



NOTICE

NOTICE IS HEREBY GIVEN that the **20th Annual General Meeting** of the Members of **KRITI NUTRIENTS LIMITED** will be held on **Thursday the 11th Day of August, 2016 at 05:00 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 Statement of Accounts together with Directors Report as also the Auditors Report thereon for the year ended **March 31, 2016**.
2. To confirm the payment of Interim Dividend of Rs. 0.12 per Equity Share.
3. To appoint a Director in place of Shri Saurabh Singh Mehta (DIN 00023591), who is liable to retire by rotation, and being eligible offers himself 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(2) and other applicable provisions of the Companies Act, 2013 and the Rules made there under, M/s R. S. Bansal and Company, Chartered Accountants (FRN 000939C) the retiring auditor be and are hereby appointed as Auditors of the Company for the further term of five years from 1st April, 2016 to 31st March, 2021 and to hold the office until the conclusion of 25th Annual General Meeting of the company to be held in year 2021 subject to ratification of the re-appointment by members in each Annual general Meeting 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 31st March, 2017 be paid the remuneration as set out in the statement annexed to the notice.”

6. **Re-appointment of Shri Shiv Singh Mehta (DIN : 00023523) as Managing Director for further period of 3 years.**

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 provision of section 197,198 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification or enactment thereof, or any other laws, for time being in force the consent of the member be and is hereby accorded to reappointment of Shri Shiv Singh Mehta as an Managing Director of the Company who is already Managing Director of another company, namely Kriti Industries (India) Ltd for the further period of 3 years commencing from 12th January, 2016 to 11th January,2019 without any remuneration.

FURTHER RESOLVED THAT the Managing Director shall be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the company ‘s business from time to time.”

7. **Re-appointment of Shri Saurabh Singh Mehta (DIN 00023591) as a Whole Time Director for the further period of 3 years.**

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 provision of section 197,198 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification or enactment thereof, or any other laws, for time being in force the consent of the member be and is hereby accorded to reappointment of Shri Saurabh Singh Mehta as an Whole time Director designated as Executive Director of the Company for the further period of 3 years commencing from 01st August, 2016 to 31st July, 2019 on remuneration and terms and conditions mentioned in explanatory statement annexed hereto.



FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to increase , reduce , alter or vary the terms of remuneration in such manner from time to time as Board may deems fit within the limits specified in schedule V of the Companies Act,2013 as existing or amended, modified or re enacted from time to time. “

8. Adoption of new set of Article of Associations of the Company

To consider and if thought fit to pass with or without modification, the following resolution as special resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing articles with the new set of articles as per Table F Schedule I draft hereby placed and approved.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Shri Shiv Singh Mehta (DIN: 00023523), Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Gwalior, Madhya Pradesh.”

Place: Indore

Date: 12th May, 2016

Kriti Nutrients Ltd

CIN L24132MP1996PLC011245

**Regd. Office: Mehta Chamber, 34 Siyaganj,
Indore**

By order of the Board,

**Alheena Khan
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. 09.
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.
4. The Company has notified closure of Register of Members and Share Transfer Books from Friday, 5th August, 2016 to Thursday, 11th August, 2016 (both days inclusive) for the Annual General Meeting.
5. 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.
6. 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.
7. Electronic copy of the Annual Report 2016 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.
8. 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 casts their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
9. The remote e-voting period commences on Monday, 08th August, 2016 (9:00 A.M. IST) and ends on Wednesday, 10th August, 2016 (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 of Thursday, 4th August 2016, 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 email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (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 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.
10. 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 or call on toll free no.: 1800-222-990.
 11. 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.
 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 of Thursday, 04th August, 2016.
 14. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 04th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
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” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 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 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.
 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 “Poling 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 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 three 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 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.
 21. For any further queries relating to the shares of the Company, you may contact the Share Transfer agent (RTA) at the following address:

M/s. Ankit Consultancy Pvt. Ltd.
 60, Electronic Complex, Pardeshipura
 Indore (M.P.) 452010
 Tel: 0731-2551745/46, Fax: 0731-4065798,
 E-mail: ankit_4321@yahoo.com



22. Members may also note that the Notice of the 20th AGM and the Kriti Nutrients Ltd. Annual Report 2015-16 will be available on the Company's website 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
23. 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 as 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. 5,6,7 to 8 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 31st March, 2017 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.

Item No. 6

Shri Shiv Singh Mehta, Managing Director of the company was re-appointed as a Managing Director by the Board of Directors in their meeting held on 04.11.2015. The remuneration committee has considered and recommended his re-appointment in the company as the Managing Director for a further period of three years commencing from 12th January, 2016.

The Remuneration Committee has not recommended any remuneration for the above appointment of Shri Shiv Singh Mehta as he is at present drawing remuneration from Kriti Industries (India) Limited. Board of Directors of the company has been given authority to review the remuneration as and when deemed fit.

Shri Shiv Singh Mehta shall be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the company's business from time to time.

Shri Shiv Singh Mehta is a dynamic leader and under his initiative and directions, the company would benefit in its future endeavors. His devotion, vision and experience are essential for the continuing growth of the company. Hence the Board of Director commends the resolution for re-appointment of Shri Shiv Singh Mehta w.e.f. 12.01.2016 for the approval of members at the ensuing annual general meeting at no remuneration.

None of the directors except Shri Shiv Singh Mehta, Smt. Purnima Mehta and Shri Saurabh Singh Mehta, are concerned or interested in the resolution.

Item No. 7

The Board of Directors at its meeting held on 12th May, 2016 passed the resolution for re-appointment of Shri Saurabh Singh Mehta as Executive Director of the Company w.e.f. 1st August, 2016 for a period of three years on following remuneration and terms & conditions

- a. Salary : Rs. 200000/-per month
- b. Perquisites and allowances: Rs. 50000/-per month
The perquisites and allowances shall include House Rent Allowances, Medical Allowances and Leave travel concession.
- c. Commission: Payable for each financial year @ 3% of the net profit as computed in accordance with the provisions of Section 197 & 198 of the Companies Act, 2013.
- d. Reimbursements and other facilities; not considered as perquisites :
 - i. Reimbursement of expenses incurred for travelling, boarding and lodging during business trips; expenses of telephone at residence and cell phone;
 - ii. Provision of car with driver;
 - iii. Payment of club fees.



- e. Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure, the Company has no profit or its profits are inadequate, the remuneration as set above in (a) & (b) shall be the minimum remuneration payable.
- f. No sitting fees shall be payable for attending the board meeting or committee meeting thereof.

The notice and explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration payable to Shri Saurabh Singh Mehta, as required under Section 197 & 198 of the Companies Act, 2013.

Shri Saurabh Singh Mehta did B.E. in Computer Science and Engineering, from Ohio State University, USA and M.B.A. from S. P. Jain Institute, Mumbai. Shri Saurabh Mehta is keenly involved in the day to day affairs of the Company. The Board of Directors of the Company recommends his appointment.

None of the directors except Shri Shiv Singh Mehta, Smt. Purnima Mehta and Shri Saurabh Singh Mehta, are concerned or interested in the resolution.

Item No 8.

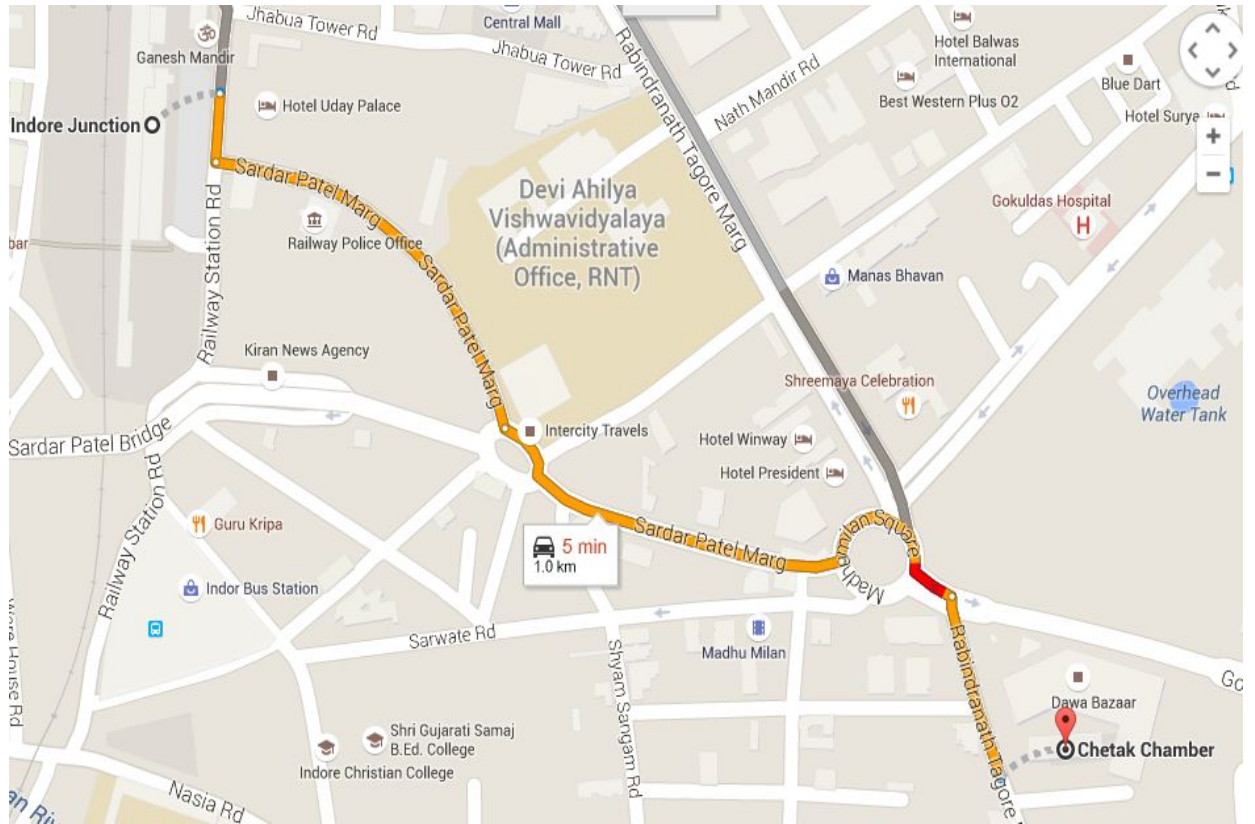
The Existing Articles of Association are replaced by the new set of article as draft hereby placed and approved and adopted as new set of Articles of Association. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. New set of Articles is available on company's website.

Details of the Directors seeking reappointment at the Annual General Meeting

Particulars	Shiv Singh Mehta (DIN 00023523)	Saurabh Singh Mehta (DIN 00023591)
Date of Birth	03.03.1954	29.07.1981
Date of Appointment	26.12.2009	26.12.2009
Expertise in specific area	Finance, Marketing, Technical and Business Administration	Marketing, Finance
Qualification	B.E., M.B.A.	B.E., M.B.A.
List of Outside Directorship held	Kriti Industries (India) Ltd. Kriti Auto and Engineering Plastics Pvt. Ltd. Sakam Trading Private Limited Rajratan Global Wire Limited Chetak Builders Private Limited Organization of Plastics Processors of India	Kriti Auto and Engineering Plastics Pvt. Ltd. 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 Chairman: Financial Committee	Member: CSR Committee
Chairman / member of the Committees of Director of other companies in which he/she is a Director		
(a) Audit Committee	None	None
(b) Stakeholders' Relationship Committee	Kriti Industries (India) Limited	None
(c) Remuneration Committee	None	None
(d) CSR Committee	Kriti Industries (India) Limited	None
No. & Percentage of Shares held	No. of Shares: 2028099 Percentage of Shares held: 4.05%	No. of Shares: 30440 Percentage of Shares held: 0.06%

ROUTE MAP TO THE AGM VENUE

VENUE: Chetak Chambers, 04th Floor, 14 R.N.T. Marg, Indore (M.P.) 452001



LANDMARK: NEXT TO DAWA BAZAR

DISTANCE FROM INDORE JUNCTION TO AGM VENUE: 1 KM (by vehicle)