

Corporate Information

BOARD OF DIRECTORS

Sai Ramakrishna Karuturi
Chairman and Managing Director

Anitha Karuturi
Wholetime Director

Sunil Gupta
Director

Mahendra Kumar Sunkara
Director

Man Mohan Agrawal
Director

Ananta Chandrakanth Darshan
Director

REGISTERED OFFICE

204, Embassy Center,
11, Crescent Road, Bangalore - 560001
Email: investorrelations@karuturi.com
URL : www.karuturi.com
Tel : 080 - 23085300

REGISTRARS & SHARE TRANSFER AGENTS

Karvy Computershare (P) Limited
17 -24 Vithal Rao Nagar, Madhapur
Hyderabad 500 081
P : +91 040 44655124 || F : +91 40 23420814
Email: krishnans@karvy.com

AUDITORS

Messrs S Bhat & Associates
Chartered Accountants
Bangalore

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of the Karuturi Global Limited will be held on Thursday, the 29th day of September 2016, at 11.00 AM at Wadiyar Hall, Century Club, # 1, Sheshadri Road, Bangalore-560001 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone audited financial statements (including consolidated audited financial statements) for the Financial Year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Anitha Karuturi (DIN 01645602), who retires by rotation, being eligible, seeks re-appointment and pass the following resolution as an ordinary resolution:

Resolved that Pursuant to the Provisions of section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members be and is hereby accorded for the re-appointment of Ms. Anitha Karuturi (Din: 01645602) as a Director, to the extent that she is required to retire by rotation.

3. To appoint Messrs G.G. Patil and Co., Chartered Accountants, as the Statutory Auditors of the company and to fix their remuneration, and pass the following Resolution as an ordinary Resolution:

Resolved that pursuant to the provisions of section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, the approval of the members be and is hereby accorded for the appointment of G.G. Patil and Co., auditor from the conclusion of this Annual general meeting till the conclusion of 26th annual general meeting in accordance with the remuneration fixed by Board of Directors from time to time.

Place: Bangalore

Date: 12th August 2016.

Registered office: # 204, Embassy Centre 11
Crescent road, Bangalore-560001

By Order of the Board

For Karuturi Global Limited

Director

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A Proxy is not entitled to vote except on a poll. A Proxy form is enclosed herewith.
2. The notice of Annual General Meeting of the company will be sent to those members/beneficial owners whose name appear in the registrar of members received from the depositories as on 26th August 2016.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
4. The instrument appointing the proxy, duly completed, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate board resolutions / Power of authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board resolution, authorizing their representative(s) to attend and vote at the Annual General Meeting, pursuant to the provisions of Section 105 of the Companies Act, 2013.
6. Members/proxies should bring the attendance slip sent herewith, duly filled-in to attend the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote
8. Members may also please note that as per Section 124 (5) and Section 125C of the Companies Act, 2013, all the amounts transferred to the Unpaid Dividend Account of the Company for the year ended 31st March, 2009 remaining unpaid or unclaimed for a period of seven years from the date of such transfer have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
9. The Register of Directors' Shareholdings and Register of contracts in which directors are interested maintained under provisions of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

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10. The shareholders can opt for voting through physical mode or electronic mode in case vote are casted through both the modes then e-voting shall be considered.
 11. SEBI has mandated the submission of Permanent Account Number by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their Pan to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical format can submit their Pan to Company's RTA.
 12. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
 13. The Register of Members and Share Transfer Books will remain closed from 21st September 2016 to 29th September 2016 (both days inclusive).
 14. Members are requested to notify the Registrar and Share Transfer Agents Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 for any change in their address, Email-ID, so as to enable Company to address future communications to their correct addresses.
 15. As part of the "Green Initiative in Corporate Governance", taken by Ministry of Corporate Affairs (MCA), Karuturi Global Limited shall send all shareholders communication such as Notice, Reports etc, to shareholders in electronic form to the E-mail Id provided by them and made available to us by the Depositories. Members are requested to register their E-mail Id with their Depository Participant and inform them of any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to investorrelations@karuturi.com by providing their DP Id and Client Id as reference.
 16. In terms of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the company is pleased to provide E-voting facility to members to exercise their right to vote by electronic means. The members, whose names appear in registrar of members/ list of beneficial owners as on 23rd September 2016 i.e, the cutoff date taken by the company who shall be entitled to avail the facility of remote e-voting/physical voting at the AGM venue. The E-voting period will commence from 26/09/2016, at 10.00Am and will end at 5.00PM on 28/09/2016. The E-voting module will be disabled on 28/09/2016 at 5.00PM. The voting rights of members shall be in proportion to the number of shares held by them as on cutoff date, 23rd September 2016.
 17. Mr. Biswajit Ghosh of M/s. HBP & Co., Practicing Company Secretaries (Membership No. ACS No:19552), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
 18. The Route map for AGM is provided at the end of this notice.
 19. The company has entered into an arrangement with Karvy Computershare Private Limited for facilitating E-voting for the AGM.
 20. Any person who acquires Shares of the Company and become Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. 23rd September 2016, may obtain the User Id and password in the manner as mentioned below:
 - If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD<space> E-Voting Event Number +Folio number or DPID Client ID to +91-9212993399
 - Example for NSDL: MYEPWD<SPACE>IN12345612345678
 - Example for CDSL: MYEPWD<SPACE>1402345612345678
 - Example for Physical: MYEPWD<SPACE> (EVENTNO)XXXXX1234567890.
 - If e-mail address or mobile number of the member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- Member may call Karvy's Toll free number 1-800-3454-001.
- Member may send an e-mail request to evoting@karvy.com.

The instructions for E-voting are as under:

- (i) To use the following URL for e-voting: From Karvy website: <http://evoting.karvy.com>
- (ii) Enter the login credentials [i.e., user id and password mentioned in the attendance slip/ Email forwarded through the electronic notice. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering the details appropriately, click on LOGIN. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) You need to login again with the new credentials.

- (v) On successful login, the system will prompt you to select the EVENT i.e., Karuturi Global Limited
- (vi) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- (vii) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
- (viii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (x) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: biswajid@adyanta.co.in with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- (xi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and E-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or Contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).
- (xii) In case of shareholders voting through physical mode: follow step i to iX above.

The Scrutinizer's decision on the validity of the vote shall be final. Once the vote on a resolution stated in this notice is cast by shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the Meeting, however such member shall not be allowed to vote again.

The Scrutinizer after scrutinising the votes cast at the Meeting by Poll and through remote e-voting, will not later than two (2) days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company www.karuturi.com and on the website of Karvy (<https://evoting.karvy.com>). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Place: Bangalore

Date: 12th August 2016.

Registered office: # 204, Embassy Centre 11
Crescent road, Bangalore-560001

By Order of the Board

For Karuturi Global Limited

Director

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Annexure to Notice

Additional Information on Directors recommended for appointment /reappointment as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.

Ms. Anitha Karuturi

Ms. Anitha Karuturi is the Co-promoter and Executive Director of Karuturi Global Limited. She has directed the company's Global strategy for more than a decade and led corporate restructuring of Karuturi Global Limited. She is responsible for finance and compliance functions of Karuturi Global Limited and its group companies.

Ms. Anitha Karuturi has been involved in managing the company since its inception. She aids the company in realizing overseas expansion plans. She is also a driving force to the company in realizing its mission and vision of the company.

Ms. Karuturi holds a Bachelor's degree in Computer Engineering.

Disclosure of Directors relationship between inters-se- Ms. Anitha Karuturi is a wife of Mr. Sai Rama Krishna Karuturi.

Listed Companies (other than Karuturi Global Limited) in which Ms. Anitha Karuturi holds directorship and Committee membership - Nil

Shareholding in the company- 54105

Place: Bangalore

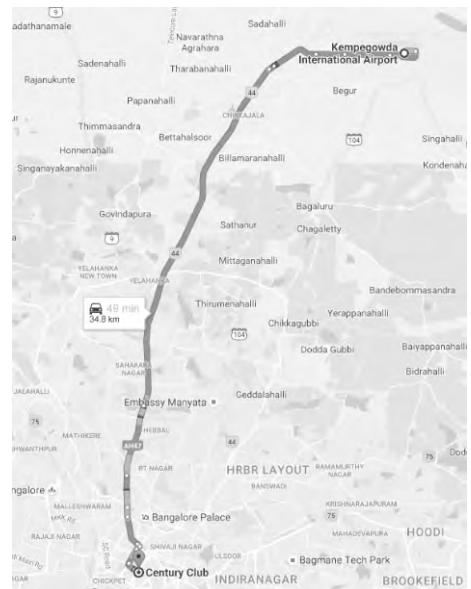
Date: 12th August 2016.

Registered office: # 204, Embassy Centre 11
Crescent road, Bangalore-560001

By Order of the Board

For Karuturi Global Limited

Director



BOARDS' REPORT

To the Members,

The Directors are pleased to present Twenty First Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

BUSINESS:

Karuturi Global Limited is the world's largest producer of cut roses and having a global presence in Asia, America and Europe. The company has its operations in India, Ethiopia, Dubai & Kenya, diversified into agriculture, floriculture and food processing producing Pulses, Oil seeds, Maize, Rice, Sugar, Cut roses, Plants production and distribution, Gherkins, Baby corn, Jalapenos, and Bottled pickles.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Amount in Rs. Lakhs)

Particulars	For the Year ended 31st March, 2016	For the Year ended 31st March, 2015
Net Sales /Income from Business Operations	33,149.77	26,622.73
Other Income	1,491.60	3,938.59
Total Income	34,641.37	30,561.32
Less: Depreciation	4,316.32	2,709.09
Profit after depreciation and other expenses	2158.01	1,700.87
Less: Current Income Tax	24.38	0.40
Less: Deferred Tax	87.56	(109.82)
Net Profit after Tax	14,904.83	3,246.88
Earnings per share (Basic)	1.46	0.40
Earnings per Share (Diluted)	1.46	0.40

RESULTS OF OPERATIONS

During the financial year ended March 31,2016 total revenue of the Company was Rs. 34,641.37 lakhs as against the revenue for the previous year which was Rs. 30,561.32 lakhs. The Company has during the year under review has posted a net profit of Rs. 14, 904.83 lakhs against net profit of Rs. 3,246.88 lakhs in the previous year.

SHARE CAPITAL

During the year, the company has issued 21 crores Equity Shares to Rhea Holdings Private Limited. On March 31, 2016, the company's share capital stood at Rs. 101,97,26,648/-, divided into equity share of Rs. 1/- each.

RESERVES

Changes in reserves is been disclosed in Notes to Accounts refer 2.2 table.

DIVIDEND

Your Directors do not recommend any dividend on the shares of the Company for the year under review.

TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

The company will transfer the amount to Investor Education and protection Fund on due date as mentioned in the notice of the AGM, no unclaimed dividend is due for transfer to Investor Education and protection Fund.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

The Board is duly constituted with Six present Directors of the Company are as below:

- a. Sai Rama Krishna Karuturi
- b. Anitha Karuturi
- c. Man Mohan Agrawal
- d. Mahendra Kumar Sunkara
- e. Sunil Gupta
- f. Ananth Chandrakanth Darshan

Ms. Anitha Karuturi Director retiring by rotation at this Annual General Meeting and being eligible offer herself for re-appointment.

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Declaration by Independent Directors

The Company has received declarations from all Independent Directors of the Company confirming that they meet with the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013 and Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

Key Managerial Personnel

No directors were appointed or resigned during the year under review. Mr. Shireesh Jain CFO of the Company resigned during the year under review.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 4 Board meetings during the financial year under review.

Sl. No.	Date of Board Meeting
1.	30th May 2015
2.	14th August 2015
3.	13th November 2015
4.	13th February 2016

SUBSIDIARY COMPANIES:

1. Karuturi Floritech Pvt Ltd. India
2. Karuturi Foods Pvt Ltd., India
3. Karuturi Flower Express Pvt Ltd., India
4. Karuturi Overseas Ltd , Dubai
5. Flower Xpress FZE, Dubai
6. Yeshoda Investments Ltd, Kenya
7. Rhea Holdings Ltd, Kenya
8. Surya Holdings Ltd, Kenya
9. Karuturi Sports Ltd, Kenya.
10. Karuturi Hospital Ltd, Kenya
11. Gambella Green Valley Plc , Ethiopia
12. Ethiopian Meadows Plc, Ethiopia
13. Karuturi Agro Products Plc., Ethiopia
14. Surya Blossoms Plc. Ethiopia
15. Karuturi Greens and Marketing Private Limited., India
16. Karuturi Vegproducts Private Limited., India
17. Karuturi Farm Fresh Products Private Limited., India
18. Shiv Pack PLC, Ethiopia
19. Karuturi Holdings Ltd, Dubai

MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

SIGNIFICANT AND MATERIAL ORDERS

Karuturi Limited is Kenya is wound up pursuant to court order. Apart from it there is no other order passed by any regulators which has impacted the going concern status and operations of the company.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION DETAILS

The Board Nomination and Remuneration committee oversees the Company's Nomination process for Independent Directors and in that connection, to identify screen and review individuals qualified to serve as an independent Director on the Board.

STATUTORY AUDITORS

M/s. S Bhat & Associates., Chartered Accountants (Registration Number 014925S), were appointed as the Statutory Auditors of the Company, holds office till the conclusion of this Annual General Meeting. The Board recommends the

appointment of M/s G.G. Patil and Co., as a statutory auditor of the Company from the conclusion of the Annual General Meeting up to the conclusion of 26th Annual General Meeting in terms of the section 139(1) of the Companies Act, 2013. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The brief outline of the Corporate Social Responsibility (“CSR”) initiatives undertaken by the Company on CSR activities during the year are set out in Annexure –B required under the provisions of Section 135 and schedule VII of the Companies Act, 2013. The CSR policy is available on the website of the Company.

The Company was in the process of evaluating the focus areas / locations of intervention for CSR activities to cater to the pressing needs of society and deliver optimal impact. As a socially responsible company, your Company is committed to increase its CSR impact and spend over the coming years, with its aim of playing a larger role in India’s sustainable development by embedding wider economic, social and environmental objectives.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

Point no 1: The Company’s Sales and Purchase transactions are normally supported by valid documents such as P.O’s., D.C., G.R.N. etc. However, in view of some unique and unconventional trade practices including barter systems and not having/not using bank accounts which are peculiar to agricultural business, all the transactions are not as per the procedures suggested by the Auditors. The Company has substantially improved upon the documentation and continues to do so. It is also submitted that apart from certain intricacies related to the sectoral business there is no material misstatement.

Point no 2: The Company had initially transferred an amount of 98,12,261.90 US\$ (INR 4,555,088,130.75) as Share Application Money/loan to Karuturi Overseas Ltd, Dubai. This amount has been outstanding and shown in books as “Share Application Money pending allotment” under “Other Non Current Assets” / as ‘Loans’ under ‘Loans and Advances’. Out of this, 7,500,000 US\$ has been utilised to allot shares of Karuturi Overseas Limited and the corresponding exchange gain of INR 14,88,84,929 has been transferred from FCMTR account to Profit & Loss account as per AS-11 “The Effects of Changes in Foreign Exchange Rates”.

Point no 3: The decrease is as per the calculations provided to the auditors and it is mainly due to fluctuation in the USD.INR parity.

Point no 4: The access to the books of accounts of Rhea Holdings Limited, Surya Holdings Limited & Yeshoda Investments Limited received to us late Mid May, due to which we could not had sufficient time to conduct audit before board meeting.

Point no 5: Company has received the forensic audit report of Karuturi Overseas Limited for the period from February 2014 to August 2015. With the intention of fair disclosure to share holders we have included the said report in the consolidated financial statement.

SECRETARIAL AUDITOR

The Company had appointed Mr. Vijayakrishna KT Company Secretary, Bangalore, to conduct its Secretarial Audit for the financial year ended March 31, 2016. The Secretarial Auditors have submitted their report, confirming compliance by the Company of all the provisions of applicable corporate laws. The Report does contain certain qualification, reservation or adverse remark. The Secretarial Audit Report is annexed to this report.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE SECRETARIAL AUDITORS IN THEIR REPORTS

- a. The company will file all the returns with Registrar of Companies
- b. The company had sent returns to Authorised dealer bank but due to want of information there was delay in filing returns with RBI.
- c. The company has appointed Company Secretary on August 12th 2016.
- d. Company will take necessary steps to publish notice in newspaper.
- e. The company will file all the returns with Registrar of Companies

EMPLOYEE STOCK OPTION PLAN (ESOP):

The Company has commissioned its maiden Employees Stock Option Plan during the year 2006. Through this, the Company allotted 7,47,416 Equity Shares of Re. 1 each were allotted on exercise of options granted to the eligible employees of the Company into Equity Shares during the year 2012-13, for 2014-15 – Nil & for 2015-16 – Nil.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the element of risk threatening the Company’s existence is very minimal.

INTERNAL FINANCIAL CONTROLS OVER FINANCIAL STATEMENTS AND COMPLIANCE OF LAWS

The Company during the year has reviewed its internal financial control systems and has contributed to establishment of

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more robust and effective IFC framework, prescribed under section 134(5) of Companies Act, 2013. The Board of Directors is of the view that the existing financial controls adopted with reference to financial statements within the Company are adequate. The Company has a adequate systems and process to monitor and ensure compliance with applicable laws, rules and guidelines.

AUDIT COMMITTEE

The Audit Committee constituted by the Company meets the requirement of Section 177 of the Companies Act, 2013 as well as that of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements,)Regulations 2015 and the details of its composition are furnished in the Corporate Governance Report attached. There was no instance during the year where the Board had not accepted any recommendation of the Audit Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee constituted by the Company meets the requirement of Section 178 of the Companies Act, 2013 as well as that of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements,)Regulations 2015 and the details of its composition are furnished in the Corporate Governance Report attached.

VIGIL MECHANISM

The Code of Conduct and vigil mechanism applicable to Directors and Senior Management of the Company is available on the Company's website at www.karuturi.com.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

CORPORATE GOVERNANCE

Pursuant to Regulation 34 of the Listing Regulations executed with the stock exchange, a management discussion and analysis, Corporate Governance report and Auditor's Certificate regarding compliance of conditions of corporate Governance forms part of the annual report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans, guarantees and investments form part of Note no 2.13, 2.12, 2.19, and 2.1 respectively to the financial statements provided in the full version of the Annual Report.

RELATED PARTY TRANSACTION

All arrangements / transactions entered by the Company with its related parties during the year were in ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any arrangement / transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions and accordingly, the disclosure of Related Party Transactions in Form AOC 2 is not applicable. However, names of Related Parties and details of transactions with them have been included in Note no. 2.3C, 2.18, and 3.6 to the financial statements provided in the full version of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not actively engaged in the consumption of energy or absorption of technology. The Company is however aware of its responsibilities and has at every available opportunities, used and implemented such measures so as to enable energy conservation. There has been no technology absorption involved.

The total Foreign Exchange Inflow and Outflow during the year under review is as follows:

Total Foreign Exchange Earnings Rs. 31,517.62 lakhs

Total Foreign Exchange Outgo Rs. 26,513.49 lakhs

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors has led down internal financial controls to be followed by the Company and such internal controls are adequate and operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.