

**General information about company**

Scrip code	533210
NSE Symbol	
MSEI Symbol	
ISIN	INE798K01010
Name of the entity	Kriti Nutrients Ltd
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SHIV SINGH MEHTA	AFIPM2249E	00023523	Executive Director	Chairperson related to Promoter	MD	25-10-2018		36	3	2	0		
2	Mrs	PURNIMA MEHTA	AFIPM2248F	00023632	Non-Executive - Non Independent Director	Not Applicable		24-09-2015			2	4	1		
3	Mr	SAURABH SINGH MEHTA	AFUPM3715P	00023591	Executive Director	Not Applicable		01-08-2016		36	2	1	0		
4	Mr	BHUWANESH SHASTRI	ALYPS7064D	00104236	Non-Executive - Independent Director	Not Applicable		11-08-2015		60	1	0	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	RAKESH KALRA	AHVPK6066E	00780354	Non-Executive - Independent Director	Not Applicable		18-02-2019		60	4	4	0		
6	Mr	MANOJ FADNIS	AACPF2329M	01087055	Non-Executive - Independent Director	Not Applicable		18-02-2019		60	2	3	2		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01087055	MANOJ FADNIS	Non-Executive - Independent Director	Chairperson	12-01-2010		
2	00780354	RAKESH KALRA	Non-Executive - Independent Director	Member	27-01-2014		
3	00023632	PURNIMA MEHTA	Non-Executive - Non Independent Director	Member	12-01-2010		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01087055	MANOJ FADNIS	Non-Executive - Independent Director	Chairperson	12-01-2010		
2	00780354	RAKESH KALRA	Non-Executive - Independent Director	Member	20-05-2015		
3	00104236	BHUWANESH PRABHAKAR SHASTRI	Non-Executive - Independent Director	Member	12-05-2016		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023632	PURNIMA MEHTA	Non-Executive - Non Independent Director	Chairperson	20-05-2015		
2	01087055	MANOJ FADNIS	Non-Executive - Independent Director	Member	12-01-2010		
3	00023523	SHIV SINGH MEHTA	Executive Director	Member	12-01-2010		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023632	PURNIMA MEHTA	Non-Executive - Non Independent Director	Chairperson	13-08-2014		
2	00023591	SAURABH SINGH MEHTA	Executive Director	Member	13-08-2014		
3	00780354	RAKESH KALRA	Non-Executive - Independent Director	Member	12-05-2016		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	01087055	MANOJ FADNIS	INDEPENDENT DIRECTORS COMMITTEE	Non-Executive - Independent Director	Chairperson	
2	00780354	RAKESH KALRA	INDEPENDENT DIRECTORS COMMITTEE	Non-Executive - Independent Director	Member	
3	00104236	BHUWANESH PRABHAKAR SHASTRI	INDEPENDENT DIRECTORS COMMITTEE	Non-Executive - Independent Director	Member	

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	25-10-2018			
2		24-01-2019	90	
3		18-02-2019	24	

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	24-01-2019	Yes		25-10-2018	90		
2	Audit Committee	18-02-2019	Yes			24		This is the second meeting of the Audit Committee held in the quarter due to which previous quarter meeting is not applicable
3	Stakeholders Relationship Committee	28-02-2019	Yes		26-12-2018	63		
4	Stakeholders Relationship Committee	15-03-2019	Yes			14		This is the second meeting of the Stakeholder Relationship Committee held in the quarter due to which previous quarter meeting is not applicable

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

**Text Block**

Textual  
Information(1)

KRITI NUTRIENTS LIMITED

Statement and Declaration of Related Party Transactions for the Quarter ended on 31.03.2019

A. Details of Contract or Arrangements or Transactions entered or to be entered by the company which are at arms length basis:

S. No.	Name of the Related Party	Nature of Relation with the Directors/ KMP/ Company	Nature of contract or arrangement or transaction	Transactions during the current Quarter 31.03.2019	Indicative base price/current contracted price	Amount paid as advance, if any
1.	Shiv Singh Mehta	Managing Director	Salary/ Remuneration	0.00	N.A.	0.00
2.	Purnima Mehta	Director	Sitting Fees	21000.00	N.A.	0
3.	Saurabh Singh Mehta	Whole Time Director	Salary/ Remuneration	825000.00	N.A.	0
4.	Manoj Fadnis	Independent Director	Sitting fee	42000	N.A.	0
5.	Rakesh Kalra	Independent Director	Sitting fee	42000	N.A.	0
6.	Bhuvanesh Shastri	Independent Director	Sitting fee	40000	N.A.	0
7.	Kriti Industries (I) Limited	Fellow Subsidiary	DEPB Licenses Sold	16399800.00	As per market rates	0
8.	Kriti Industries (I) Limited	Fellow Subsidiary	InterCorporate Loan Given	80000000	At SBI MCLR +1%interest	0

B. Details of Contract or Arrangements or Transactions entered or to be entered by the company which are not at arms length basis:

S. No.	Name of the Related Party	Nature of Relation with the Directors/ KMP/ Company	Nature of contract or arrangement or transaction	Duration of contract or arrangement or transaction	Maximum amount of Transaction during the quarter 31.03.2019	Indicative base price/current contracted price	Amount paid as advance, if any	Justification for entering into such contract or arrangements or transaction	Date on which the General Resolution passed or to be passed in the General Meeting, in case of Material Related Party Transaction
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Not Applicable



## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	VIJAY KHANDELWAL
2	Designation	Company Secretary and Compliance Officer

**Text Block**

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
12	Financial results	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
13	Shareholding pattern	Yes		<a href="https://www.knl.kritiindia.com">https://www.knl.kritiindia.com</a>
14	Details of agreements entered into with the media companies and/or their associates	No	NOT APPLICABLE	
15	New name and the old name of the listed entity	No	NOT APPLICABLE	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	VIJAY KHANDELWAL
2	Designation	Company Secretary and Compliance Officer



**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	VIJAY KHANDELWAL
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	VIJAY KHANDELWAL
Designation of person	Company Secretary and Compliance Officer
Place	INDORE
Date	11-04-2019

