



NOTICE

NOTICE IS HEREBY GIVEN that the **22nd Annual General Meeting** of the Members of **KRITI NUTRIENTS LIMITED** will be held on **Tuesday, 31st July, 2018 at 4.00 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. To appoint a Director in place of Mr. Saurabh Singh Mehta, Director (DIN 00023591) of the Company, who is liable to retire by rotation, and being eligible offers himself for re-appointment

SPECIAL BUSINESS

4. 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 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, 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. In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 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, 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 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 Participant(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 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.
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 Tuesday, 24th July, 2018.
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 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 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 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 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.
18. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company kn1.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 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, info@ankitonline.com, support@ankitonline.com
20. Members may also note that the Notice of the 22nd AGM and the Kriti Nutrients Ltd. Annual Report 2017-18 will be available on the Company's website kn1.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.
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 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. 4 of the accompanying Notice:

Item No. 4

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. 4 of the notice for approval.

Details of the directors seeking reappointment at the Annual General Meeting

Name of the Director	Mr. Saurabh Singh Mehta (DIN:00023591)
Date of Birth	29.07.1981
Date of Appointment	26.12.2009
Expertise in specific area	Administration, Marketing and IT
Qualification	B.E., M.B.A.
List of Outside Directorship held	Kriti Industries (India) Limited 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: CSR Committee
Chairman / member of the Committees of Director of other companies in which he/she is a Director (a) Audit Committee (b) Stakeholders' Relationship Committee (c) CSR Committee	None
No. & Percentage of Shares held	No. of Shares: 30423 Percentage of Eq. Shares held: 0.06%

Place: Indore

Date: 16th May, 2018

Kriti Nutrients Ltd

CIN L24132MP1996PLC011245

Regd. Office: Mehta Chamber, 34 Siyaganj,

Indore-452007(M.P)

By order of the Board,

Vijay Khandelwal

Company Secretary



**PROXY FORM
FORM MGT- 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

Name : **KRITI NUTRIENTS LIMITED**
CIN : **L24132MP1996PLC011245**
Regd office : **MEHTA CHAMBER, 34 SIYAGANJ, INDORE-452007 (M.P)**

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : E-mail Id :
Address : Signature :,
or failing him
2. Name : E-mail Id :
Address : Signature :,
or failing him

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at **22nd Annual General Meeting of the Company, to be held on the Tuesday, 31st July, 2018 At the Corporate Support Center, 4th Floor Chetak Chamber, 14 RNT Marg, Indore (M.P.)** at 4:00P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1.	Consider and adopt Audited Statement of accounts, Reports of the Board of Directors and Auditor.
2.	Declaration of Dividend on Equity shares for the financial year ended 31st March, 2018.
3.	Re-appointment of Mr. Saurabh Singh Mehta (DIN: 00023591)
4.	Ratification of remuneration of Cost Auditor.

Signed this day of 2018

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

R.F. No. _____ **.....ANNUAL GENERAL MEETING ON**

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the **22nd Annual General Meeting** of the company at the registered office of the company **31st July, 2018.**

(If signed by proxy, his name should be written in block letters)

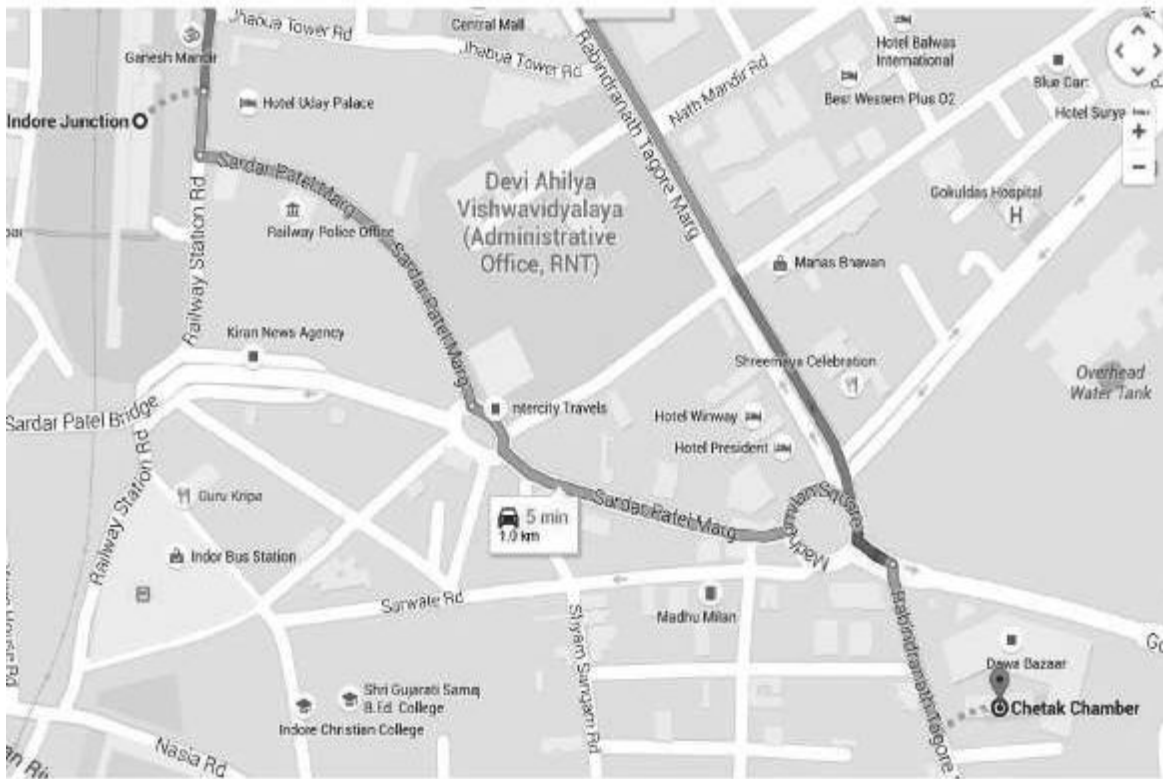
(Shareholders/proxy's Signature)

Note:

- Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
- If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

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)