

# THE *joy* OF DOING RIGHT!



Bringing happiness  
to the lives of  
thousands of farmers...

#### Board of Directors

Shri Shiv Singh Mehta, Managing Director

Smt. Purnima Mehta, Executive Director

Late Dr. S.S. Kothari (ceased w.e.f. 12.09.2017)

Shri Saurabh Singh Mehta, Additional Director (w.e.f. 07.02.2018)

Shri Rakesh Kalra, Independent Director

CA Manoj Fadnis, Independent Director

Shri Chandrasekharan Bhaskar, Independent Director

#### Auditors

Rakesh Kumar & Associates

Chartered Accountants

"Navaratan", 128-R, Khatiwala Tank,

Indore – 452 004 (M.P.)

#### Bankers

State Bank of India

IDBI Bank Ltd.

HDFC Bank Ltd.

Yes Bank Ltd.

#### Company Secretary

Smt. Priyanka Gupta

#### Registered Office

Mehta Chambers, 34, Siyaganj, Indore – 452 007 (M.P.)

#### Corporate Support Center

Chetak Chambers, 4th Floor, 14 RNT Marg,

Indore – 452 001 (M.P.)

#### Share Transfer Agent

M/s Ankit Consultancy Pvt. Ltd.

60, Electronic Complex, Pardeshipura,

Indore – 452 010 (M.P.)



## NOTICE

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the Members of KRITI INDUSTRIES (INDIA) LIMITED will be held on Tuesday, 31st July, 2018 at 3.00 P.M. at Corporate Support Center of the Company situated at 4th Floor Chetak Chambers, 14, R. N. T. Marg, Indore (M.P.) - 452001 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements together with Directors Report and Auditors Report thereon for the year ended 31st March, 2018.
2. To declare dividend on the equity shares for the Financial Year ended on 31st March, 2018.
3. Mrs. Purnima Mehta, Director (DIN: 00023632) of the Company, who is liable to retire by rotation and being eligible offer herself for re-appointment.

### SPECIAL BUSINESS

4. Ordinary Resolution for appointment of Mr. Saurabh Singh Mehta (DIN: 00023591) as a Non-Executive Director

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Saurabh Singh Mehta (DIN: 00023591), who was appointed as an Additional Director of the Company with effect from 7th February, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation.

5. Ratification of Remuneration to Cost Auditor

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to sections 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) Shri S.P.S Dangi, Cost Accountant (FRN 100004), appointed as Cost Auditor by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ending 31st March, 2019 be paid the remuneration as set out in the statement annexed to the notice."

Place: Indore  
Date: 16th May, 2018  
Kriti Industries (India) Ltd  
CIN L25206MP1990PLC005732  
Regd. Office: Mehta Chamber, 34 Siyaganj,  
Indore-452007

By order of the Board,

Priyanka Gupta  
Company Secretary



## Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not 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 a proxy for any other person or shareholder.
2. The business set out in the Notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 10.
3. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.  
The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 25th July, 2018 to Tuesday, 31st July, 2018 (both days inclusive) for the Annual General Meeting.
4. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered office or Corporate Support Center of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of meeting.
5. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
6. Electronic copy of the Annual Report 2018 is being sent to the members whose email ids are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same.
7. Pursuant to Section 205A(5) and 205C of the Companies Act, 1956 the amount of dividend remaining unpaid and unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly transferred Rs. 3,36,850.00 being the unpaid and unclaimed dividend amount pertaining to dividend for the year 2009-10 was transferred to Investor Education and Protection Fund of the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amount laying with the Company on 12th September, 2017 (date of last AGM) and also on the website of Ministry of Corporate Affairs.
8. Pursuant to the Provision of IEPF rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the EEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company will transfer equity shares to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 30th November, 2018 after following the prescribed procedure.
9. In compliance with the provisions of section 108 of the Act and Rules framed there under and in compliance with Regulation 44 of SEBI (LODR), Regulation, 2015, the Members are provided with the facility to casts their vote electronically, through the e – voting services provided by NSDL, on all resolutions set forth in this Notice.
10. The remote e-voting period commences on Saturday, 28th July, 2018 (9:00 A.M. IST) and ends on Monday, 30th July, 2018 (5:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, 24th July 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently  
The instructions for e-voting are as under:
  - A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company/Depositories):
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial Password
    - (ii) Launch internet browser and type the following URL: <https://www.evoting.nsdl.com/> in the address bar
    - (iii) Click on Shareholder –Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "REVEN" of "Kriti Industries (India) Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kriti.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]

(I) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

(II) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.

11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. However, If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No + Folio No)
12. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
13. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Tuesday, 24th July, 2018.
14. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Tuesday, 24th July, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
15. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
17. CS Ishan Jain, Practicing Company Secretary (M. No. ACS 29444 & C.P. No. 13032) and Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
18. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [kiil.kritiindia.com](http://kiil.kritiindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
21. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent at the following address:  
M/s. Ankit Consultancy Pvt. Ltd.  
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010  
Tel: 0731-4281333, 4065797/99, E-mail: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com), [info@ankitonline.com](mailto:info@ankitonline.com)
22. Members may also note that the Notice of the 28th AGM and the Kriti Industries (India) Ltd. Annual Report 2017-18 will be available on the Company's website [kiil.kritiindia.com](http://kiil.kritiindia.com). Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [info@kritiindia.com](mailto:info@kritiindia.com).



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Business mentioned at Item No. 4 and 5 of the accompanying Notice:

### Item No. 4

The Board of Directors, at its meeting held on 7th February, 2018, approved the appointment of Mr. Saurabh Singh Mehta as an Additional Director, on the Board of the Company with effect from 7th February, 2018, subject to the shareholders' approval.

The details of Mr. Saurabh Singh Mehta, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

The Board of Directors recommends the Ordinary Resolution as detailed in Item No. 4 of the Notice for the approval of the shareholders.

Mr. Shiv Singh Mehta, Managing Director; Mrs. Purnima Mehta, Whole-time Director; and Mr. Saurabh Singh Mehta himself, are interested in the resolution under Item No. 4.

### Item No. 5

On the recommendations of the Audit Committee, the Board has appointed Shri S.P.S. Dangi, Cost Accountant as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2019 on a remuneration of Rs. 25000/- (Rupees Twenty Five Thousand only).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the cost auditor is required to be ratified by the shareholders of the Company.

The Board recommends the aforesaid resolution for approval of the members.

None of the Directors of the Company, the key managerial personnel of the Company or their relatives are concerned or interested in the aforesaid ordinary resolution.

The Board recommends the ordinary resolution as set out in Item No. 5 of the notice for approval.

Details of the directors seeking reappointment at the Annual General Meeting

Name of the Director	Mrs. Purnima Mehta	Mr. Saurabh Singh Mehta
Date of Birth	25.05.1960	29.07.1981
Date of Appointment	01.10.1999	07.02.2018
Expertise in specific area	Accounts, Purchase, HR and Administration	Administration, Marketing and IT
Qualification	B.A. (Hons), PGDBM	B.E., M.B.A.
List of Outside Directorship held	Kriti Nutrients Ltd. Sakam Trading Private Limited Kriti Specialities Private Limited	Kriti Nutrients Ltd. Kriti Auto and Engineering Plastics Private Limited Sakam Trading Private Limited Chetak Builders Private Limited
Chairman/ Member of the committees of the Board of Directors of the Company	Member: Stakeholder's relationship Committee, CSR Committee, Audit Committee, Financial Committee	None
Chairman / member of the Committees of Director of other companies in which he/she is a Director		
(a) Audit Committee	Member: Kriti Nutrients Ltd.	None
(b) Stakeholders' Relationship Committee	Chairman: Kriti Nutrients Ltd.	None
(c) Remuneration Committee	None	None
(d) CSR Committee	Chairman: Kriti Nutrients Ltd.	Member: Kriti Nutrients Ltd.
No. & Percentage of Shares held	No. of Shares: 125592 Percentage of Shares held: 0.25%	No. of Shares: 30423 Percentage of Shares held: 0.06%

Place: Indore

Date: 16<sup>th</sup> May, 2018

Kriti Industries (India) Ltd

CIN L25206MP1990PLC005732

Regd. Office: Mehta Chamber, 34 Siyaganj,

Indore - 452007(M.P)

By order of the Board,

Priyanka Gupta

Company Secretary



## DIRECTORS' REPORT

Your Directors have the pleasure in presenting the 28th Annual Report together with Audited Financial Statements of the Company for the year ended on 31st March, 2018.

### FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2018 is summarized below:

(Rs. in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2017-18	2016-17	2017-18	2016-17
Total Turnover	44424.55	40648.29	46354.96	43224.17
Profit before Interest, Depreciation & Taxes	3224.51	3001.46	3281.91	3036.43
Less: Interest	1252.94	1212.35	1301.85	1274.84
Profit before depreciation	1971.57	1789.11	1980.06	1761.59
Less: Depreciation	561.83	480.73	590.90	514.02
Profit/ (Loss) Before Tax	1409.74	1308.38	1389.16	1247.57
Provision for Taxation	487.28	436.93	469.75	432.61
Net Profit/(Loss)	922.46	871.45	919.41	814.96

### STATE OF COMPANY'S AFFAIRS

The Company has achieved a total turnover of Rs. 44424.55 Lakhs (Rs. 40648.29 Lakhs) and Profit before Tax Rs. 1409.74 Lakhs (Rs. 1308.38 Lakhs) and Profit after Tax of Rs. 922.46 Lakhs (Rs. 871.45 Lakhs).

On consolidate basis total turnover achieved Rs. 46354.96 Lakhs (Rs. 43224.17 Lakhs) and Profit before Tax Rs. 1389.16 Lakhs (Rs. 1247.57 Lakhs) and Profit after Tax of Rs. 919.41 Lakhs (Rs. 814.96 Lakhs).

The Company has adopted Ind AS w.e.f. 1st April, 2017 with a transition date of 1st April, 2016. Accordingly, results for the year ended 31st March, 2018 have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Previous Periods figures have been restated as per Ind AS to make them comparable.

### DIVIDEND

Your directors are pleased to recommend a dividend of @ 15% (Rs. 0.15/- per equity shares of Rs. 1/- each on 49603520 Equity Shares) for the Financial Year 2017-18 aggregating to Rs. 74.40 Lakhs.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:-

- that in the preparation of the annual financial statements for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that the Directors have selected such accounting policies and applied them consistently and have made judgment 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 ended 31 March, 2018 and of the statement of profit and loss of the Company for that period;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions on Corporate Governance as prescribed in the Regulation 27 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. A separate report on Corporate Governance as per schedule V {C} of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 is included as a part of the Annual Report along with the Auditors' Certificate on its compliance.



## RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were at an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee thereafter before the Board for approval.

Separate disclosure as per regulation 34 (3) and 53 (f) of SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 is made in the report. AOC-2 is annexed hereto as Annexure A and forms a part of this Report.

## CORPORATE SOCIAL RESPONSIBILITY

The Annual Report on CSR activities is annexed hereto as Annexure B and forms a part of this Report.

## RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Directors have laid down internal financial controls to be followed by your Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

## DIRECTORS

In terms of Section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013, for the purpose of determining the directors liable to retire by rotation, the Independent Directors are not included in the total number of directors of the Company. Accordingly, Mrs. Purnima Mehta, Director (DIN: 00023632) of the Company, shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment as a Director of the Company. The Board recommended her re-appointment.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Saurabh Singh Mehta (DIN: 00023591) was appointed as an Additional Director in the category of Non-executive Director w.e.f. 7th February, 2018 and he holds office as such up to the date of ensuing Annual General Meeting. Mr. Saurabh Singh Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received requisite notice in writing from a member proposing his candidature as a Director at the ensuing Annual General Meeting. Your Board based on the recommendation of the Nomination and Remuneration Committee recommends appointment of Mr. Saurabh Singh Mehta as Director who is liable to retire by rotation.

The Board of Director of the Company expresses its deep condolences on the sad demise of Dr. Swatantra Singh Kothari on 7th November, 2017. The Board express wishes to put on record its sincere and deep appreciation for his invaluable guidance and contribution from time to time in building up the Company's growth.

## DECLARATION BY INDEPENDENT DIRECTORS

Necessary declarations have been obtained from all the Independent Directors under sub-section (7) of Section 149 of the Companies Act, 2013.

## KEY MANAGERIAL PERSONNEL

During the year under review there was no change.

## MEETINGS

During the Financial year Four Board Meetings and Five Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015.

## PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the Provisions of the Companies Act, 2013 and as stipulated under Chapter IV (17) (10) SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

The Directors were satisfied with the evaluation results, which reflected overall engagement of the Board and its Committees with the company.

## AUDITORS AND AUDITOR'S REPORT

Pursuant to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014, Rakesh Kumar & Associates, Chartered Accountants (FRN 002150C) appointed as





auditors of the company up to Annual General Meeting of the Company to be held in the year 2020 on such remuneration as may be fixed by the Board from time to time. As per amended Companies Act, 2013 notified w.e.f. 7th May, 2018 no ratification of appointment of Auditors is required in every Annual General Meeting.

The notes on Financial Statements referred to in the Auditors Report are self explanatory and do not call for any further comments.

#### **COST AUDITOR**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 your Directors had, on the recommendation of the Audit Committee, appointed Mr. S.P.S. Dangi, proprietor of M/s S.P.S Dangi, Cost Auditor (F.R.No 100004) to audit the cost accounts of the Company for the financial year ending 31st March, 2019. Resolution seeking Member's ratification for the remuneration payable to Mr. S.P.S. Dangi, proprietor of M/s S.P.S Dangi, Cost Auditor (F.R.No 100004) is included at Item No.5 of the Notice convening the Annual General Meeting.

#### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Kaushal Agrawal & Co., Practising Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

#### **SUBSIDIARY COMPANY**

Kriti Auto & Engineering Plastics Private Limited, wholly owned subsidiary of the company, achieved gross turnover of Rs. 1,930.41 Lakhs (Previous Year Rs. 2,575.87 Lakhs) incurred a net loss after tax of Rs 3.07 Lakhs (Previous Year Rs. 56.44 Lakhs) during the year.

A Statement containing the salient features of the financial statement of subsidiary as prescribed under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of The Companies (Accounts) Rules, 2014 is attached and forms part of the Annual Report.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Companies Act, 2013, Accounting Standard (AS)-21 and Ind AS-27 "Consolidated Financial Statements" the audited Consolidated Financial Statements form part of the Annual Report. The Financial Statements of subsidiary Company has been prepared in the same form and manner as that of the Company.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of Loans, Guarantees and Investment in pursuance to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

#### **STATUTORY INFORMATION**

##### **LOANS AND ADVANCES FROM DIRECTORS**

The Loans and Advances as on 31 March 2018, taken from Directors is Rs. 210 Lakhs.

##### **PUBLIC DEPOSIT**

The company has not received/accepted any deposits from public during the year under review within the meaning of section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014 and there is no overdue unpaid/unclaimed deposit as at 31st March, 2018.

##### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure C and forms a part of this report.

##### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

Information as per section 134(3)(m) read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed hereto as Annexure D and forms a part of this report.

##### **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form No. MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending 31st March, 2018 is annexed hereto as Annexure E and forms a part of this Report.

##### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

##### **SECRETARIAL STANDARD COMPLIANCE**

Company is in compliances with applicable Secretarial Standards



## GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- c) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from its subsidiary.
- d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- e) During the year under review, there were no cases filed or reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- f) Amount of Rs. 3,36,850.00 was transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2018.

## ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Place: Indore  
Date: 16th May, 2018  
Kriti Industries (India) Ltd  
CIN L25206MP1990PLC005732  
Regd. Office: Mehta Chamber, 34 Siyaganj,  
Indore

By order of the Board,

Shiv Singh Mehta  
Managing Director  
DIN 00023523