
Indore - 452007 (M.P) INDIA

**Factory:**

Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100

E-mail: info@kritiindia.com

CIN: L24132MP1996PLC011245



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. Dilip Roopsingh Gaur(DIN 02071393),who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. 3rd May, 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. 3<sup>rd</sup>May, 2024 till 2<sup>nd</sup>May, 2029 and his office shall not be liable to retire by rotation.”

**7. To Confirm the appointment of Dr. Tulsi Jayakumar (DIN 09562207) as an Independent Director:**

“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), Dr. Tulsi Jayakumar (DIN 09562207),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 her confirming that she 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 3 (Three) Consecutive Years w.e.f. 1<sup>st</sup>April, 2024 till 31<sup>st</sup>March, 2027 and her office shall not be liable to retire by rotation.”

**8. To Confirm the appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as an Independent Director:**

“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. Ashutosh Khajuria (DIN: 05154975),who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. 3rd May, 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. 3<sup>rd</sup>May, 2024 till 2<sup>nd</sup>May, 2029 and his office shall not be liable to retire by rotation.”

Company Secretary 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.

## Kriti Nutrients Ltd.

Corporate office:  
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore – 452 010 (M.P) INDIA

Registered Office:  
Mehta Chamber, 34 Siyaganj,  
Indore - 452007 (M.P) INDIA

Factory:  
Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100  
E-mail: info@kritiindia.com  
CIN: L24132MP1996PLC011245

Heinformed 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.

Company Secretary thanks to all the members and Board members and invitees for participating in the meeting and declared that the meeting is concluded.

Thanking You

Yours Faithfully

For, **KRITI NUTRIENTS LIMITED**

**RAJ KUMAR BHAWSAR**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**

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

---

## **Kriti Nutrients Ltd.**

Corporate office:  
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore – 452 010 (M.P) INDIA

Registered Office:  
Mehta Chamber, 34 Siyaganj,  
Indore - 452007 (M.P) INDIA

Factory:  
Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100  
E-mail: info@kritiindia.com  
CIN: L24132MP1996PLC011245