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**KRITI NUTRIENTS LIMITED**  
21ST ANNUAL REPORT 2016-2017

### **Board of Directors**

Shri Shiv Singh Mehta, *Managing Director*

Shri Saurabh Singh Mehta, *Executive Director*

Smt. Purnima Mehta

CA Manoj Fadnis

Shri Rakesh Kalra

Shri Bhuwadesh Shastri

### **Auditors**

R. S. Bansal & Co.

Chartered Accountants

Urvashi, 1st Floor, 3 Jaora Compound,

Indore - 452 001 (M.P.)

### **Bankers**

State Bank of India

IDBI Bank Ltd.

The Cosmos Co-Operative Bank Limited

### **Company Secretary**

Shri Vijay Khandelwal

### **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 **21<sup>st</sup> Annual General Meeting** of the Members of **KRITI NUTRIENTS LIMITED** will be held on **Tuesday, 12<sup>th</sup> September, 2017 at 4.00 P.M.** at Corporate Support Center of the company situated at 4<sup>th</sup> 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 Statement of Accounts together with Directors Report as also the Auditors Report thereon for the year ended 31<sup>st</sup> March 2017.
2. To declare dividend on the equity shares for the Financial Year ended on 31<sup>st</sup> March, 2017.
3. To appoint a Director in place of Mrs. Purnima Mehta (DIN 00023632), who is liable to retire by rotation, and being eligible offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 M/s R. S. Bansal and Company, Chartered Accountants (FRN 000939C), appointed as auditors of the company which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting of the company to be held in the year 2021 on such remuneration as may be fixed by the Board."

### SPECIAL BUSINESS

#### 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 31<sup>st</sup> March, 2018 be paid the remuneration as set out in the statement annexed to the notice."

Place: Indore

Date: 11<sup>th</sup> May, 2017

Kriti Nutrients Ltd

CIN L24132MP1996PLC011245

Regd. Office: Mehta Chamber, 34 Siyaganj,

Indore-452007 (M.P.)

By order of the Board,

Vijay Khandelwal

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. 08
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, 6<sup>th</sup> September, 2017 to Tuesday, 12<sup>th</sup> September, 2017 (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 2017 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. 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) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e – voting services provided by NSDL, on all resolutions set forth in this Notice.
8. The remote e-voting period commences on Saturday, 9<sup>th</sup> September, 2017 (9:00 A.M. IST) and ends on Monday, 11<sup>th</sup> September, 2017 (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, 5<sup>th</sup> September 2017, 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 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 by typing the following URL: <https://www.evoting.nsdl.com/>
    - (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 Nutrients 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](mailto:kriti.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.

9. 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 for casting your vote. *If you forgot your password, you can reset your password by using "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)

10. 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).
11. 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 of Tuesday, 5<sup>th</sup> September 2017.
12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on cut-off date i.e. Tuesday, 5<sup>th</sup> September 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
13. 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.
14. 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.
15. 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 for 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.
16. 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.
17. The Scrutinizer shall after the conclusion of voting at the general meeting, 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.
18. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [knl.kritiindia.com](http://knl.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.
19. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents 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)
20. Members may also note that the Notice of the 21<sup>st</sup> AGM and the Kriti Nutrients Ltd. Annual Report 2016-17 will be available on the Company's website [knl.kritiindia.com](http://knl.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).



21. Additional information, pursuant to Regulation 36 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 required under the Companies Act, 2013 and the Rules thereunder.

**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. 5 of the accompanying Notice:

**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 31<sup>st</sup> March, 2018 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 appointment /reappointment at the Annual General Meeting**

Particulars	Smt. Purnima Mehta (DIN : 00023632)
Date of Birth	25.05.1960
Date of Appointment	26.12.2009
Expertise in specific area	Account & Finance, Purchase, IT, HR and Administration
Qualification	B.A. (Hons), PGDBM
List of Outside Directorship held	Kriti Industries Limited Sakam Trading Private Limited Kriti Specialities Private Limited
Chairman/ Member of the committees of the Board of Directors of the Company	Member: Audit Committee Member: Stakeholders' Relationship Committee Chairman: CSR Committee
Chairman / member of the Committees of Director of other companies in which he/she is a Director	
(a) Audit Committee	Kriti Industries (India)Limited
(b)Stakeholders' Relationship Committee	Kriti Industries (India)Limited
(c) CSR Committee	Kriti Industries (India)Limited
No. & Percentage of Shares held	No. of Shares: 120692, Percentage of Eq. Shares held: 0.24%

Place: Indore

Date: 11<sup>th</sup> May, 2017

Kriti Nutrients Ltd

CIN L24132MP1996PLC011245

Regd. Office: Mehta Chamber, 34 Siyaganj,

Indore-452007 (M.P.)

By order of the Board,

Vijay Khandelwal

Company Secretary



## DIRECTORS' REPORT

Your Directors have pleasure in presenting the **21<sup>st</sup> Annual Report** together with Audited Financial Statements of the Company for the period ended on **31<sup>st</sup> March, 2017**.

### FINANCIAL RESULTS

The performance of the Company for the Year 2016-17 is summarized below:

(Rs. In lacs.)

Particulars	2016-17	2015-16
Total Income	45653.61	35792.31
Profit before Interest, Depreciation & Taxes	1679.93	1605.28
Less: Interest	472.84	455.99
Profit before depreciation	1207.09	1149.28
Less: Depreciation	243.63	229.02
<b>Profit/ (Loss) Before Tax</b>	<b>960.96</b>	<b>917.83</b>
Provision for Taxation	330.42	288.45
<b>Net Profit/(loss)</b>	<b>630.54</b>	<b>629.38</b>

### YEAR IN RETROSPECT

The Company has achieved a total turnover of Rs. 45653.61 lacs (Previous year Rs. 35792.31 Lacs) including exports of Rs. 15011.92 lacs (Previous year Rs. 6783.40 Lacs) and Profit before Tax of Rs. **960.96** lacs (Previous year Rs. **917.83** Lacs) and Profit after Tax of Rs. 630.54 lacs (Previous year Rs. 629.38 Lacs)

Company continues to focus on value added products and its penetration in export market. The company is also expanding sales network for "Kriti" soya refined oil.

### DIVIDEND

Your directors are pleased to recommend a dividend @ 12% (Rs. 0.12/- per equity shares of Rs. 1/- each on 50103520 Equity Shares) for the Financial Year 2016-17 aggregating to Rs. 60.12.

Previous Year the Board of Directors of the company declared and paid interim dividend @12% (Rs. 0.12/-per equity shares of Rs. 1/- each on 50103520 Equity Shares) absorbing a sum of Rs. 60.12 Lacs and the same was considered as final dividend.

### DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:-

- that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2017, 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<sup>st</sup> March, 2017 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.



- f) 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 Requirement) Regulations, 2015 with the Stock Exchanges. A separate report on Corporate Governance as per schedule V {C} of SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 is included as a part of the Annual Report along with the Practicing Company Secretary 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 and there after 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.

**CORPORATE SOCIAL RESPONSIBILITY**

In CSR account company was to incur Rs. 35.52 Lacs of the Financial Year 2014-15, 2015-16 & 2016-17 and the outstanding amount for the financial year ended 31<sup>st</sup> March, 2017 is Rs. 15.63 Lacs.

During the year the Company made Rs. 25.00 lacs to Sakam Charitable Trust to its corpus for implementation of eligible CSR projects & activities on behalf of the company as covered in Schedule VII of the Companies Act, 2013.

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

**RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company's system of financial and compliance controls with reference to the financial statements and risk management is embedded in the business process by which the Company pursues its objectives.

Management is responsible for establishing and maintaining adequate disclosure controls and procedures and adequate internal controls over financial reporting with respect to financial statements besides its effectiveness in the context of applicable regulations.

The Internal Auditor, the Audit Committee as well as the Board of Directors conduct from time to time an evaluation of the adequacy and effectiveness of the system of internal controls for financial reporting with respect to financial statements.

**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, Smt. Purnima Mehta (DIN 00023632) 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.

**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**

Smt. Alheena Khan, Company Secretary of the Company resigned w.e.f 31.05.2016 and in place of her Shri Vijay Khandelwal was appointed as Company Secretary w.e.f 27.06.2016

**MEETINGS**

During the Financial year Four Board Meetings and four 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 evaluation of the Independent Directors was carried out by the entire Board and that of the Managing Director, Whole Time Director and the Non Independent Directors.

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

### **RECONSTITUTION OF COMMITTEES**

Pursuant to section 178 of the Companies Act, 2013 the rules made there under regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Board has re-constituted the Nomination & remuneration Committee, Stakeholders' Relationship Committee & CSR committee during the financial year 2016-17.

### **AUDITORS AND AUDITOR 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, M/s R. S. Bansal and Company, Chartered Accountants (FRN: 000939C) appointed as auditors of the company which was subject to ratification at every Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting of the company to be held in the year 2021 on such remuneration as may be fixed by the Board.

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 Shri 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 31.03.2018. Resolution seeking Member's ratification for the remuneration payable to Shri 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.

The company is in process to file the Cost Audit Report to the Central Government within the stipulated time.

### **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 for the Financial Year 2017-18. The Report of the Secretarial Audit Report is annexed herewith.

### **STATUTORY INFORMATION**

#### **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 31<sup>st</sup> March, 2017.

#### **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 and forms 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 and forms 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 31<sup>st</sup> March , 2017 is annexed hereto as Annexure D and forms 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.

**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) There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2017.

**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: 11<sup>th</sup> May, 2017

Kriti Nutrients Limited

CIN L24132MP1996PLC011245

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

By order of the Board

Shiv Singh Mehta  
Managing Director  
DIN 00023523