



KRITI INDUSTRIES (INDIA) LIMITED

"CHETAK CHAMBERS", 4th FLOOR, 14, R.N.T. MARG, INDORE-1, (M.P.) INDIA
PHONE No. : (91 - 731) 2719100. FAX : (91 - 731) 2704506, 4042118
REGD.OFF.: "MEHTA CHAMBERS", 34, SIYAGANJ, INDORE-452007 Phone: 2540963
E-mail: info@kritiindia.com Website: http://www.kritiindia.com

August 25, 2014

To,
The Secretary,
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai-400 001

The Secretary,
Madhya Pradesh Stock Exchange Limited
201, Palika Plaza- II
MTH Compound,
Indore (M.P.) - 452 001

FORM A

Format of covering letter of the annual audit report to be filed with stock exchange

1.	Name of the Company	KRITI INDUSTRIES (INDIA) LIMITED
2.	Annual financial statement for the year ended	31st March, 2014
3.	Type of Audit observation	Un-qualified/ Matter of Emphasis
4.	Frequency of Observation	Whether appeared first time/repetitive/since how long period Not Applicable
5.	Signed by- <ul style="list-style-type: none">• CEO/Managing Director• CFO• Auditor of the company.• Audit Committee Chairman	

For: KRITI INDUSTRIES (INDIA) LIMITED

Shiv Singh Mehta
Managing Director

V.K. Mittal

V.K. Mittal
Chief Financial Officer

Manoj Fadnis
Chairman Audit Committee

Refer Our Audit Report Dated 29th May, 2014

For: R.D. Asawa & Company
Chartered Accountants (FRN: 01164C)

R. D. Asawa M.No. 16562

Kriti Industries (India) Limited
CIN: L25206MP1990PLC005732
Registered Office : Mehta Chambers,
34, Siyaganj, INDORE-452007



KRITI INDUSTRIES (INDIA) LIMITED

24th ANNUAL REPORT 2013-2014

WISDOM
FOCUS LOYALTY
DEDICATION FOCUS
DETERMINATION ALERTNESS
CREATIVITY HUMILITY
WISDOM ATTITUDE
HARD WORK PASSION ENDURANCE
FOCUS PERSUASIVE COURAGE
ATTITUDE PERSEVERANCE
SELF-CONFIDENCE FOCUS LOYALTY
ENDURANCE COMMITMENT
DEDICATION FOCUS LOYALTY
CREATIVITY FOCUS DILIGENCE
PERSEVERANCE HARD WORK
ENDURANCE WISDOM
LOYALTY FOCUS PASSION
DILIGENCE ATTITUDE
FOCUS

HT.

Board of Directors

1. Shri Shiv Singh Mehta - Managing Director
2. Smt. Purnima Mehta - Executive Director
3. Dr. S. S. Kothari
4. Shri Rakesh Kalra
5. Shri Manoj Fadnis
6. Dr. Somnath Ghosh

Auditors

R.D. Asawa & Co.

Chartered Accountants

403 Alankar Point, Geeta Bhavan Square

A. B. Road, Indore - 452 001 (M.P.)

Bankers

State Bank of India

State Bank of Travancore

IDBI Ltd.

Bank of India

State Bank of Hyderabad

Registered Office

Mehta Chambers, 34, Siyaganj, Indore - 452007 (M.P.)

Corporate Support Center

Chetak Chambers, 4th Floor, 14 RNT Marg,

Indore - 452001 (M.P.)

Share Transfer Agent

M/s Ankit Consultancy Pvt. Ltd.

60, Electronics Complex,

Pardeshipura,

Indore - 452010 (M.P.)



NOTICE

NOTICE IS HEREBY GIVEN that the **24th Annual General Meeting** of the Members of **KRITI INDUSTRIES (INDIA) LIMITED** will be held on Thursday the 25th day of September, 2014 at 2:00 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, 2014.
2. To declare dividend on the equity shares for the Financial Year ended on 31st March, 2014.
3. To appoint a Director in place of Dr. S.S. Kothari (DIN 00084920), 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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 M/s R.D. Asawa and Co. Chartered Accountants, (Firm Registration Number 01164C), the retiring Auditors of the company (subject to peer review by the ICAI) be and is hereby re-appointed as Statutory Auditor of the company to hold the office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed by the Board.

SPECIAL BUSINESS

5. **Appointment of CA Manoj Fadnis as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 as may be amended from time to time and Clause 49 of the Listing Agreement, CA Manoj Fadnis (DIN 01087055), a non executive Independent Director of the Company, who was appointed as director liable to retire by rotation (under the erstwhile applicable provisions of the Companies Act, 1956) and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term up to 31st March, 2019"

6. **Appointment of Mr. Rakesh Kalra as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 as may be amended from time to time and clause 49 of the Listing Agreement, Mr. Rakesh Kalra (DIN 00780354), a non executive Independent Director of the Company, who was appointed as director liable to retire by rotation (under the erstwhile applicable provisions of the Companies Act, 1956) and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term up to 31st March, 2019."

7. **Appointment of Dr. Somnath Ghosh as an Independent Director of the Company**

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



"RESOLVED THAT pursuant to provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 as may be amended from time to time and clause 49 of the Listing Agreement, Dr. Somnath Ghosh (DIN 00401253), a non executive Independent Director of the Company, who was appointed as director liable to retire by rotation (under the erstwhile applicable provisions of the Companies Act, 1956) and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for two consecutive years for a term up to 31st March, 2016."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution

"RESOLVED THAT in suppression of the ordinary resolution adopted at the Annual General Meeting held on September 29th, 2007 and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company, provided however that the total amount so borrowed and remaining outstanding at any point of time, shall not exceed Rs. 500.00 crores (Rupees Five Hundred Crores Only).

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as "the Board") to mortgage and/hypothecation, pledge or charging by the Board of directors of the Company of all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board of directors may think fit for securing any loans and/or advances already obtained or that may be obtained time to time from any financial Institutions/banks/insurance companies, bodies corporate, firms or association or person or persons, and/or to secure any debentures issued, deposits and/or that may be issued and all interest, compounding interest/additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the Company to the concerned secured lenders within the overall borrowing limit as per the special resolution passed by the members as per provisions of section 180(1)(c) of the Companies Act, 2013 as may be applicable from time to time.

RESOLVED FURTHER THAT the securities created or to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed between the Board of Directors of the Company and the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized create or revise / renew the securities / or release the securities and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

Place: Indore

Date: 13th August, 2014

Kriti Industries (India) Ltd

CIN L25206MP1990PLC005732

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

By order of the Board,

Shiv Singh Mehta

Managing Director

DIN 00023523



Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.**
2. The Company has notified closure of Register of Members and Share Transfer Books from Friday 19th September, 2014 to Thursday 25th September, 2014 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
- (a) The Dividend on equity shares if declared at the meeting will be credited/dispatched between 25th September to 30th September, 2014. To those members whose names shall appear on the Company's Register of Members on 18th September, 2014 in respect of the shares held in dematerialized form, the dividend will be paid to those members, whose names are furnished by NSDL/CDSL as beneficial owners as on that date.
3. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates; such changes are to be advised only to the depository participant of the members.
4. The shareholders are requested to opt for ECS facility.
For shares held in physical form he/she may send the duly filled ECS MANDATE FORM annexed to the last page of the Annual report by enclosing a blank cancelled cheque for the purpose of noting the MICR details to Ankit Consultancy Private Limited, 60 Electronic Complex, Pardeshipura, Indore - 452010 In case the investor is holding the shares in dematerialized form, such investor may please contact his/her Depository Participant for recording the ECS mandate.
The ECS mandate details provided by an investor will be used for payments in respect of shares held by such investor.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the company.
6. 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.
7. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
8. 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.
9. Pursuant to Section 205A(5) and 205C of the Companies Act, 1956 the amount of dividend remaining unpaid or 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. 278556/- being the unpaid and unclaimed dividend amount pertaining to dividend for the year 2005-06 to the Investor Education and Protection Fund of the Central Government. The company has uploaded the details of unpaid and unclaimed amount lying with the company on 14th September, 2013 (Date of Last AGM) on the website of the Ministry of Corporate Affairs.
10. Electronic copy of the Annual Report 2014 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. For members who have not registered their e mail address, physical copies of the



Annual Report 2014 is being sent in the permitted mode. The process and manner of e-voting along with Attendance slip and proxy form is being sent to the members.

11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-SH3 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Corporate Affairs.
12. The company has designed an exclusive email ID investorrelations@kritiindia.com which would enable the members to post their grievances. Any members having any grievance may post the same to the said Email for its quick redressal.
13. Brief resume of directors those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship, shareholding and relationship between directors inter-se stipulated under Clause 49 of the Listing Agreement with the stock exchanges, or provided here under:
14. In compliance with the provisions of section 108 of the Act and Rules framed there under, 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. 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 the email and also open PDF file. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login
 - iv. Please enter the User Id and Password as initial password / PIN noted in step(i) above. Click Login
 - v. The password change menu will appear on your screen. Change to new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - vii. Select “EVEN” (E-voting Event Number) of Kriti Industries (India) Limited
 - viii. Cast your vote by selecting appropriate option and click on “submit” and also confirm when Prompted
 - ix. Now you are ready for e-voting as Cast Vote page opens.
 - x. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
 - xi. Once the vote on the resolution is cast, the members will not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e other than individuals, HUF, NRI etc) are required to send scanned copy 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
 - xiii. In case of any queries, you may refer the Frequently asked questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the download section of www.evoting.nsdl.com
 - B. In case a member receives physical copy of the Notice of AGM (for members whose email addresses are not registered with the company/Depositories):
 - i. Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Si. No. (ii) to Si. No. (xiii) above, to cast vote
 - C. Other Instructions:
 - i. The e-voting period commences on Friday, September 19, 2014 (9:00 AM IST) and ends on Monday,



September, 21, 2014 (6:00 PM IST)

- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company and the members shall be entitled for voting whose names appears in the details of beneficiaries as may be provided at the cutoff date 14th August, 2014
- iii. Dr. D.K. Jain, Practicing Company Secretary (Membership No. FCS 3565), has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- v. The result declared along with scrutinizer's report shall be placed on the Company's website www.kritiindia.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of resolutions at the Twenty Fourth AGM of the company on September 25, 2014 and communicated to the Stock Exchanges, where the shares of the company are listed
- vi. 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

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 to 9 of the accompanying Notice:

Item No. 5, 6 and 7

CA Manoj Fadnis (DIN 01087055), Mr. Rakesh Kalra (DIN 00780354), Dr. Somnath Ghosh (DIN 00401253) non executive directors of the company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act and clause 49 of the listing agreement and are not disqualified from being appointed as a director in terms of section 164 of the Act and has given their consent to act as director.

In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under and clause 49 of the listing agreement for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, CA Manoj Fadnis, Mr. Rakesh Kalra are proposed to be appointed for a term of 5 years and Dr. Somnath Ghosh is proposed to be appointed for a term of 2 years and they shall not be include in the total number of directors for retire by rotation.

The company has received notice in writing from members along with the deposit of requisite amount under section 160 of the Act, proposing the candidature of the above appointees.

Copy of the draft letter for appointment of them as an independent director setting out terms and conditions is available for inspection by the members at the Registered Office of the Company.

Save and except the above said appointees in respective resolutions, and their relatives to the extent of shareholding interest if any, in the company, none of the Directors / Key Managerial Personnel of the company and their relatives are in any way concerned or interested, financial or otherwise, in the resolutions set out at item No. 5 to 7, except to the extent of sitting fee for attending the Board and other meetings from time to time payable to them.

The Board commends the ordinary resolution as set out in Item No. 5 to 7 of the notice for approval.

**Item No. 8**

The members of the company at their 17th Annual General Meeting held on September 29th, 2007 approved by way of an ordinary resolution under section 293 (1) (d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and its free reserve provided that the amount of such borrowings together with the amounts already borrowed and outstanding at any particular time shall not exceed Rs. 500 crores (Rupees Five Hundred Crores Only)

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of special resolution.

It is therefore necessary that the members pass a special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out in item No. 8 of the notice, to enable to the Board of Director to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Approval of members is being sought to borrow money in excess of the aggregate paid up share capital and free reserves of the company, provided however that the total amount so borrowed and remaining outstanding at any point of time, shall not exceed Rs. 500 crores (Rupees Five Hundred Crores Only)

None of the Directors / Key Managerial Personnel of the company and their relatives are in any way concerned or interested, financial or otherwise, except the unsecured loans as may be provided by the Directors and interest payable thereon, if any, in the resolutions set out at item No. 8.

The Board commends the special resolution as set out in Item No. 8 of the notice for approval.

Item No:9

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of directors of Company shall not, without the approval of shareholders in general meeting by way of special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Company has earlier passed ordinary resolution as per provisions of section 293(1)(a) of the Companies Act, 1956, and now it is required to pass a special resolution.

As the assistance from the institutions/banks provided/agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company and the aforesaid institutions would like to retain a power to take over the management of the business and concern of the Company in certain events, it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

Hence, the members are required to authorize to the Board to create/renew charges on the movable and immovable assets and properties of the Company in favor of the lenders in accordance with the terms and conditions of the Loans and security documents as stated in the Resolution of item No. 9.

The Board accordingly recommends the Special Resolution at item no. 9 of this Notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

Place: Indore**Date: 13th August, 2014****Kriti Industries (India) Ltd****CIN L25206MP1990PLC005732****Regd. Office: Mehta Chamber, 34 Siyagunj,
Indore****By order of the Board,****Shiv Singh Mehta
Managing Director
DIN 00023523**


Details of the directors seeking Appointment/ Reappointment at the Annual General Meeting

Particulars	Dr. S.S. Kothari	CA Manoj Fadnis	Mr. Rakesh Kalra	Dr. Somnath Ghosh
Date of Birth	15.06.1930	16.07.1962	11.09.1949	31.05.1953
Date of Appointment Expertise in specific area	24.04.1992 Company Law, Taxation, Accounting & Economics	24.06.2006 Company Law, Taxation and Accounting	24.06.2006 Mechanical Engineering/ Business Strategy/Leadership Training	03.03.2009 Human Resource Management, Organizational Design and Institutional Development
Qualification	Ph.D (Econ), FCA	FCA	B.E.	M.A., M.Phil, Ph.D
List of Outside Directorship held	Jay Shree Tea & Industries Limited Maharaja Shree Umaid Mills Limited Kothari Mangement and Industrial Consultants private Limited	Kriti Nutrients Limited Kriti Auto & Engineering Plastics Private Limited Madhya Pradesh Stock Exchange Limited Extensible Business Reporting Language (XBRL) INDIA	Tara Jewels Limited Foton Motors Marketing and Sales India Private Limited Foton Motors Manufacturing India Private Limited Kriti Nutrients Limited Minda Automotive Solutions Limited	Kriti Nutrients Limited
Chairman/ Member of the committees of the Board of Directors of the Company	None	Chairman: Audit Committee Member: Financial Committee Member: Remuneration Committee	Chairman: Remuneration Committee Member: Audit Committee	Chairman: Investor Grievances Committee Member: Remuneration Committee
Chairman / member of the Committees of Director of other companies in which he/she is a Director				
(a) Audit Committee	Jay Shree Tea & Industries Limited	Kriti Nutrient Limited	None	None
(b) Investors' Grievance Committee	Jay Shree Tea & Industries Limited Maharaja Shree Umaid Mills Limited Jay Shree Tea & Industries Limited	Kriti Nutrients Limited	None	Kriti Nutrients Limited
(C) Remuneration Committee	Maharaja Shree Umaid Mills Limited	Kriti Nutrients Limited	None	Kriti Nutrients Limited
No. & Percentage of Shares held	Nil	Nil	Nil	Nil



DIRECTOR'S REPORT

Your Directors have the pleasure in presenting the 24th Annual Report together with Audited Accounts of the Company for the year ended on 31st March, 2014.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2014 is summarized below:

(₹ in lacs)

PARTICULARS	2013-14	2012-13
Total Income	39780.97	35590.98
Profit before Interest, Depreciation & Taxes	2644.02	2557.20
Less: Interest	1372.50	1361.58
Profit before depreciation	1271.52	1195.62
Less: Depreciation	445.32	421.04
Profit/ (Loss) Before Tax	826.20	774.58
Provision for Taxation	290.96	272.78
Net Profit/(Loss)	535.24	501.80
Add: Balance Brought Forward	966.92	651.60
Profit available for Appropriation	1502.16	1153.40
Proposed Dividend	74.41	74.41
Corporate Dividend Tax	12.07	12.07
Transferred to General Reserve	100.00	100.00
Balance Carried over to Balance Sheet	1315.68	966.92

YEAR IN RETROSPECT

The Company has achieved a total turnover of Rs. 39780.97 lacs and Profit Before Tax Rs. 826.20 lacs and Profit After Tax of Rs. 535.24 lacs.

Due to extended rains the agri pipes sales was adversely affected.

During the year the company has taken substantial orders in PLB Ducts, Pipes for transportation of gas and supply of HDPE and PVC pipes for infrastructure projects.

DIVIDEND

Your directors are pleased to recommend a dividend of 15% for the year ended 31st March, 2014 on 49603520 equity shares of Rs. 1/- each aggregating to Rs. 74.41 Lacs.

(Previous year 15% for the year ended 31st March, 2013 on 49603520 equity shares of Rs. 1/- each aggregating to Rs. 74.41 Lacs.)

CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions on Corporate Governance as prescribed in the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance is included as a part of the Annual Report along with the Auditors' Certificate on its compliance.

SECRETARIAL COMPLIANCE CERTIFICATE

In pursuance of Section 383A of the Companies Act, 1956, a certificate issued by Company Secretary in Whole time practice is enclosed herewith and forming part of this report.

The Compliance Certificate is self explanatory and needs no further comments.



DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of section 217(2AA) of the Companies Act, 1956, it is hereby confirmed that:-

1. In the preparation of Annual Accounts for the financial year 2013-14, the applicable accounting standards have been followed along with the proper explanation relating to material departures.
2. 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 true and fair view of the state of affairs of the Company as at end of the financial year ended 31st March, 2014 and of the Statement of Profit and Loss of the Company for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual Accounts for the year ended 31st March, 2014 on a going concern basis.

SUBSIDIARY COMPANY:

Kriti Auto & Engineering Plastics Private Limited, wholly owned subsidiary of the company, achieved gross turnover of Rs. 1320.86 Lacs. Due to recession in automobile sector, company has incurred a net loss of Rs 101.70 Lacs during the year. Efforts are being made to explore value added products. It is expected that the situation will improve in current year.

The statement pursuant to Section 212 of the Companies Act, 1956 containing the details of the Company's subsidiary is attached. The copies of the Balance sheet, Profit & Loss account, Director's Report, Auditor's Report etc. not attached herewith, however, the same may be obtained from the company.

DIRECTORS

Dr. S.S. Kothari (DIN 00084920) retires by rotation at the 24th Annual General Meeting and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

Further that CA Manoj Fadnis (DIN 01087055), and Mr. Rakesh Kalra (DIN 00780354) the existing independent directors are further proposed to be appointed as Independent Directors for a term of 5 years and Dr. Somnath Ghosh (DIN 00401253) is further proposed to be appointed as Independent Directors for a term of 2 years as per requirement of section 149 of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement to hold the office till 31st March, 2019 and 31st March, 2016 respectively.

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, it is proposed to appoint M/s R.D. Asawa & Co., Chartered Accountants (ICAI Firm Registration No. 01164C), the retiring Auditors of the Company as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be decided & fixed by the board on the recommendations of the Audit Committee.

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

COST AUDITOR

Mr. S.P.S. Dangi, proprietor of M/s S.P.S Dangi, Cost Auditor (F.R.No 100004) was appointed as Cost Auditor for the Financial Year 2013-14. However, due to change in Rules and Regulation of Cost Audit, the company is outside the purview of applicability of Cost Audit in the Financial Year 2014-15. The Company is in process to file the Cost Audit Report to the Central Government within the stipulated time.



CORPORATE SOCIAL RESPONSIBILITY

Your directors have constituted the Corporate Social Responsibility Committee (CSR Committee), comprising of Shri Shiv Singh Mehta as the Chairman, Smt. Purnima Mehta, and Shri Somnath Ghosh as members of the Committee as per requirement of the section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities.

STATUTORY INFORMATION:

PUBLIC DEPOSIT

The company has not received/accepted any deposits from public during the year under review within the meaning of section 58A, 58AA of the Companies Act, 1956, and that there is no overdue unpaid/unclaimed deposit as at 31st March, 2014.

PARTICULARS OF EMPLOYEES

The Company does not have on its roll any employee drawing remuneration attracting provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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

Information as per section 217(1)(e) read with Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is annexed hereto and forms part of this report.

INDUSTRIAL RELATIONS

Your directors' wish to place on record their appreciation for the contribution made by the company's workforce at all levels of operations for the success and progress of the company.

ACKNOWLEDGMENT

Your Directors place on record their appreciation of the co-operation and assistance extended by the Central/State Government and Banks. The Directors also convey their sincere thanks for the continued support given to the Company by the esteemed shareholders, suppliers, dealers and valued customers.

Place: Indore

Date: 13th August, 2014

Kriti Industries (India) Ltd

CIN L25206MP1990PLC005732

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

By order of the Board,

**Shiv Singh Mehta
Managing Director
DIN 00023523**



ANNEXURE

Information as per Section 217(1) (e) read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2014.

A. CONSERVATION OF ENERGY

a. Energy Conservation measures taken:

1. Energy conservation devices have been installed and the equipments are maintained properly to reduce energy consumption.
2. New systems are being devised to reduce electric power, fuel and water consumption.

b. Additional Investment and proposals for reduction of consumption of energy:

By relocating, modifying the available equipment, energy, conservation measures are being implemented and major investments have not been made for equipments so far.

c. Impact of above measures:

The above measures have resulted in energy saving and subsequent decrease in the cost of production.

d. Information in respect of Pipes & Fittings is not applicable under Section 217(1)(e) of the Companies Act, 1956.

FORM - B

A. (I) Research and Development (R & D)

Specific areas in which R & D is being carried out by the Company.

The company undertakes up gradation of its products as a continuous process. New products and process equipments have been developed resulting in improved efficiency of operations.

(II) Benefits derived

With the installation of various additional equipments it was possible to achieve consistency in production and quality of products.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company does not have any imported technology and hence the details required to be given for the imported technology is not applicable.

C. FOREIGN EXCHANGE EARNING & OUTGO

	2013-14	2012-13
1. Earning		
FOB rate of Export	Nil	Nil
2. Outgoing		
a) CIF Value of Imports	3572.58	4626.92
b) Expenditure in Foreign Currency	5.06	20.85

Place: Indore

Date: 13th August, 2014

Kriti Industries (India) Ltd

CIN L25206MP1990PLC005732

Regd. Office: Mehta Chamber, 34 Siyagunj,
Indore

By order of the Board,

Shiv Singh Mehta
Managing Director
DIN 00023523



CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Kriti Industries (India) Limited (Kriti) is committed to the adoption of best governance practices. The company's vision document spells out a direction for the policies and procedures which ensure long term sustainability. Value creation for stakeholders is thus a continuous endeavor at Kriti.

On the same lines the Company has always followed fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders and the society at large.

In harmony with this philosophy, the Company relentlessly strives for excellence by benchmarking itself with esteemed companies with good corporate governance. Your company is compliant with all the provisions of Clause 49 of the Listing Agreement of the Stock Exchange. The details of compliance are as follows:

I. BOARD OF DIRECTORS

Composition of Board

The Board of directors of the company consists of an optimum combination of executive, non-executive and independent directors, to ensure the independent functioning of the Board. The Board consists of six (6) directors, out of which four (4) are non-executive directors and out of the four (4) three (3) are independent.

The Board of directors has an adequate representation of Professional, Qualified, Non-Executive and Independent Directors. Decisions at the Board and Committee meetings are taken unanimously.

Directors liable to retire by rotation and seeking Re-appointment

Dr. S. S. Kothari is the director liable to retire by rotation and being eligible offer himself for re-appointment.

As required under Clause 49 of the Listing Agreement, information such as brief resume, nature of expertise and other directorships is given here below:

Name of the Director	Dr. S. S. Kothari
Date of Birth	15.06.1930
Date of Appointment	24.04.1992
Expertise in specific area	Company Law, Taxation, Accounting & Economics
Qualification	Ph.D (Economics), FCA
List of Outside Directorship held	Jay Shree Tea & Industries Limited Maharaja Shree Umaid Mills Limited Kothari Management & Industrial Consultants Pvt. Ltd.
Chairman/ Member of the committees of the Board of Directors of the Company	None
Chairman / member of the Committees of Director of other companies in which he/she is a Director	
a. Audit Committee	Jay Shree Tea & Industries Limited
b. Investors' Grievance Committee	Jay Shree Tea & Industries Limited
	Maharaja Shree Umaid Mills Limited
c. Remuneration Committee	Jay Shree Tea & Industries Limited
	Maharaja Shree Umaid Mills Limited
No & Percentage of Shares held	Nil



The composition of the Board of directors and the number of Board Committee in which they are chairman/member as on 31.03.2014 are as under:

Name	Category	No. of Directorship in other Public Limited Companies	No. of Committee position held in other Public Limited Companies	
			Chairman	Member
Shri Shiv Singh Mehta	Promoter & MD	Two	Two	Two
Smt. Purnima Mehta	Promoter & ED	One	Nil	Two
Dr. S. S. Kothari	NED	Three	Three	Two
CA Manoj Fadnis	Independent & NED	Two	Two	Three
Shri Rakesh Kalra	Independent & NED	Three	One	Three
Dr. Somnath Ghosh	Independent & NED	One	Nil	Two

Board Procedure

During the year under review, four (4) meetings of the Board of directors were held. The dates of the meetings were decided in advance and key information was placed before the Board. The Board of Directors meetings were held on 04th May, 2013, 26th July, 2013, 12th November, 2013 and 27th January, 2014.

Attendance record of Directors

The record of attendance of the directors at Board Meetings held during the year and at the last Annual General Meeting was:

Name	No. of Board Meetings held during the year	No. of Board Meetings Attended	Attendance at the last AGM held on 14th September, 2013
Shri Shiv Singh Mehta	4	4	Yes
Smt. Purnima Mehta	4	4	Yes
Dr. S. S. Kothari	4	0	No
CA Manoj Fadnis	4	4	Yes
Shri Rakesh Kalra	4	1	No
Dr. Somnath Ghosh	4	2	No

II. BOARD COMMITTEES

II. 1 AUDIT COMMITTEE

- A. Terms of reference :** The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges.
- B. Constitution and Composition :** The terms of reference of the audit committee are extensive and include all that is mandated in clause 49 of the Listing Agreement with the Stock Exchange and Section 149 of the Companies Act, 2013. The Company has complied with the requirements of clause 49(II)(A) of the Listing Agreements as regards composition of the Audit Committee. The Audit Committee of the Company as on 31st March, 2014 comprises of the following Directors of the Company.

Name of the Director	Designation
CA Manoj Fadnis	Chairman
Shri Rakesh Kalra	Member
Smt. Purnima Mehta	Member

Two out of three members of the audit committee are Non-Executive Independent Directors.

**C. Meeting and attendance during the year**

Four (4) meetings were held during the financial year 2013-14 on 04th May 2013, 26th July 2013, 12th November 2013 and 27th January 2014. The attendance of each member of the committee is as under:

Name of the Director	No. of Meeting attended
CA Manoj Fadnis	4
Shri Rakesh Kalra	1
Smt. Purnima Mehta	4

II. 2 NOMINATION & REMUNERATION COMMITTEE**REMUNERATION OF DIRECTORS**

A. Terms of reference: The Nomination and Remuneration Committee recommends remuneration, promotions, increments etc. for the whole time directors and relative of the directors to the Board for approval.

B. Constitution and Composition : The Nomination and Remuneration Committee of the company as on 31st March, 2014 comprise of the following Directors of the Company. The Company has re-named the committee as the Nomination and Remuneration Committee of the Board as per requirement of the Companies Act, 2014.

Name of the Director	Designation
Shri Rakesh Kalra	Chairman
CA Manoj Fadnis	Member
Shri Somnath Ghosh	Member

All the three members of the committee are Non-Executive Independent Directors.

Remuneration to Managing Director and Executive Director

The terms of remuneration of Shri Shiv Singh Mehta, Managing Director has already been fixed by the Board of directors and approved by the shareholders at Annual General Meeting. During the financial year 2013-14, the particulars of remuneration paid to Managing Directors are as under: -

Name of the Director	Salary (Rs. per Year)	Perquisites (Rs. per Year)	Commission	Period of Contract
Shri Shiv Singh Mehta	33.60	6.00	6.88	3 years starting from 1st Oct., 2013
Smt. Purnima Mehta	20.16	4.5	8.85	5 years starting from 1st July, 2011
Total	53.76	10.5	15.73	79.99

Remuneration of Non- Executive Directors.

The details of remuneration paid to the Non-Executive Directors during the financial year 2013-14 are given below. Non-Executive Directors are not entitled for any remuneration other than the sitting fees.

S No.	Name of the Non-Executive Director	Sitting Fees (Rs.)
1	Dr. S. S. Kothari	Nil
3	CA Manoj Fadnis	8000
4	Dr. Somnath Ghosh	2000
5	Shri Rakesh kalra	3000



II.3 INVESTORS' GRIEVANCE COMMITTEE

The Board of Directors of the Company constituted the Investors' Grievance Committee consisting of:

Name of the Director	Designation
Dr. Somnath Ghosh	Chairman
Shri Shiv Singh Mehta	Member
Smt. Purnima Mehta	Member

II.4 CSR COMMITTEE:

Directors have constituted the Corporate Social Responsibility Committee (CSR Committee), comprising of Shri Shiv Singh Mehta as the Chairman, Smt. Purnima Mehta, and Shri Somnath Ghosh as members of the Committee as per requirement of the section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the

III. SUBSIDIARY COMPANY

The Audit committee of the Company reviews the financial statements of the subsidiary company M/s Kriti Auto and Engineering Plastics Pvt. Ltd. The minutes of the Board meetings were placed before the Board of directors of the Company for their review. CA Manoj Fadnis the Independent Director was also nominated as a director in the above said company.

IV. DISCLOSURES

A. Disclosure regarding materially significant related party transactions:

None of the transaction with any of the related parties was in conflict with the interest of the company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Note No. 15 of Notes on Accounts, forming part of the Annual report.

All related party transactions are negotiated on arms length basis and are intended to further the interest of the company.

B. Disclosure of non-compliance by the Company:

There has been no instance of non-compliance on any matter related to the capital markets, during the last three years. Directors have constituted the Corporate Social Responsibility Committee (CSR Committee), comprising of Shri Shiv Singh Mehta as the Chairman, Smt. Purnima Mehta, and Shri Somnath Ghosh as members of the Committee as per requirement of the section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the

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All related party transactions are negotiated on arms length basis and are intended to further the interest of the company.

B. Disclosure of non-compliance by the Company:

There has been no instance of non-compliance on any matter related to the capital markets, during the last three years.

V. COMMUNICATION TO SHAREHOLDERS

The Company publishes quarterly and yearly results as required under the Listing Agreement in the prescribed format. The results are also sent to the Stock Exchanges for general information and for posting the same on their web site. The notice of the AGM along with the report is sent to the shareholders well in advance of the AGM. The gist of the notice is also published in the newspapers. In addition, the Stock Exchanges are also notified of any important developments that may materially affect the working of the Company. Disclosures within regard to the shareholding pattern, change in major shareholding etc. is also periodically sent to the Stock Exchanges as required under the SEBI Regulations.

VI. INFORMATION ON GENERAL BODY MEETINGS

The details of the location and time for last three Annual General Meetings are given hereunder:

Year	Location	Date	Time
2012-13	"Chetak Chambers", 4th Floor, 14 R.N.T. Marg, Indore – 452 001	14th September, 2013	4:00 P.M.
2011-2012	"Chetak Chambers", 4th Floor, 14 R.N.T. Marg, Indore – 452 001	22nd September, 2012	4:00 P. M.
2010-2011	"Chetak Chambers", 4th Floor, 14 R.N.T. Marg, Indore – 452 001	24th September, 2011	3:00 P.M.

During the year under review, no extra ordinary general meeting was held as well as no resolution was passed through the Postal Ballot process.

VII. CODE OF CONDUCT

The Company has adopted a Code of Conduct for Board of directors and Senior Management. All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as on March 31, 2014. A declaration to this effect signed by the Managing Director forms part of this Report.

As required by SEBI Regulations, the Company has adopted a code for the Prevention of Insider Trading.

Code is applicable to the directors and employees of the Company and its subsidiaries and their dependent family members.

VIII. WHISTLE BLOWER/VIGIL MECHANISM POLICY

The Company has laid down a Whistle Blower Policy/vigil mechanism. The company encourages an open door policy where employees have access to the Head of the business/ function. The company takes cognizance of the complaints made and suggestions given by the employees and others. Complaints are looked into and whenever necessary, suitable corrective steps are taken. No employee of the company has been denied access to the Audit Committee in this regard.

Compliance by the Company

There has not been any non-compliance by the company and no penalties or strictures imposed on the company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

VIII. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

The 24th Annual General Meeting of the Company will be held on Thursday, the 25th September, 2014 at 2:00P.M. At 4th Floor, Chetak Chambers, 14 R. N. T. Marg, Indore.



Financial Calendar for the year 2014-15 (Provisional)

a.	Results for the first quarter ending 30th June, 2014	On or Before 14th August, 2014
b.	Results for the second quarter ending 30th September, 2014	On or Before 14th November, 2014
c.	Results for the Third quarter ending 31st December, 2014	On or Before 14th February, 2015
d.	Results (Audited) for the fourth quarter ending 31st March, 2015	On or Before 30th May, 2015
e.	Annual General Meeting for the year ending March, 2015	Before end of September, 2015

Book Closure Dates : The Company's Share Transfer Book will remain closed from Friday 19th September, 2014 to Thursday 25th September 2014 (both days inclusive) for purpose of Annual General Meeting.

Cutoff date for E-voting : 14th August, 2014

Listing on Stock Exchanges

The Company's shares are traded on BSE, MPSE and NSE. The Company's shares are presently listed on the Bombay Stock Exchange Limited (BSE) & National Stock Exchange (NSE), Mumbai and Madhya Pradesh Stock Exchange Limited, Madhya Pradesh. The Company has paid annual listing fee for the year 2014-15.

Stock Code/Details of Scrip

BSE	:	526423
NSDL & CDSL-ISIN	:	INE479D01038
Posting/ mailing of Annual Report	:	Before 1st Sept., 2014
Last date for receipt of Proxy	:	23rd Sept., 2014
Dividend	:	The Board of directors of the Company recommended dividend of Rs. 0.15 (15%) per equity share of Rs. 1/- each for the financial year ended March 31, 2014, which would be paid subject to approval by the members in the ensuing Annual General Meeting (AGM). The proposed dividend will absorb Rs. 74.41 lacs including Dividend Distribution Tax of Rs. 12.07 lacs.
Compliance Officer	:	Mr. Dilip Mungi
Scrutinizer for E-voting	:	CS (Dr.) D.K.Jain
ISIN NO	:	INE479D01038

Market Price Data (Rs.)

The monthly high and low quotations of shares of the Company traded at the Bombay Stock Exchange, Mumbai during the financial year 2013-14 are given below:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2013	5.50	4.65	4.95	4.00
May, 2013	4.91	4.21	--	--
June, 2013	4.63	4.00	--	--
July, 2013	3.99	3.80	--	--
August, 2013	4.55	3.95	--	--
September, 2013	5.03	3.57	3.55	3.25
October, 2013	3.92	2.52	--	--
November, 2013	4.56	2.65	3.85	3.25
December, 2013	5.75	4.42	4.30	3.80
January, 2014	6.96	4.53	5.60	4.45
February, 2014	6.23	4.38	5.85	4.65
March, 2014	5.13	4.07	5.30	4.20

**Share Transfer System**

The Share Transfer-cum-Investors Grievance Committee attends to share transfer formalities once in a fortnight. Demat requests are normally confirmed within an average period of 15 days from the date of receipt. The Company has appointed following agency as Share Transfer Agent (Electronic + Physical). The shareholders may address their communication, suggestions, grievances and queries to:

Ankit Consultancy Pvt. Limited

Plot No. 60, Electronic Complex, Pardeshipura, Indore-452010 (M.P) Tel.: 0731-2551745, 0731-2251746

E-mail: ankit_4321@yahoo.com

Shareholding Pattern & Distribution of Shareholding**Shareholding Pattern as on 31.03.2014**

Category	No. of Shares held	Percentage of Shareholding
A. Promoter's holding		
1. Promoters		
a. Indian Promoters	32617778	65.76
b. Foreign Promoters		
2. Persons acting in concert		
Sub-Total	32617778	65.76
B. Non-Promoter's holding		
3. Institutional Investors		
a. Financial Institution and Banks	1600	0.00
b. FIIs		
Sub-Total	1600	0.00
4. Others		
a. Corporate Bodies	1478317	2.98
b. Indian Public	15417243	31.08
c. NRIs/OCBs	73993	0.15
d. Clearing Members	14589	0.03
Sub-Total	16985742	34.24
GRAND TOTAL	49603520	100.00

Distribution of Shareholding as on 31st March, 2014

No. of Shares	No. of Shareholders	% of Shareholders
1-1000	3733	66.91
1001-2000	983	17.62
2001-3000	271	4.86
3001-4000	308	5.52
4001-5000	38	0.68
5001-10000	129	2.31



Distribution of Shareholding as on 31st March, 2014

No. of Shares	No. of Shareholders	% of Shareholders
10001-20000	49	0.88
20001-30000	18	0.32
30001-40000	11	0.20
40001-50000	7	0.13
50001-100000	11	0.20
100000 Above	21	0.38
Total	5579	100

Dematerialisation of Shares & Liquidity

The shares of the Company are under compulsory demat segment and are listed on Bombay Stock Exchange, Mumbai and Madhya Pradesh Stock Exchange, Indore. The Company's shares are available for trading in the depository of both NSDL & CDSL.

Details of Demat Shares as on 31st March, 2014

	No. of Shareholders/Beneficial Owners	No. of Shares	% of Capital
NSDL	2013	41357451	83.37
CDSL	1085	4998789	10.07
Sub-Total	3098	46356240	93.34
Shares in physical form	2481	3247280	6.66
Grand Total	5579	49603520	100

Outstanding Convertible Instruments

There are no outstanding warrants or any convertible instruments.

Plant locations of the Company

Kriti Industries (India) Limited, Plot No. 75-86 & 13/1, Tarpura, 75-86, Pithampur, Dist. Dhar (M.P)

Address for communication

The shareholders may address their communication, suggestions, grievances and queries to:

Ankit Consultancy Private Limited

Plot No. 60, Electronic Complex, Pardeshipura, Indore-452010 (M.P), Tel: 0731-2551745, 0731-2251746

E-mail: ankit_4321@yahoo.com

Auditors' Certificate on Corporate Governance

The company has obtained a certificate from the auditors of the company regarding compliances with the provisions of the corporate governance laid down in Clause 49 (VII) of the Listing Agreement with Stock Exchanges.

Place: Indore

Date: 13th August, 2014

Kriti Industries (India) Ltd

CIN L25206MP1990PLC005732

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

By order of the Board,

**Shiv Singh Mehta
Managing Director
DIN 00023523**



MD / CEO CERTIFICATION

To,

The Board of Directors,
Kriti Industries (India) Ltd.

Dear Sirs

We have reviewed the Financial Statement read with the cash flow statement of Kriti Industries (India) Ltd. for the year 31st March, 2014 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

We further certify that, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have not noticed any deficiency that need to be rectified or disclosed to the Auditors and the Audit.

We have indicated to the Auditors and the Audit Committee that there is

1. No significant change in internal control over financial reporting during the year
2. No significant change in accounting policies during the year under review and
3. No instance of any fraud in the company in which the management has any role.

For, Kriti Industries (India) Ltd.

Shiv Singh Mehta

Managing Director (DIN 00023523)

AUDITORS' REPORT ON COMPLAINT OF CONDITIONS OF CORPORATE GOVERNANCE

To the Shareholders of Kriti Industries (India) Limited

We have examined the compliance of the conditions of Corporate Governance by Kriti Industries (India) Limited, Indore for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accounts of India we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Investor / Shareholders Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For: R.D. Asawa & Company

Chartered Accountants

Place: Indore

Date: 13th August, 2014

(R.D. Asawa)

Proprietor

M.No.16562



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

India's plastics industry is projected to grow continuously in the coming years, the business of PVC pipes is largely measured by demand for pipes in agriculture sector. With agriculture continue to grow in India it is expected that PVC sector will grow around 9-10% in the coming years.

Increased Micro Irrigation spends, higher allocation towards rural water infrastructure for potable water, focus on urban and rural housing, infrastructure projects, demand for lying gas pipes, expansion of telecommunication network and setting up of broad band lines to the rural and remote areas will in totality improve the demand situation for industry.

OPPORTUNITY

With the new governments focusing on growth, particularly in agriculture, irrigation, infrastructure and telecommunication, the future outlook of the industry is bright. Company is continuously focusing on product development and expansion of markets to meet the demand.

As the demand for HDPE/PVC pipe products grows the company's market share will also increase for existing and new products.

THREAT

India continues to remain deficient in PVC Resin, major incremental PVC demand to be met by imports with associated fluctuation risk in PVC prices and foreign currency exchange rate movements. The volatility of the above factors directly impact profitability margins

BUSINESS STRATEGY

Company is expanding its sales network with new varied range of products in agriculture and building products. Company has set up capacities for Institutional sales order in a big way. Company is focusing on branding and marketing of products and tapping new territories and regions. Company's organization has been restructured to meet the market dynamics and challenges.

FINANCIAL PERFORMANCE

The financial statements are prepared in compliance with the Companies Act, 1956 and as per the generally accepted accounting principles, policies and practices prevalent in India. The Company's financial performance is discussed in details under the head "Financial Results" in Directors' Report to the Members.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control system of the company is in place and is commensurate with the size & scale of its operations. The Internal Audit department with the help of external agencies & based on risk assessment, regularly performs internal audits & ensure the effectiveness of internal control systems.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your company's Industrial relations continued to be harmonious during the year under review. The company continue to invest in people through various initiatives which enable the work force to meet out the production requirements and challenges related thereto and to infuse positive enthusiasm towards the organization.

CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis Report may be "forward-looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, and other statutes and incidental factors.



COMPLIANCE CERTIFICATE

CIN:L25206MP1990PLC005732

To,
The Members,
KRITI INDUSTRIES (INDIA) LIMITED
INDORE.

I have examined the registers, records, books and papers of KRITI INDUSTRIES (INDIA) LIMITED as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2014. In my opinion, and to the best of my information and according to the examinations carried out by me and explanations and certifications furnished to me by the Company and its officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, as per due date of filing and the date of filing mentioned in the Annexure
3. The Company, being a Public Limited Company no comment is required on maximum number of members and invitation to public for subscription of shares and acceptance of deposits.
4. The Board of Directors duly met Four (4) times respectively on 4th May 2013, 26th July 2013, 12th November 2013 and 27th January 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 06th September, 2013 to 14th September 2013 and complied with the necessary compliance of Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31st March 2013 was held on 14th September 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contract attracting with the provision of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. Since there were no instances attracting provisions of Section 314, the Company was not required to obtain approvals from the Board of directors, members or Central Government, as the case may be.
12. The Company has not issued any duplicate certificates during the financial year under consideration.
13. The Company :
 - a. has delivered all the Share Certificates on lodgment thereof for transfer/transmission of securities in accordance with the provisions of the Act. However there was no allotment during the year under scrutiny.
 - b. has deposited Rs. 74,40,528 in a separate bank account as dividend was declared during the financial year.
 - c. Has posted warrants for dividends to the members as dividend was declared during the financial year.
 - d. has transferred the pending amount of unpaid dividend account for 2005-2006 amounting to Rs. 278,556 in Investor Education and Protection Fund.
 - e. Has duly complied with the requirements of Section 217 of the Act.



14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-Time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any share, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued Preference Shares and Debentures so there was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. On the basis of information and explanation given to me the Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company from Financial Institutions, Banks and others during the financial year ending is within the borrowing limits of the company.
25. The Company has made loans, advances, given guarantees and provided securities to other bodies corporate, and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to the situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There were no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offences under the Act.
32. The Company has not received any moneys as security from its employees during the financial year.
33. The Company has deposited both employees and employers contribution to Provident Fund with prescribed authorities pursuant to the provisions of Section 418 of the Companies Act, 1956.

ASHISH KARODIA
Company Secretary
C.P. No. 6375

Place: Indore
Date: 29.05.2014

**SECRETARIAL COMPLIANCE CERTIFICATE – ANNEXURE – “A”****Registers as maintained by the Company:**

S. No.	Section No.	Name of the Register
1.	209	Books of Accounts
2.	150	Register of Members
3.	303	Register of Directors
4.	307	Register of Director's Shareholding
5.	143(1)	Register of Charges
6.	108	Register of share transfer

SECRETARIAL COMPLIANCE CERTIFICATE – ANNEXURE – “B”

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March 2014.

S. No.	Form No./ Return	Date of Filing	Receipt No.	Whether filed within prescribed time	Whether additional fees paid (if delay in filing)
1.	Secretarial Compliance Certificate	19/09/2013	Q11394392	Yes	N.A.
2.	Annual Return as on 14/09/2013	10/10/2013	Q13002829	Yes	N.A.
3.	Annual Accounts for 31.03.2013	03/12/2013	Q26576694	Yes	N.A.
4.	Form 11INV	26/10/2013	B87780706	Yes	N.A.
5.	Form 17	23/01/2014	B94345097	Yes	No
6.	Form 8	11/10/2013	B86569563	Yes	No
7.	Form 23C	27/05/2013	S21133129	Yes	No
8.	Form 5INV	25/02/2014	S29402328	N.A.	N.A.
9.	Form 17	21/05/2013	B75367177	Yes	No
10.	Form 17	21/05/2013	B75402370	Yes	No
11.	Form 17	21/05/2013	B75367359	Yes	No
12.	Form 17	21/05/2013	B75408625	Yes	No
13.	Form 17	21/05/2013	B75409607	Yes	No
14.	Form 17	20/05/2013	B75342345	Yes	No
15.	Form 17	21/05/2013	B75389825	Yes	No
16.	Form 17	20/05/2013	B75338178	Yes	No
17.	Form 17	20/05/2013	B75339507	Yes	No



18.	Form 17	21/05/2013	B75399402	Yes	No
19.	Form 17	21/05/2013	B75405936	Yes	No
20.	Form 17	21/05/2013	B75397844	Yes	No
21.	Form 17	21/05/2013	B75384271	Yes	No
22.	Form 17	21/05/2013	B75385500	Yes	No
23.	Form 17	21/05/2013	B75397232	Yes	No
24.	Form 17	20/05/2013	B75337287	Yes	No
25.	Form 17	27/01/2014	B94647732	Yes	No
26.	Form 17	17/04/2013	B72884331	Yes	No
27.	Form 17	29/01/2014	B94848553	Yes	No
28.	Form 17	21/05/2013	B75388983	Yes	No
29.	Form 17	21/05/2013	B75411884	Yes	No
30.	Form 8	07/11/2013	B88573159	Yes	No
31.	Form 8	17/07/2013	B79550844	Yes	No
32.	Form 25C	01/10/2013	B85739209	Yes	No
33.	Form 23	22/08/2013	B82333295	Yes	No
34.	Form 8	15/05/2013	B75018978	Yes	No

Place: Indore
Date: 29.05.2014

ASHISH KARODIA
Company Secretary
C.P. No. 6375



INDEPENDENT AUDITOR'S REPORT

To the Members of,

KRITI INDUSTRIES (INDIA) LIMITED

Report on the Financial Statements

We have audited the accompanying financial Statements of Kriti Industries (India) Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section 3(C) of section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13.09.2013 issued by the Ministry of Corporate Affairs, in respect of section 133 of the Companies Act, 2013 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014,
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

I. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters



specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance sheet, Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of accounts.
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting standards referred to in the Companies Act, 1956 read with General Circular 15/2013 dated 13.09.2013 issued by the Ministry of Corporate Affairs, in respect of section 133 of the Companies Act, 2013
- (e) On the basis of the written representations received from the directors as on 31st March, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (I) of Section 274 of the Act.

Place : Indore

Dated: 29th May, 2014

**For R. D. Asawa & Co.
Chartered Accountants
(FRN 001164C)**

**R. D. Asawa
Proprietor
Membership No.16562**

KRITI INDUSTRIES (INDIA) LTD. (2013-14)

Annexure to the Independent Auditor's Report

Referred to in Paragraph 1 under the Heading of "Report on other legal and regulatory requirements" of our report of even date

1. In respect of Company's fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has physically verified certain assets during the year in accordance with a programme of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the company during the year.

2. In respect of Company's inventories:

- (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. In respect of the loans, secured or unsecured, granted or taken by the company to / from companies, firms or



other parties covered in the register maintained under section 301 of the Companies Act, 1956:

- (a) In respect Company has granted unsecured loans to 2 party, covered in the register maintained U/S 301 of the Act, and amount involved is Rs. 2332.00 lacs.
 - (b) Rate of interest and other terms and conditions of loan given are not prima facie prejudicial to the interest of company.
 - (c) In our opinion receipt of principal and interest is regular as stipulated.
 - (d) In our opinion there is no overdue of interest or principal.
 - (e) Company has taken unsecured loan from 3 parties covered in the register maintained U/S 301 of the Act, and amount involved is Rs. 640 lacs.
 - (f) Rate of Interest and other terms and conditions of loan taken are prima facie not prejudicial to the interest of the company.
 - (g) Company is regular in repaying principle amount and interest as stipulated.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services Further, the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under that Section, have been so entered.
- (b) According to the information and explanations given to us, there are transaction for purchase of DEPB Licenses etc, in excess of Rs.5lacs in respect of each party covered u/s 301 of the Act. There is no similar transaction available for comparison and therefore reasonableness of price/value of transaction could not be ascertained. However there are no other transaction for sale/purchase of services etc.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under and therefore clause is not applicable to the company.
7. In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
8. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State insurance, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and any other statutory dues as applicable with the appropriate authorities during the year.
- (b) The disputed statutory dues that have not been deposited on account of disputed matters pending before appropriate authorities are as under:



Nature of dues	Related	Forum where dispute is pending	Amount (Rs.)
Central Sales Tax	2004-05	High Court	1836995
Central Sales Tax	2005-06	High Court	7238189
Central Sales Tax	2006-07	High Court	1335795
Entry Tax	2007-08	Appellate Board BHOPAL	1808843
Central Excise Tax	2007-08	Deputy Commissioner	947051
Central Sales Tax	2008-09	Appellate Board BHOPAL	114553
Central Excise Tax	2010-11	Comm. Appeal(1), Indore	2662714
Central Sales Tax	2009-10	Appellate Board BHOPAL	227206
Central Sales Tax	2010-11	Appellate Board BHOPAL	724979
M.P. Commercial Tax	2009-10	Appellate Board BHOPAL	741835
M.P. Commercial Tax	2010-11	Appellate Board BHOPAL	3802001
Income Tax	2011-12	CIT (A), Indore	13306890

10. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses during the current and the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanation given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions, banks or debenture holders.
12. According to the information and explanations given to us and based on the documents and records produced before us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. Company has not given any guarantees for loans taken by others from banks or institutions, and therefore commenting over terms and conditions does not arise.
16. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company for the purposes for which the loans were obtained.
17. According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment.
18. The Company has not made preferential allotment of shares to the parties and companies covered under section 301 of the Act.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year, and therefore question of end use does not arise.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or detected during the year.

Place : Indore
Dated: 29th May, 2014

For R. D. Asawa & Co. , Chartered Accountants
(FRN 001164C)
R. D. Asawa, Proprietor, Membership No.16562



KRITI INDUSTRIES (INDIA) LIMITED

Balance Sheet as at 31st March, 2014

(₹ in lacs)

Particulars	Note No.	As at 31 st March, 2014	As at 31 st March, 2013
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	496.04	496.04
Reserves and Surplus	3	4459.55	4010.79
Non-Current Liabilities			
Long-term borrowings	4	848.19	922.60
Deferred tax liabilities (Net)	5	615.15	589.19
Other Long term liabilities	6	183.53	161.74
Current Liabilities			
Short-term borrowings	7	2146.03	2558.36
Trade payables	8	11169.21	9954.69
Other current liabilities	9	1175.77	1261.64
Short-term provisions	10	393.23	351.65
Total		21486.70	20306.70
II. ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	4580.10	4398.13
Intangible assets	12	35.23	48.58
Capital work-in-progress		117.02	17.78
Non-current investments	13	777.15	777.15
Long term loans and advances	14	114.97	106.39
Other non-current assets	15	30.00	0.00
Current assets			
Inventories	16	7485.74	7301.45
Trade receivables	17	5783.31	5209.20
Cash and bank balances	18	857.79	650.89
Short-term loans and advances	19	964.24	794.54
Other current assets	20	741.15	1002.59
Total		21486.70	20306.70

Significant Accounting Policies & Notes to the Accounts 1
As per our Report of even date attached

For R.D.Asawa & Co.
Chartered Accountants, FRN: 001164C

R.D.Asawa
Proprietor, M.No. 16562
Indore, 29th May 2014

For and on behalf of the Board of Directors

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Executive Director)

KRITI INDUSTRIES (INDIA) LIMITED**Statement of Profit and Loss for the year ended 31st March, 2014**

(₹ in lacs)

Particulars	Note No.	2013-14	2012-13
Revenue from operations	21	39665.57	35404.70
less: Excise Duty		3842.33	3468.96
		35823.24	31935.74
Other Income	22	115.40	186.28
Total Revenue		35938.64	32122.02
Expenses:			
Cost of materials consumed		28595.11	24348.58
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		(32.08)	609.16
Employee benefit expense	23	1491.27	1371.48
Financial costs	24	1372.50	1361.58
Depreciation and amortization expense	11-12	445.32	421.04
Other expenses	25	3240.31	3235.61
Total Expenses		35112.44	31347.44
Profit Before Tax		826.20	774.58
Tax expense:			
Current tax		265.00	220.00
Deferred tax		25.96	52.78
Profit/(Loss) for the year		535.24	501.80
Earning per equity share:			
(1) Basic		1.08	1.01
(2) Diluted		1.08	1.01

Significant Accounting Policies & Notes to the Accounts 1

As per our Report of even date attached

For R.D.Asawa & Co.
Chartered Accountants
FRN: 001164C

R.D.Asawa
Proprietor
M.No. 16562

For and on behalf of the Board of Directors

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Executive Director)

Indore, 29th May 2014

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Balance Sheet and Statement of Profit & Loss A/c.**

(₹ in lacs)

NOTE	As at 31 st March, 2014	As at 31 st March, 2013
2. SHARE CAPITAL		
2.1 AUTHORIZED		
2.1.1 80000000 Equity Shares of Re. 1/- each	800.00	800.00
2.1.2 2000000 Optional convertible Preference Shares of Rs. 10/- each	200.00	200.00
2.2 ISSUED, SUBSCRIBED AND PAID UP		
2.2.1 49603520 equity shares of Rs 1/- each fully paid up. Out of which 49603520 shares issued on 27.01.2010 as fully paid up on account of scheme of arrangement as approved by The Hon'ble High Court of M.P. Indore Bench. The company has issued only one class of shares referred to as equity shares having a par value of Rs.1 each. Holder of the equity share as referred in the records of the company as of date of the shareholder's meeting is referred to one vote in respect of each share held for all matters submitted to vote in the shareholder's meeting. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation of the company the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts.		
2.2.2 Reconciliation of shares		
2.2.2.1 Opening Balance of 49603520 shares of Rs. 1/- each	496.04	496.04
2.2.2.2 Issued during the year	0.00	0.00
2.2.2.3 Closing Balance 49603520 shares of Rs. 1/- each	496.04	496.04
Total	496.04	496.04
2.3 SHAREHOLDER HOLDING MORE THAN 5 % OF SHARES OF THE COMPANY AND ITS PERCENTAGE		
2.3.1 SAKAM TRADING PRIVATE LIMITED (Holding Company)		
Current year : No. of Shares: 25843673, % of Shares: 52.10%		
Previous year : No. of Shares: 25843673, % of Shares: 52.10%		
Pursuant to the Hon'ble High Court of M.P. order dated 1.11.2011 approving the scheme of amalgamation of promoter group companies viz Kriti Corporate Service Pvt.Ltd., Kriti Auto Accessories Private Ltd., Kasta Pipes Pvt.Ltd.and Shipra Pipe Pvt Ltd. with Sakam Trading Pvt.Ltd., the Shareholding of the above transferor companies are vested in Sakam Trading Pvt.Ltd. Thus Sakam Trading Pvt.Ltd. becomes holding company w.e.f.27.02.12 of Kriti Industries Ltd.		
2.3.2 CHETAK BUILDERS PRIVATE LIMITED		
Current Year: No. of Shares: 4469258, % of Shares: 9.01%		
Previous year : No. of Shares: 4469258, % of Shares: 9.01%		
3 RESERVES & SURPLUS		
3.1 GENERAL RESERVES		
3.1.1 Opening Balance	2500.00	2400.00
3.1.2 Add: Transfer from P&L	100.00	100.00
3.1.3 Closing Balance	2600.00	2500.00
3.2 SHARE PREMIUM ACCOUNT		
3.2.1 Opening Balance	466.14	466.14
3.2.2 Add: Transfer from P&L	0.00	0.00
3.2.3 Closing Balance	466.14	466.14



KRITI INDUSTRIES (INDIA) LIMITED

NOTES Forming Part of The Balance Sheet and Statement of Profit & Loss A/c.

(₹ in lacs)

NOTE	As at 31 st March, 2014	As at 31 st March, 2013
3.3 CONTINGENCY RESERVE		
3.3.1 Opening Balance	75.00	75.00
3.3.2 Add: Transfer from P&L	0.00	0.00
3.3.3 Closing Balance	75.00	75.00
3.4 SHARE FORFEITURE ACCOUNT		
3.4.1 Opening Balance	2.73	2.73
3.4.2 Add: Transfer from P&L	0.00	0.00
3.4.3 Closing Balance	2.73	2.73
3.5 SURPLUS		
3.5.1 Statement of Profit & Loss		
3.5.1.1 Opening Balance	966.92	651.60
3.5.1.2 Add Profit & Loss during the period	535.24	501.80
	1502.16	1153.40
Less:		
3.5.2 Proposed Dividend @ Rs. 0.15 per share (Previous year Rs. 0.15 per share)	74.41	74.41
3.5.3 Corporate Dividend Tax	12.07	12.07
3.5.4 Transferred to General Reserve	100.00	100.00
3.5.5 Transferred to Contingency Reserve	0.00	0.00
Balance in Surplus	1315.68	966.92
Total	4459.55	4010.79
4 LONG TERM BORROWINGS		
4.1 TERM LOAN (Installment due within 12 months shown in Current Liabilities)		
4.1.1 SECURED		
4.1.1.1 From Banks		
a) IDBI Bank Ltd.		
(i) (Repayable in 19 Qtrly instalments , Last instalment due on 1st April, 2014, Rate of Interest 14.75% p.a.at year end.	0.00	19.00
(ii) (Repayable in 42 monthly instalments , Last instalment due on 1st March, 2016, Rate of Interest 14.75% p.a.at year end.	171.23	342.73
b) Sate bank of hyderabad 2.10 Crore (Repayable in 11 qtrly instalments , Last instalment due on 31st December, 2014, Rate of Interest:13.60% p.a.at year end.	0.00	42.81
c) Bank of India (Repayable in 17 qtrly instalments , Last instalment due on 30th June, 2016, Rate of Interest: 13.65% p.a.at year end.	277.13	518.06
d) State Bank of Hyderabad 5.00 Crore (Repayable in 20 qtrly instalments , Last instalment due on 31st March, 2019, Rate of Interest:13.50% p.a.at year end.	399.83	0.00
(Above loans are secured by First charge/ Mortgage on fixed assets of the company and personal guarantee of Managing Director)		
Total	848.19	922.60

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Balance Sheet and Statement of Profit & Loss A/c.**

(₹ in lacs)

NOTE	As at 31 st March,2014	As at 31 st March,2013
5 DEFERRED TAX LIABILITY NET		
5.1 Deferred Tax Liability Net	615.15	589.19
Total	615.15	589.19
6 OTHER LONG TERM LIABILITIES UNSECURED		
6.1.1 Other Loans and advances	183.53	161.74
Total	183.53	161.74
7 SHORT TERM BORROWINGS		
7.1 Loans repayble on Demand		
7.1.1 SECURED		
From banks	2080.58	2558.36
(Secured by hypothecation of finished goods, Raw material, Stock in process, store and spares, sundry debtors, export bills, receivables and second charge on fixed assets of the company and personal guarantee of Managing director)		
7.1.2 UNSECURED	65.45	0.00
Total	2146.03	2558.36
8 TRADE PAYABLES		
8.1 Sundry Creditors	11169.21	9954.69
Total	11169.21	9954.69
9 OTHER CURRENT LIABILITIES		
9.1 Outstanding Expenses	186.09	129.37
9.2 Statutory Liabilities	401.47	479.49
9.3 Current maturities of Long term debt (Refer Point no. 5 of Note no.1)	571.90	636.36
9.4 Unpaid dividends	16.31	16.42
Total	1175.77	1261.64
10 SHORT TERM PROVISIONS		
10.1 Provision for employees benefits (bonus)	41.76	45.17
10.2 Provision of Income Tax	265.00	220.00
10.3 Proposed dividend	74.40	74.41
10.4 Corporate Dividend Tax	12.07	12.07
Total	393.23	351.65



KRITI INDUSTRIES (INDIA) LIMITED

NOTES Forming Part of The Balance Sheet and Statement of Profit & Loss A/c.

11-12. Fixed Assets

(₹ in lacs)

S.No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
		Rate	1 st April 2013	Additions	Deduction	Total	1 st April 2013	For Year	Written Back	Total	31 st March 2014	31 st March 2013
11	TANGIBLE											
11.1	Land	0.00	116.88	0.00	0.00	116.88	0.00			0.00	116.88	116.88
11.2	Factory Building	3.34	951.33	28.83	0.00	980.16	299.18	32.08	0.00	331.26	648.90	652.15
11.3	Plant & Machinery	5.28	4867.78	560.49	3.44	5424.83	1791.19	256.22	0.89	2046.51	3378.32	3076.60
11.4	Dies & Moulds	16.21	1288.57	19.82	0.00	1308.39	825.83	122.06	0.00	947.89	360.50	462.74
11.5	Vehicles	9.50	45.12	0.00	12.04	33.08	27.17	2.95	10.27	19.85	13.23	17.95
11.6	Furniture & Fixture	6.33	85.88	5.94	0.00	91.83	44.21	4.94	0.00	49.15	42.68	41.67
11.7	COMPUTER	16.21	136.84	0.97	0.00	137.81	106.71	11.52	0.00	118.23	19.58	30.13
12	INTANGIBLE											
12.1	Software	16.21	120.63	2.21	0.00	122.84	72.06	15.55	0.00	87.61	35.23	48.58
	TOTAL RS.		7613.04	618.27	15.48	8215.83	3169.34	445.32	11.16	3600.50	4615.33	4446.71
	Previous Year		6831.89	781.15	0.00	7613.04	2745.30	421.04	0.00	3166.34	4446.71	4086.60

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Balance Sheet and Statement of Profit & Loss A/c.**

(₹ in lacs)

NOTE	As at 31 st March,2014	As at 31 st March,2013
13 NON- CURRENT INVESTMENT		
13.1 National Saving Certificate	0.14	0.14
Trade Investment in equity instruments		
13.2 Unquoted		
13.2.1 Sahkari Audhyogik Vasahat Limited (1 Share of Rs.500/-)	0.01	0.01
13.2.2 Kriti Auto Engineering & Plastic Private Limited (100% Subsidiary) (3875000 Shares of Rs.10/- each)	777.00	777.00
Total	777.15	777.15
14 LONG TERM LOANS AND ADVANCES		
14.1 SECURITY DEPOSITS	114.97	106.39
Total	114.97	106.39
15 OTHER NON CURRENT ASSETS		
15.1 Inter Corporate Deposit	30.00	0.00
Total	30.00	0.00
16 INVENTORIES		
16.1 Raw Material	2973.97	2845.29
16.2 Finished Goods	3874.99	3842.91
16.3 Stores and Spares & others (Mode of valuation of above stocks are as per Point no. 2.6 of Note no. 1)	636.78	613.25
Total	7485.74	7301.45
17 TRADE RECEIVABLES		
17.1 Trade Receivables (Unsecured considered good) Over Six months from the date they become due	432.09	260.17
Others	5351.22	4949.03
Total	5783.31	5209.20
18 CASH AND BANK BALANCES		
18.1 Cash & Bank Balance		
18.1.1 Balances with Banks	9.83	2.55
18.1.2 Cash on hand	4.10	4.58
18.2.1 Unpaid dividend	16.31	16.42
18.2.2 Fixed deposit with banks against margin money (Above 12 months Rs.33.89 Lacs, Previous year Rs. 248.16 Lacs)	827.55	627.34
Total	857.79	650.89

KRITI INDUSTRIES (INDIA) LIMITED**NOTES Forming Part of The Balance Sheet and Statement of Profit & Loss A/c.**

(₹ in lacs)

NOTE	As at 31 st March,2014	As at 31 st March,2013
19 SHORT-TERM LOANS AND ADVANCES		
19.1 Unsecured, Considered good	964.24	794.54
Advances recoverable in cash or kind or for value to be received		
Total	964.24	794.54
20 OTHER CURRENT ASSETS		
20.1 Sundry Deposits	27.28	27.19
20.2 Advance Tax/ Tax Deducted at source	199.64	236.46
20.3 CENVAT	199.79	432.81
20.4 Accrued Interest/ Income	39.44	31.13
20.5 Insurance Claim Receivable	275.00	275.00
Total	741.15	1002.59
NOTE	2013-14	2012-13
21 REVENUE FROM OPERATIONS		
21.1 Sale of Products	39648.17	35387.45
21.2 Other operating revenues	17.40	17.25
	39665.57	35404.70
21.3 Less: Excise Duty	3842.33	3468.96
Total	35823.24	31935.74
22 OTHER INCOME		
22.1 Interest Income	112.38	176.76
22.2 Other Non-operating Income	3.02	9.52
Total	115.40	186.28
23 EMPLOYEE BENEFITS EXPENSES		
23.1 Salaries & Wages	1201.32	1101.18
23.2 Contribution to provident and other fund	82.55	76.90
23.3 Staff Welfare Expenses	127.41	117.24
23.4 Director Remuneration	74.23	70.40
23.5 P.F on Director Remuneration	5.76	5.76
Total	1491.27	1371.48
24 FINANCIAL COST		
24.1 Interest Expenses	1057.27	1164.93
24.2 Other Borrowing Cost	315.23	196.65
Total	1372.50	1361.58

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Balance Sheet and Statement of Profit & Loss A/c.**

(₹ in lacs)

NOTE	2013-14	2012-13
25 OTHER EXPENSES		
(I) Manufacturing Expenses		
25.1 Stores and Spares Consumed	276.20	201.72
25.2 Power Charges	927.59	836.85
25.3 Freight & Cartage	183.90	206.51
25.4 Repairs & Maintenance	49.90	30.75
25.5 Insurance Charges	27.95	12.07
25.6 Water Charges	13.57	12.41
25.7 Loss on Sale of Fixed asset	1.40	0.00
25.8 Excise Duty on Closing Stock	345.57	468.54
25.9 Miscellaneous Manufacturing Expenses	42.41	46.13
Sub Total (I)	1868.47	1814.98
(II) Administrative Expenses		
25.10 Stationery & Printing	2.48	2.29
25.11 Computer Expense	9.51	6.18
25.12 Rent, Rates and Taxes	93.12	33.32
25.13 Postage, Telegram and Telephones	25.92	20.94
25.14 Auditor's Fees	2.00	1.50
25.15 Conveyance Expenses	58.56	14.61
25.16 Legal & Professional Charges	82.20	111.93
25.17 Miscellaneous Expenses	41.43	46.62
25.18 Director's Meeting Fee	0.16	0.13
25.19 Net gain/ loss on foreign currency transactions	71.42	130.86
Sub Total (II)	386.78	368.38
(III) Selling & Distribution Expenses		
25.20 Advertisement & Publicity	20.11	18.78
25.21 Sales Promotion Expenses	109.45	145.12
25.22 Brokerage & Commission	111.35	108.12
25.23 Freight Outward	540.48	520.08
25.24 Sales Tax & Octroi	0.10	0.00
25.25 Travelling Expenses	196.07	249.68
25.26 Bad debts	7.51	10.47
Sub Total (III)	985.06	1052.25
TOTAL (I+II+III)	3240.31	3235.61



NOTES - 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS 31.03.2014

1. Corporate Information

Kriti Industries (India) Ltd., a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 on 09/11/1995 and having its Registered office in Indore (MP). The companies shares are listed in the Bombay Stock Exchange (BSE) and Madhya Pradesh Stock Exchange (MPSE).

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India ('ICAI'), The Companies Accounting Standard Rules, 2006 and relevant provisions of Companies Act, 1956 ("the Act") to the extent applicable.

2.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Fixed assets and depreciation

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including import duties and other non-refundable taxes or levies and any directly, attributable cost of bringing the asset to the working condition for its intended use.

Depreciation is provided on the straight-line method ('SLM') as per the depreciation rates prescribed in Schedule XIV of the Act. Depreciation is calculated from the beginning of the next month from the date when the asset is first put to use.

Capital Work-In-Progress includes the cost of fixed assets that are not ready to use at the balance sheet date and advances paid to acquire capital assets before the balance sheet date.

2.4 Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit & loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.5 Investments

Investments classified as long term investment are carried at cost. Provision for diminution, if any, is made to recognize a decline other than temporary, in the value of the investment.

2.6 Inventories

1. Stores and Spares parts, etc: At Cost, with moving average price on FIFO basis

2. Raw materials: At cost, with moving average price on FIFO basis.



3. Finished Goods: At estimated cost or net realizable value (whichever is lower)

Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

2.7 Revenue recognition

- (a) Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods. Sales are stated exclusive of Value Added Tax.
- (b) Dividend income is recognized when the right to receive the dividend is established.

2.8 Employee Benefits

- (a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.

- (b) Post-Employment Benefits

- (i) Defined Contribution Plans: The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company's contribution paid/payable under the schemes is recognized as expense in the profit and loss account during the period in which the employee renders the related service.

- (ii) Defined Benefit Plans: The Company has taken Group Gratuity and Cash Accumulation Policy issued by the Life Insurance Corporation of India (LIC). The present value of the obligation under such defined benefit plans is determined based on actuarial valuation as advised by LIC, using the Projected Unit Credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, are as advised by LIC.

Actuarial gains and losses are recognized immediately in the Profit & Loss Account.

2.9 Foreign Currency Transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the profit and loss account of the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the closing exchange rate/ forward contract booked (if any) and the resultant exchange differences are recognized in the profit and loss account.

Realized gain or loss on cancellation of forward exchange contract is recognized in the Profit and Loss Account for the year.

2.10 Borrowing Costs

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standard Rules 2006.

2.11 Taxation

Tax expenses for the current year comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act 1961. Deferred tax is recognized, on timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.



2.12 Earning Per Share

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

2.13 Provisions for contingencies

Provisions comprise liabilities of uncertain timing or amount. Provisions are recognized when the company recognizes it has a present obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Disclosures for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources when there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Contingent assets are not recognized in the financial statements.

3. In the opinion of the Board of Directors of the Company, the Current Assets, Loans and Advances have a value realizable in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

4. Contingent liabilities

4.1 Estimated amount of contracts remaining to be executed on Capital Account Rs. 0.41 lacs net of advance given (Previous Year Rs. 4.24 lacs)

4.2 Bank has given guarantee on behalf of the Company to various parties to the extent of Rs.1610.80 lacs (Previous Year Rs. 418.56 lacs.)

5. Installments of term loans from financial institutions falling due within one year are Rs 571.90 lacs (Previous year Rs. 636.36 lacs).
6. Company's Income tax assessments have been completed up to Assessment year 2011-12. In which Income Tax Dept. has raised a demand of Rs.133.07 lacs against which company has filed appeal before CIT (A). Company has not made any provision against such demand and shall be dealt with in books when crystallised finally. In the opinion of Board of Director's provision made for Income Tax is adequate.

7. Remuneration Paid/Payable to Managing Director / Executive Director

Paid / Payable (Rs. In Lacs)	Current Year	Previous year
Remuneration	64.26	64.26
Commission	15.73	11.90

8. Unpaid overdue amount due on March 31, 2014 to Micro Small and Medium Enterprises and/or ancillary industrial suppliers on account of principal together with interest aggregate to Rs. Nil.
This disclosure is on the basis of the information available with the company regarding the status of the supplier as defined under the Micro, Small and Medium Enterprises Development Act, 2006.
9. The amount of Foreign Exchange gain/(loss) included in the profit & loss account is Rs.(71.42) lacs (Previous Year gain/ (loss) Rs. (130.86) lacs).
10. A fire broke in the factory premises at Pithampur on 13th January 2013 midnight destroying finished goods inventory lying in the yard to the tune of Rs.280 Lacs for which company has filed claim with insurance company for Rs. 275 Lacs (Net of excess clause). As on date final settlement of claim is pending with insurance company, shown as receivable at Rs. 275.00 Lacs under the head Other Current Assets. Income / loss shall be dealt in books in the year of final settlement / receipt.



11. The disclosure required as per Accounting Standard (AS) 15 "Employees Benefit" issued by the Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standards Rules, 2006 and based on the report generated by Life Insurance Corporation of India (LIC) is as under

(a) The company has taken Group Gratuity and Cash Accumulation Policy issued by the LIC, which is a defined benefit plan.

(b) Table showing changes in present value of obligations as on	31/03/2014	31/03/2013
	(₹ in Lacs)	(₹ in Lacs)
Present value of obligations as at beginning of the year	81.49	48.40
Interest Cost	6.52	3.87
Current Service Cost	17.59	16.30
Benefit Paid	(3.27)	(1.19)
Actuarial (gain)/loss on obligations	(4.15)	14.11
Present value of obligations as at end of the year	98.19	81.49
(c) Table showing changes in the fair value of plan assets as on	31/03/2014	31/03/2013
Present value of obligations as at beginning of the year	80.19	58.39
Expected return on plan assets	6.81	5.39
Contribution	0.00	17.59
Benefit Paid	(3.27)	(1.19)
Actuarial gain/(loss) on plan assets	NIL	NIL
Fair value of the plan assets at the end of the year	83.74	80.19
(d) Table showing fair value of plan assets as on	31/03/2014	31/03/2013
Fair value of plan assets at beginning of the year	80.19	58.39
Actual return on plan assets	6.81	5.39
Contribution	0.00	17.59
Benefit Paid	(3.27)	(1.19)
Fair value of the plan assets at the end of the year	83.74	80.19
Funded status	(14.45)	(1.30)
Excess of actual over estimated return on plan assets	NIL	NIL
(Actual Rate of return= estimated rate of return as ARD falls on 31/03/2014)		
(e) Actuarial Gain/Loss recognized as on	31/03/2014	31/03/2013
Actuarial (Gain)/Loss for the year-obligation	4.15	(14.11)
Actuarial (Gain)/Loss for the year-plan assets	NIL	NIL
Total (Gain)/Loss for the year	(4.15)	14.11
Actuarial (Gain)/Loss recognized for the year	(4.15)	14.11
(f) Expenses recognized in statement of profit and loss	31/03/2014	31/03/2013
Current Service Cost	17.59	16.30
Interest cost	6.52	3.87
Expected return on Plan Asset	(6.81)	(5.39)
Net Actuarial (Gain)/Loss recognized in the year	(4.15)	14.11
Expenses recognized in the statement of profit & loss	13.15	28.89
(g) Assumption		
Discount rate	8%	8%
Salary Escalation	7%	7%



12. Deferred Tax Calculations

Sr. No.	Deffered Tax Liability/ (assets)	Current Year	Previous Year
a.	Deffered Tax Liability (net) For The Year	25.96	52.78
b.	Opening Bal. Of Deffered Tax Liability	589.19	536.41
c.	Closing Bal. Of Deffered Tax Liability	615.15	589.19

13. The Company has entered into leasing agreement with Sakam Trading Pvt. Ltd. for the lease of Commercial Premises. The disclosure as per Para 25 of Accounting Standard – 19 “LEASES”

Sr. No.	Deffered Tax Liability/ (assets)	Current Year	Previous Year
a.	Not Later than One Year	10.37	11.1
b.	Later than One Year Not Later than Five Years	46.15	51.41
c.	Lease payment recognized in Profit & Loss a/c for the Period	11.61	10.09

Figures are exclusive of Service Tax.

14. EARNING PER SHARE

The Company's share capital consists of equity share. The basic and diluted earning per share is calculated as under:

Sr. No.	Nature of Transaction	Current Year	Previous Year
1.	Number of Shares	49603520	49603520
2.	Profit contribution for Basic EPS (Rs in lacs)	535.24	501.80
3.	Extra Ordinary Items (Within the meaning of AS-5, Net	NIL	NIL
	Changes in the Accounting Policies)		
4.	Basic Earning Per Share	1.08	1.01
5.	Diluted Earning Per Share	1.08	1.01
6.	Nominal Value Per Share	1.00	1.00

15. In accordance with the Accounting Standard (AS) 18 “Related Party Disclosures” issued by The Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standards Rules, 2006 the names of the related parties and the relevant disclosure is as under:-

(a) Name of the related party and description of relationship:

i. Key Management Personnel:

Shri Shiv Singh Mehta, Managing Director

Smt. Purnima Mehta, Executive Director

ii. Relatives of Key Management Personnel

Shri Saurabh Singh Mehta (Son of Managing Director/ Executive Director)

Smt. Devki Hirawat (Daughter of Managing Director/ Executive Director)

iii. Subsidiary Company

1) Kriti Auto & Engineering Plastic Pvt. Ltd (Wholly owned Subsidiary Company)



iv Companies/entities under the control of Key Management Personnel

- 1) Sakam Trading Pvt. Ltd. (Holding Company)
- 2) Kriti Nutrients Ltd. (Subsidiary company of Sakam Trading Pvt. Ltd.)
- 3) Chetak Builders Pvt. Ltd. (Subsidiary company of Sakam Trading Pvt. Ltd.)

The following transaction were carried out with the related parties in the ordinary course of business

(Rs. In lacs)

S. No.	Nature of Transaction	Subsidiary	Key Management Personnel	Relatives of Key Management Personnel	Companies/entities under the control of Key Management Personnel
1.	DEPB License purchased	NIL (NIL)	NIL (NIL)	NIL (NIL)	258.91 (368.98)
2.	DEPB License sale	NIL (NIL)	NIL (NIL)	NIL (NIL)	1.01 (NIL)
2.	Sale of Consumable Items	NIL (NIL)	NIL (NIL)	NIL (NIL)	37.95 (1.30)
3.	Purchase of Consumable Items	52.67 (NIL)	NIL (NIL)	NIL (NIL)	0.60 (NIL)
4.	Remuneration	NIL (NIL)	79.99 (76.16)	9.75 (9.65)	NIL (NIL)
5.	Rent	NIL (NIL)	NIL (NIL)	NIL (NIL)	11.61 (11.34)
6.	Unsecured Loan Given	331.84 (NIL)	NIL (NIL)	NIL (NIL)	634.92 (286.67)
	Taken	9.74 (NIL)	NIL (NIL)	NIL (NIL)	2008.47 (1318.63)
7.	Interest Taken	2.24 (NIL)	NIL (NIL)	NIL (NIL)	2.65 (10.22)
8.	Interest Given	NIL (NIL)	NIL (NIL)	NIL (NIL)	14.41 (79.06)

***The figures mentioned in the brackets are previous year figures.**



16. Additional information required under Para (viii) of Part II of Revised Schedule VI of the Companies Act, 1956, is follows:

(₹ in lacs)

Sr. No.	Particulars	31.03.2014		31.03.2013	
a.	Value of Import on C.I.F. basis				
	i Raw Material	3562.06		4457.11	
	ii Components & Spare Parts	4.12		Nil	
	iii Capital Goods	6.4		169.81	
b.	Value of imported material consumed and percentage to the total consumption	Value	%	Value	%
	Raw Material				
	i Imported	3562.06	12.45%	4457.11	18.31%
	ii Indigenous	25033.05	87.55%	19891.46	81.69%
	Stores				
	i Imported	4.12	1.50%	-	-
	ii Indigenous	272.08	98.50%	201.72	100%
c.	Earning in Foreign Currency	Nil		Nil	
d.	Expenditure in foreign currency				
	i Interest	3.31		17.04	
	ii Others	1.75		3.81	

17. Auditor's Remuneration

(₹ in lacs)

Sr. No.	Auditor's Remuneration	31.03.2014	31.03.2013
a.	Statutory Audit Fees1	2.00	1.50
b.	Tax Audit Fees1	Nil	Nil
	Taxation & Other matters including Legal &		
c.	Professional Expenses.	0.70	0.18

Figures are exclusive of Service Tax.

18. Detail of Raw Material Consumption and sales

(₹ in lacs)

Particulars	Consumption
Raw Material	
Plastic Polymers	26106.62 (21440.49)
Others	2488.49 (2908.08)
Total	28595.11 (24348.57)



(₹ in lacs)

Particulars	Sales
Manufactured Product	
Pvc/ Hdpe Pipe/ Duct	33321.36 (29317.89)
Pvc Fittings	2052.36 (2066.76)
Others	432.12 (533.84)
Total	35805.84 (31918.49)

19. Previous year figures have been reclassified/regrouped wherever necessary.

Accounting policies & Notes to the Accounts
As per our report of even date attached.

For: R.D. ASAWA & Co.
Chartered Accountants

R.D.Asawa
(Proprietor)
M.No.16562

Place: Indore
Date: 29.05.2014

For & on Behalf of the Board

Shiv Singh Mehta **Purnima Mehta**
(Managing Director) **(Executive Director)**



KRITI INDUSTRIES (INDIA) LIMITED

Cash Flow As On 31st March, 2014

(₹ in lacs)

NOTE	Year Ended 31.3.2014		Year Ended 31.3.2013	
	Amount	Amount	Amount	Amount
Cash Flow From Operating Activities				
Net Profit before Tax		826.20		774.58
Adjustments for :				
Depreciation	445.32		421.04	
Dividend Received	0.00		-	
(Profit)/ Loss on Sale of Fixed Assets	1.40		-	
Financial Income	(115.40)		(186.28)	
Financial Expense	1372.50	1703.82	1,361.59	1,596.35
Increase / (Decrease) in Trade Payables	1214.53		3,183.36	
Increase / (Decrease) in Short term Provisions	(223.42)		(190.86)	
Increase / (Decrease) in Other Current Liabilities	(21.30)		(778.94)	
(Increase) / Decrease in Inventories	(184.29)		(191.63)	
(Increase) / Decrease in Trade Receivables	(574.11)		(2,162.71)	
(Increase) / Decrease in Long term Loans & Advances	(8.57)		(25.23)	
(Increase) / Decrease in Other Non Current Assets	(30.00)		90.00	
(Increase) / Decrease in Short term Loans & Advances	(169.70)		(247.29)	
(Increase) / Decrease in Other Current Assets	443.45		45.49	
	446.58		(277.82)	
Tax Paid		(182.00)		(184.65)
Cash Flow From Investing Activities				
Dividend Income	0.00		-	
Financial Income	115.40		186.28	
Sale Proceed Of Fixed Assets (Net)	2.92		-	
Purchase of Fixed Assets	(717.51)		(721.57)	
Investment in Fixed Deposits having maturity of more than three months	(200.21)		(50.91)	
Cash Flow From Financing Activities				
Proceeds from Long Term Borrowings	499.82		491.32	
Repayment of Long Term Borrowings	(638.70)		(623.26)	
Net Increase / (Decrease) in Long Term Borrowings	(138.88)		(131.94)	
Increase / (Decrease) in Other Long Term Liability	21.78		29.89	
Increase / (Decrease) in Short Term Borrowings	(412.32)		231.40	
Dividend Paid on Equity Shares	(74.41)		(74.41)	
Dividend Distribution Tax Paid	(12.07)		(12.07)	
Financial Expenses	(1372.50)		(1,361.58)	



KRITI INDUSTRIES (INDIA) LIMITED

Cash Flow As On 31st March, 2014

(₹ in lacs)

Particulars	Year Ended 31.3.2014		Year Ended 31.3.2013	
	Amount	Amount	Amount	Amount
Net Cash Used In Financing Activities (C)		(1988.40)		(1,318.71)
Net Decrease In Cash and Cash Equivalents (A + B + C)		6.80		3.56
ADD :Cash and cash equivalents - Opening - 1st April		7.13		3.57
Cash and cash equivalents - Closing - 31st March		13.93		7.13

FOOTNOTE TO CASH FLOW STATEMENT:

1. Components of Cash and Cash Equivalents are produced as under:

Particulars	2013-2014	2013-2014
Cash & Cash Equivalents		
Balances with Banks		
Current Account	9.83	2.55
Fixed Deposit having maturity 3 month or less	-	-
Cheques, Draft on hand	-	-
Cash on hand	4.10	4.58
Total of Cash & Cash Equivalent	13.93	7.13

2. Reconciliation of Cash and Cash Equivalents with Cash and Bank as per the Balance Sheet Balances:

Particulars	2013-2014	2013-2014
Cash and cash equivalents as above	13.93	7.13
Add : Other Cash and Bank Balances		
Unpaid Dividend	16.31	16.42
Fixed Deposit account maturity more than 3 month & less than 12 month	793.66	379.18
Fixed Deposit account having maturity More than 12 Month	33.89	248.16
Cash and Bank Balances classified as Current (Refer Note 14)	857.79	650.89

As per our Report of even date attached

For R.D.Asawa & Co.
Chartered Accountants
FRN: 001164C

R.D.Asawa
Proprietor
M.No. 16562

Indore, 29th May 2014

For and on behalf of the Board of Directors

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Executive Director)



Independent Auditor's Report on Consolidated Financial Statements

To the Members of Kriti Industries (India) LTD

Report on the Financial Statements

We have audited the accompanying Consolidated financial Statements of Kriti Industries (India) Ltd. ("the Company") and its subsidiaries (the Company and its subsidiaries constitute the "Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2014, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Standards referred to in sub-section 3(C) of section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13.09.2013 issued by the Ministry of Corporate affairs, in respect of section 133 of the Companies Act, 2013 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2013,
- (b) In the case of the Consolidated Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Place : Indore

Dated: 29th May, 2014

**For: R. D. Asawa & Co., Chartered Accountants
(FRN 001164C)**

**R. D. Asawa, Proprietor
Membership No.16562**



KRITI INDUSTRIES (INDIA) LIMITED

Consolidated Balance Sheet as at 31st March 2014

(₹ in lacs)

Particulars	Note No.	As at 31 st March,2014	As at 31 st March,2013
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	496.04	496.04
Reserves and Surplus	3	4348.20	4001.13
Non-Current Liabilities			
Long-term borrowings	4	848.19	922.60
Deferred tax liabilities (Net)	5	708.08	688.14
Other Long term liabilities	6	183.53	161.75
Current Liabilities			
Short-term borrowings	7	2428.84	2769.65
Trade payables	8	11436.84	10269.35
Other current liabilities	9	1198.72	1282.44
Short-term provisions	10	394.64	353.09
Total		22043.08	20944.19
II. ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	5176.11	5040.06
Intangible assets	12	47.96	78.28
Capital work-in-progress		117.02	17.78
Non-current investments	13	1.15	1.15
Long term loans and advances	14	131.20	122.62
Current assets			
Inventories	15	7768.64	7652.73
Trade receivables	16	6214.92	5557.71
Cash and bank balances	17	867.33	659.81
Short-term loans and advances	18	965.78	796.81
Other current assets	19	752.97	1017.24
Total		22043.08	20944.19

Significant Accounting Policies & Notes to the Accounts 1

As per our Report of even date attached

For R.D.Asawa & Co.

Chartered Accountants, FRN: 001164C

R.D.Asawa

Proprietor , M.No. 16562

Indore, 29th May 2014

For and on behalf of the Board of Directors

Shiv Singh Mehta
(Managing Director)**Purnima Mehta**
(Executive Director)

**KRITI INDUSTRIES (INDIA) LIMITED****Consolidated Statement of Profit and Loss for the year ended 31st March 2014**

(₹ in lacs)

Particulars	Note No.	2013-14	2012-13
Revenue from operations	20	40986.42	36865.04
Less: Excise Duty		3989.35	3639.53
		36997.07	33225.51
Other Income	21	116.11	186.90
Total Revenue		37113.18	33412.41
Expenses:			
Cost of materials consumed		29459.63	25279.96
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		(38.01)	651.33
Employee benefit expense	22	1596.19	1499.19
Financial costs	23	1420.56	1404.09
Depreciation and amortization expense	11-12	509.41	485.70
Other expenses	24	3446.92	3442.10
Total Expenses		36394.69	32762.37
Profit Before Tax		718.49	650.04
Tax expense:			
Current tax		265.00	220.00
Deferred tax		19.96	49.80
Income Tax For Earlier Year			6.34
Profit/(Loss) for the year		433.53	373.90
Earning per equity share:			
(1) Basic		0.87	0.75
(2) Diluted		0.87	0.75

Significant Accounting Policies & Notes to the Accounts 1

As per our Report of even date attached

For R.D.Asawa & Co.
Chartered Accountants
FRN: 001164C

R.D.Asawa
Proprietor
M.No. 16562

Indore, 29th May 2014

For and on behalf of the Board of Directors

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Executive Director)

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Consolidated Balance Sheet and Statement of Profit & Loss A/c.**

(₹ in lacs)

NOTE	As at 31 st March,2014	As at 31 st March,2013
2. SHARE CAPITAL		
2.1 AUTHORIZED		
2.1.1 80000000 Equity Shares of Re. 1/- each	800.00	800.00
2.1.2 2000000 Optional convertible Preference Shares of Rs. 10/- each	200.00	200.00
Total	1000.00	1000.00
2.2 ISSUED, SUBSCRIBED AND PAID UP		
2.2.1 49603520 equity shares of Rs 1/- each fully paid up. Out of which 49603520 shares issued on 27.01.2010 as fully paid up on account of scheme of arrangement as approved by The Hon'ble High Court of M.P. Indore Bench. The company has issued only one class of shares referred to as equity shares having a par value of Rs.1 each. Holder of the equity share as referred in the records of the company as of date of the shareholder's meeting is referred to one vote in respect of each share held for all matters submitted to vote in the shareholder's meeting. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation of the company the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts.		
2.2.2 Reconciliation of shares		
2.2.2.1 Opening Balance of 49603520 shares of Rs. 1/- each	496.04	496.04
2.2.2.2 Issued during the year	0.00	0.00
2.2.2.3 Closing Balance 49603520 shares of Rs. 1/- each	496.04	496.04
Total	496.04	496.04
2.3 SHAREHOLDER HOLDING MORE THAN 5 % OF SHARES OF THE COMPANY AND ITS PERCENTAGE		
2.3.1 SAKAM TRADING PRIVATE LIMITED (Holding Company)		
Current year : No. of Shares: 25843673, % of Shares: 52.10%		
Previous year : No. of Shares: 25843673, % of Shares: 52.10%		
Pursuant to the Hon'ble High Court of M.P. order dated 1.11.2011 approving the scheme of amalgamation of promoter group companies viz Kriti Corporate Service Pvt.Ltd., Kriti Auto Accessories Private Ltd., Kasta Pipes Pvt.Ltd. and Shipra Pipe Pvt Ltd. with Sakam Trading Pvt.Ltd., the Shareholding of the above transferor companies are vested in Sakam Trading Pvt.Ltd. Thus Sakam Trading Pvt.Ltd. becomes holding company w.e.f. 27.02.12 of Kriti Industries (India)Ltd.		
2.3.2 CHETAK BUILDERS PRIVATE LIMITED		
Current Year: No. of Shares: 4469258, % of Shares: 9.01%		
Previous year : No. of Shares: 4469258, % of Shares: 9.01%		
3 RESERVES & SURPLUS		
3.1 GENERAL RESERVES		
3.1.1 Opening Balance	2500.00	2400.00
3.1.2 Add: Transfer from P&L	100.00	100.00
3.1.3 Closing Balance	2600.00	2500.00
3.2 SHARE PREMIUM ACCOUNT		
3.2.1 Opening Balance	466.14	466.14
3.2.2 Add: Transfer from P&L	0.00	0.00
3.2.3 Closing Balance	466.14	466.14



KRITI INDUSTRIES (INDIA) LIMITED

NOTES Forming Part of The Consolidated Balance Sheet and Statement of Profit & Loss A/c.

(₹ in lacs)

NOTE	As at 31 st March, 2014	As at 31 st March, 2013
3.3 CONTINGENCY RESERVE		
3.3.1 Opening Balance	75.00	75.00
3.3.2 Add: Transfer from P&L	0.00	0.00
3.3.3 Closing Balance	75.00	75.00
3.4 SHARE FORFEITURE ACCOUNT		
3.4.1 Opening Balance	2.73	2.73
3.4.2 Add: Transfer from P&L	0.00	0.00
3.4.3 Closing Balance	2.73	2.73
3.5 SURPLUS		
3.5.1 Statement of Profit & Loss		
3.5.1.1 Opening Balance	957.27	769.86
3.5.1.2 Add Profit & Loss during the period	433.54	373.88
	1390.81	1143.74
Less:		
3.5.2 Proposed Dividend @ Rs. 0.15 per share (Previous year Rs. 0.15 per share)	74.41	74.41
3.5.3 Corporate Dividend Tax	12.07	12.07
3.5.4 Transferred to General Reserve	100.00	100.00
3.5.5 Transferred to Contingency Reserve	0.00	0.00
Balance in Surplus	1204.33	957.26
Total	4348.20	4001.13
4 LONG TERM BORROWINGS		
4.1 TERM LOAN (Installment due within 12 months shown in Current Liabilities)		
4.1.1 SECURED		
4.1.1.1 From Banks		
a) IDBI Bank Ltd.		
(i) (Repayable in 19 Qtrly installments, Last installment due on 1st April, 2014, Rate of Interest 14.75% p.a.at year end.	0.00	19.00
(ii) (Repayable in 42 monthly installments, Last installment due on 1st March, 2016, Rate of Interest 14.75% p.a.at year end.	171.23	342.73
b) Sate bank of hyderabad 2.10 Crore (Repayable in 11 qtrly installments, Last installment due on 31st December, 2014, Rate of Interest:13.60% p.a.at year end.	0.00	42.81
c) Bank of India (Repayable in 17 qtrly installments, Last installment due on 30th June, 2016, Rate of Interest: 13.65% p.a.at year end.	277.13	518.06
d) State Bank of Hyderabad 5.00 Crore (Repayable in 20 qtrly installments, Last installment due on 31st March, 2019, Rate of Interest:13.50% p.a.at year end.	399.83	0.00
(Above loans are secured by First charge/ Mortgage on fixed assets of the company and personal guarantee of Managing Director)		
Total	848.19	922.60

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Consolidated Balance Sheet and Statement of Profit & Loss A/c.**
(₹ in lacs)

NOTE	As at 31 st March,2014	As at 31 st March,2013
5 DEFERRED TAX LIABILITY (NET)		
5.1 Deferred Tax Liability Net	708.08	688.14
Total	708.08	688.14
6 OTHER LONG TERM LIABILITIES UNSECURED		
6.1.1 Other Loans and advances	183.53	161.75
Total	183.53	161.75
7 SHORT TERM BORROWINGS		
7.1 Loans repayble on Demand		
7.1.1 SECURED		
From banks	2363.38	2769.65
(Secured by hypothecation of finished goods, Raw material, Stock in process, store and spares, sundry debtors, export bills, receivables and second charge on fixed assets of the company and personal gurantee of Managing director)		
7.1.2 UNSECURED	65.46	0.00
Total	2428.84	2769.65
8 TRADE PAYABLES		
8.1 Sundry Creditors	11436.84	10269.35
Total	11436.84	10269.35
9 OTHER CURRENT LIABILITIES		
9.1 Outstanding Expenses	194.72	141.98
9.2 Statutory Liabilities	415.79	487.68
9.3 Current maturities of Long term debt (Refer Point no. 5 of Note no.1)	571.90	636.36
9.4 Unpaid dividends	16.31	16.42
Total	1198.72	1282.44
10 SHORT TERM PROVISIONS		
10.1 Provision for employees benefits (bonus)	43.16	46.61
10.2 Provision of Income Tax	265.00	220.00
10.3 Proposed dividend	74.41	74.41
10.4 Corporate Dividend Tax	12.07	12.07
Total	394.64	353.09



KRITI INDUSTRIES (INDIA) LIMITED

NOTES Forming Part of The Consolidated Balance Sheet and Statement of Profit & Loss A/c.

11-12. Fixed Assets

(₹ in lacs)

S.No.		Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			Rate	1 st April 2013	Additions	Deduction	Total	1 st April 2013	For Year	Written Back	Total	31 st March 2014
11	TANGIBLE											
11.1	Land		0.00	172.85	0.00	0.00	172.85	0.00	0.00	0.00	172.85	172.85
11.2	Factory Building		3.34	1164.29	28.83	0.00	1193.12	359.10	39.19	0.00	398.29	805.19
11.3	Plant & Machinery		5.28	5536.64	561.68	3.44	6094.87	2043.92	291.56	0.89	2334.58	3492.72
11.4	Dies & Moulds		16.21	1314.09	19.82	0.00	1333.91	848.06	125.05	0.00	973.11	466.03
11.5	Vehicles		9.50	45.43	0.00	12.04	33.39	27.41	2.98	10.27	20.13	18.01
11.6	Furniture & Fixture		6.33	108.41	5.94	0.00	114.36	53.90	6.37	0.00	60.26	54.52
11.7	COMPUTER		16.21	141.29	0.97	0.00	142.27	110.56	11.74	0.00	122.30	30.74
12	INTANGIBLE											
12.1	Software		16.21	120.63	2.21	0.00	122.84	72.06	15.55	0.00	87.61	48.58
12.2	Goodwill		20	84.87	0.00	0.00	84.87	55.16	16.97	0.00	72.14	29.70
	TOTAL RS.			8688.50	619.46	15.48	9292.48	3570.16	509.41	11.16	4068.41	5118.34
	Previous Year			7902.06	786.45	0.00	8688.50	3084.46	485.70	0.00	3570.16	5118.34

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Consolidated Balance Sheet and Statement of Profit & Loss A/c.**
(₹ in lacs)

NOTE	As at 31 st March,2014	As at 31 st March,2013
13 NON- CURRENT INVESTMENT		
13.1 National Saving Certificate	0.14	0.14
Trade Investment in equity instruments		
13.2 Unquoted		
13.2.1 Sahkari Audhyogik Vasahat LIMITED (1 Share of Rs.500/-)	0.01	0.01
13.2.2 Kriti Auto Engineering & Plastic Private Limited (100% Subsidiary) (3875000 Shares of Rs.10/- each)	1.00	1.00
Total	1.15	1.15
14 LONG TERM LOANS AND ADVANCES		
14.1 SECURITY DEPOSITS	131.19	122.62
Total	131.19	122.62
15 INVENTORIES		
15.1 Raw Material	3115.00	3019.16
15.2 Finished Goods	3976.07	3938.06
15.3 Stores and Spares & others (Mode of valuation of above stocks are as per Point no. 2.6 of Note no. 1)	677.51	695.51
Total	7768.64	7652.73
16 TRADE RECEIVABLES		
16.1 Trade Receivables (Unsecured considered good) Over Six months from the date they become due	535.29	394.72
Others	5679.63	5162.99
Total	6214.92	5557.71
17 CASH AND BANK BALANCES		
17.1 Cash & Bank Balance		
17.1.1 Balances with Banks	10.30	3.04
17.1.2 Cash on hand	4.18	5.21
17.2.1 Unpaid dividend	16.31	16.42
17.2.2 Fixed deposit with banks against margin money (Above 12 months Rs.33.89 Lacs, Previous year Rs. 248.16 Lacs)	836.54	635.14
Total	867.33	659.81



KRITI INDUSTRIES (INDIA) LIMITED

NOTES Forming Part of The Consolidated Balance Sheet and Statement of Profit & Loss A/c.

(₹ in lacs)

NOTE	As at 31 st March, 2014	As at 31 st March, 2013
18 SHORT-TERM LOANS AND ADVANCES		
18.1 Unsecured, Considered good	965.78	796.81
Advances recoverable in cash or kind or for value to be recieved		
Total	965.78	796.81
19 OTHER CURRENT ASSETS		
19.1 Sundry Deposits	30.96	30.87
19.2 Advance Tax/ Tax Deducted at source	204.00	241.04
19.3 CENVAT	203.47	438.19
19.4 Accrued Interest/ Income	39.54	32.14
19.5 Insurance Claim Receivable	275.00	275.00
Total	752.97	1017.24
NOTE	2013-14	2012-13
20 REVENUE FROM OPERATIONS		
20.1 Sale of Products	40967.07	36843.21
20.2 Other operating revenues	19.36	21.83
	40986.43	36865.04
20.3 Less: Excise Duty	3989.35	3639.43
Total	36997.08	33225.51
21 OTHER INCOME		
21.1 Interest Income	113.09	177.38
21.2 Other Non-operating Income	3.02	9.52
Total	116.11	186.90
22 EMPLOYEE BENEFITS EXPENSES		
22.1 Salaries & Wages	1287.23	1204.69
22.2 Contribution to provident and other fund	86.97	81.64
22.3 Staff Welfare Expenses	142.00	136.70
22.4 Director Remuneration	74.23	70.40
22.5 P.F on Director Remuneration	5.76	5.76
Total	1596.19	1499.19
23 FINANCIAL COST		
23.1 Interest Expenses	1098.84	1203.31
23.2 Other Borrowing Cost	321.72	200.71
Total	1420.56	1404.09

**KRITI INDUSTRIES (INDIA) LIMITED****NOTES Forming Part of The Consolidated Balance Sheet and Statement of Profit & Loss A/c.**
(₹ in lacs)

NOTE	2013-14	2012-13
24 OTHER EXPENSES		
(I) Manufacturing Expenses		
24.1 Stores and Spares Consumed	287.53	213.95
24.2 Power Charges	995.28	914.01
24.3 Freight & Cartage	220.83	247.43
24.4 Repairs & Maintenance	52.47	32.99
24.5 Insurance Charges	29.55	12.68
24.6 Water Charges	15.69	14.37
24.7 Loss on Sale of Fixed asset	1.40	0.00
24.8 Excise Duty on Closing Stock	352.84	475.33
24.9 Miscellaneous Manufacturing Expenses	84.21	58.61
Sub Total (I)	2039.80	1969.36
(II) Administrative Expenses		
24.10 Stationery & Printing	3.56	3.62
24.11 Computer Expense	9.51	6.18
24.12 Rent, Rates and Taxes	96.27	38.95
24.13 Postage, Telegram and Telephones	28.26	24.13
24.14 Auditor's Fees	2.50	1.75
24.15 Conveyance Expenses	59.02	16.55
24.16 Legal & Professional Charges	88.59	119.67
24.17 Miscellaneous Expenses	41.72	47.48
24.18 Director's Meeting Fee	0.16	0.13
24.19 Net gain/ loss on foreign currency transactions	71.42	130.86
Sub Total (II)	401.01	389.32
(III) Selling & Distribution Expenses		
24.20 Advertisement & Publicity	20.11	18.78
24.21 Sales Promotion Expenses	109.78	145.30
24.22 Brokerage & Commission	111.35	108.12
24.23 Freight Outward	559.61	548.72
24.24 Sales Tax & Octroi	0.37	0.13
24.25 Travelling Expenses	197.38	251.89
24.26 Bad debts	7.51	10.47
Sub Total (III)	1006.11	1083.41
TOTAL (I+II+III)	3446.92	3442.10



NOTE: 1

Significant Accounting Policies And Notes To The Accounts 31.03.2014

1. Statement of Accounting Policies

(a) Basis of Accounting

The financial statements are prepared under the historical cost convention and comply in all material aspects with the applicable accounting principles in India and the accounting standards notified under sub-section (3C) of section 211 of the companies act, 1956

(b) Principles of consolidation

1 The consolidated financial statements relate to Kriti Industries (India) Limited (company) and its wholly owned subsidiary. The consolidated financial statements have been prepared on the following basis.

1.1 The financial statements of the company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transaction resulting in unrealized profits or losses.

1.2 The consolidated financial statements have been prepared using uniform accounting policies for like transaction and other events in similar circumstances and are presents to the extent possible, in the same manner as the company's separate financial statements.

2. The subsidiary considered in the consolidated financial statements is:

Name of Company	Country of incorporation	% Voting Power held as at 31st March 2014	% Voting power held as at 31st March 2013
Kriti Auto &Engineering Plastics Pvt. Ltd. (KAEPPL)	India	100	100

(c) Other Significant accounting Policies

These are set out in the notes to the financial statements under "Statement of accounting Policies" of financial statements of the company and KAEPPL

- In the opinion of the Board of Directors of the Company, the Current Assets, Loans and Advances have a value realizable in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.
- Contingent liabilities
 - Estimated amount of contracts remaining to be executed on Capital Account Rs.0.41 lacs net of advance given (Previous Year Rs.6.38 Lacs)
 - Bank has given guarantee on behalf of the Company to various parties to the extent of Rs.1610.80 lacs (Previous Year Rs.418.56 lacs.)
- Installments of term loans from financial institutions falling due within one year are Rs 571.90.lacs (Previous year Rs.636.36 lacs).
- The amount of Foreign Exchange gain/(loss) included in the profit & loss account is Rs.(71.42 lacs) (Previous Year gain/ (loss) Rs.(130.86) lacs). Above amount is included in Administrative Expenses.
- A fire broke in the factory premises at Pithampur on 13th January 2013 midnight destroying finished goods inventory lying in the yard to the tune of Rs.280 Lacs for which company has filed claim with insurance company for Rs. 275 Lacs (Net of excess clause). As on date final settlement of claim is pending with insurance company, shown as receivable at Rs. 275.00 Lacs under the head Other Current Assets.Income / Loss shall be dealt in books in the year of final settlement / receipt.



7. Earning Per Share

The Company's share capital consists of equity share. The basic and diluted earning per share is calculated as under:

Sr. No.	Nature of Transaction	Current Year	Previous Year
1.	Number of Shares	49603520	49603520
2.	Profit contribution for Basic EPS (Rs in lacs)	433.53	373.90
3.	Extra Ordinary Items (Within the meaning of AS-5, Net Profit or loss for the period, Prior Period items and Changes in the Accounting Policies)	NIL	NIL
4.	Basic Earning Per Share (F.V. of Rs.1 each)	0.87	0.75
5.	Diluted Earning Per Share (F.V. of Rs.1 each)	0.87	0.75
6.	Nominal Value Per Share	1.00	1.00

8. In accordance with the Accounting Standard (AS) 18 "Related Party Disclosures" issued by The Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standards Rules, 2006 the names of the related parties and the relevant disclosure is as under:-

(a) Name of the related party and description of relationship:

i. Key Management Personnel:

Shri Shiv Singh Mehta, Managing Director

Smt. Purnima Mehta, Executive Director

ii. Relatives of Key Management Personnel

Shri Saurabh Singh Mehta (Son of Managing Director/ Executive Director)

Smt. Devki Hirawat (Daughter of Managing Director/ Executive Director)

iii. Subsidiary Company

1) Kriti Auto & Engineering Plastic Pvt. Ltd (Wholly owned Subsidiary Company)

iv Companies/entities under the control of Key Management personnel

1) Sakam Trading Pvt. Ltd. (Holding Company)

2) Kriti Nutrients Ltd. (Subsidiary company of Sakam Trading Pvt. Ltd.)

3) Chetak Builders Pvt. Ltd. (Subsidiary company of Sakam Trading Pvt. Ltd.)

The following transaction were carried out with the related parties in the ordinary course of business

(Rs. In lacs)

S. No.	Nature of Transaction	Subsidiary	Key Management Personnel	Relatives of Key Management Personnel	Companies/entities under the control of Key Management Personnel
1.	DEPB License purchased	NIL (NIL)	NIL (NIL)	NIL (NIL)	258.91 (368.98)
2.	DEPB License sale	NIL (NIL)	NIL (NIL)	NIL (NIL)	1.01 (NIL)
2.	Sale of Consumable Items	NIL (NIL)	NIL (NIL)	NIL (NIL)	37.95 (1.30)



3.	Purchase of Consumable Items	52.67 (NIL)	NIL (NIL)	NIL (NIL)	0.60 (NIL)
4.	Remuneration	NIL (NIL)	79.99 (76.16)	9.75 (9.65)	NIL (NIL)
5.	Rent	NIL (NIL)	NIL (NIL)	NIL (NIL)	11.61 (11.34)
6.	Unsecured Loan Given	331.84 (NIL)	NIL (NIL)	NIL (NIL)	634.92 (286.67)
	Taken	9.74 (NIL)	NIL (NIL)	NIL (NIL)	2008.47 (1318.63)
7.	Interest Taken	2.24 (NIL)	NIL (NIL)	NIL (NIL)	2.65 (10.22)
8.	Interest Given	NIL (NIL)	NIL (NIL)	NIL (NIL)	14.41 (79.06)

***The figures mentioned in the brackets are previous year figures.**

9. Previous figures have been reclassified/regrouped wherever necessary.



KRITI INDUSTRIES (INDIA) LIMITED

Consolidated Cash Flow As On 31st March 2014

(₹ in lacs)

Particulars	Year Ended 31.3.2014		Year Ended 31.3.2013	
	Amount	Amount	Amount	Amount
Cash Flow From Operating Activities				
Net Profit before Tax		718.49		650.04
Adjustments for :				
Depreciation	509.41		485.70	
Dividend Received	0.00		-	
(Profit)/ Loss on Sale of Fixed Assets	1.40		-	
Financial Income	(116.11)		(186.90)	
Financial Expense	1420.56	1815.25	1,404.09	1,702.89
Cash Operating Profit before working capital changes		2533.74		2,352.93
Increase / (Decrease) in Trade Payables	1167.49		2,913.91	
Increase / (Decrease) in Short term Provisions	(223.44)		(246.98)	
Increase / (Decrease) in Other Current Liabilities	(19.15)		(806.07)	
(Increase) / Decrease in Inventories	(115.91)		(98.53)	
(Increase) / Decrease in Trade Receivables	(657.21)		(1,851.13)	
(Increase) / Decrease in Long term Loans & Advances	(8.58)		(25.48)	
(Increase) / Decrease in Other Non Current Assets	0.00		90.00	
(Increase) / Decrease in Short term Loans & Advances	(168.96)		(246.63)	
(Increase) / Decrease in Other Current Assets	446.27		106.04	
	420.51		(164.88)	
Tax Paid		(182.00)		(190.99)
Net Cash From Operating Activities (A)		2772.25		1,997.06
Cash Flow From Investing Activities				
Dividend Income	0.00		0.00	
Financial Income	116.11		186.90	
Sale Proceed Of Fixed Assets (Net)	2.92		0.00	
Purchase of Fixed Assets	(718.70)		(726.87)	
Investment in Fixed Deposits having maturity of more than three months	(20140)		(51.46)	
Net Cash Used In Investing Activities (B)		(801.07)		(591.43)
Cash Flow From Financing Activities				
Proceeds from Long Term Borrowings	499.82		491.32	
Repayment of Long Term Borrowings	(638.70)		(623.26)	
Net Increase / (Decrease) in Long Term Borrowings	(138.88)		(131.94)	
Increase / (Decrease) in Other Long Term Liability	21.77		29.90	
Increase / (Decrease) in Short Term Borrowings	(340.81)		190.78	
Dividend Paid on Equity Shares	(74.41)		(74.41)	
Dividend Distribution Tax Paid	(12.07)		(12.07)	
Financial Expenses	(1420.56)		(1,404.09)	

KRITI INDUSTRIES (INDIA) LIMITED

Consolidated Cash Flow As On 31st March 2014

(₹ in lacs)

Particulars	Year Ended 31.3.2014		Year Ended 31.3.2013	
	Amount	Amount	Amount	Amount
Net Cash Used In Financing Activities (C)		(1964.95)		(1401.83)
Net Increase In Cash and Cash Equivalents (A + B + C)		6.23		3.81
ADD :Cash and cash equivalents - Opening - 1st April		8.25		4.44
Cash and cash equivalents - Closing - 31st March		14.48		8.25

FOOTNOTE TO CASH FLOW STATEMENT:

1. Components of Cash and Cash Equivalents are produced as under:

Particulars	2013-2014	2013-2014
Cash & Cash Equivalents		
Balances with Banks		
Current Account	10.30	3.04
Fixed Deposit having maturity 3 month or less	-	-
Cheques, Draft on hand	-	-
Cash on hand	4.18	5.21
Total of Cash & Cash Equivalent	14.48	8.25

2. Reconciliation of Cash and Cash Equivalents with Cash and Bank as per the Balance Sheet Balances:

Particulars	2013-2014	2013-2014
Cash and cash equivalents as above	14.48	8.25
Add : Other Cash and Bank Balances		
Unpaid Dividend	16.31	16.42
Fixed Deposit account maturity more than 3 month & less than 12 month	802.65	386.98
Fixed Deposit account having maturity More than 12 Month	33.89	248.16
Cash and Bank Balances classified as Current (Refer Note 14)	867.33	659.81

As per our Report of even date attached

For R.D.Asawa & Co.
Chartered Accountants
FRN: 001164C

R.D.Asawa
Proprietor
M.No. 16562

For and on behalf of the Board of Directors

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Executive Director)

Indore, 29th May 2014



Statement pursuant to section 212 of the Companies Act, 1956

Particulars regarding subsidiary company, in accordance with General Circular No:02/2011 dated 8th February, 2011 from the Ministry of Corporate Affairs

Name of the Subsidiary Company	Financial year ending of the subsidiary company	Number of equity shares held	Extent of Holding	For the financial year of the subsidiary		For the previous financial years since it became a subsidiary	
				Profits/(Losses) so far as it concerns the members of the holding company and not dealt with in the holding company accounts	Profits/(Losses) so far as it concerns the members of the holding company and dealt with in the holding company accounts	Profits/(Losses) so far as it concerns the members of the holding company and dealt with in the holding company accounts	Profits/(Losses) so far as it concerns the members of the holding company and dealt with in the holding company accounts
Kriti Auto & Engineering Plastics Private Limited	31.03.2014	38,85,000 of Rs. 10/- each	100.00%	-101.7	-----	-9.65	-----

SUBSIDIARY COMPANIES PARTICULARS

Particulars regarding subsidiary company, in accordance with General Circular No:02/2011 dated 8th February, 2011 from the Ministry of Corporate Affairs

Name of Subsidiary company	Issued and subscribed share capital	Reserves	Total Assets	Total Liabilities [excl. (2) & (3)] in total assets	Investment included (2) in total assets	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed dividend
1	2	3	4	5	6	7	8	9	10	11
Kriti Auto & Engineering plastic Private Limited	388.50	276.15	1362.39	697.74	---	1321.57	(107.70)	(6.00)	(101.70)	---

For and on behalf of the Board of Directors

Place: Indore,

Date: 29th May 2014

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Executive Director)

KRITI INDUSTRIES (INDIA) LIMITED

Regd. Office: "MEHTA CHAMBERS", 34, SIYAGANJ, INDORE - 452 007

ECS MANDATE FORM

I hereby authorize you to make all payments in respect of my holding in your Company to my bankers for crediting to my account as detailed below:

1. Shareholder's name : _____
(In Blockletters) (First holder)
2. Folio Number/ DPID : _____
and Client ID No. (Joint holder, if any)
3. No. of Shares held : _____
4. Name of the Bank : _____
5. Branch Name and Address : _____
6. Account type : SB A/c ☐ Current A/c ☐ Others ☐
(Please specify)
7. Bank account number : _____
8. IFSC code : _____
10. PAN : _____
11. E-mail ID : _____

I/we hereby declare that the particulars given above are correct and complete. If credit is not effected for the reason (s) of incomplete or incorrect information. I/we would not hold the Company responsible.

Note: Please attach cancelled cheque issued by your bank relating to your above account for verifying the accuracy of the code number.

Date

Signature of the first holder
(as appearing in the Company records)

Certificate of the Investor's bank

Certificate that the particulars of the bank account furnished above are correct as per our records.

Signature of the first holder
(as appearing in the Company records)

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 : _____
CIN : _____
Regd office : _____

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 _____

3. Name : _____ E-mail Id: _____
Address: _____
Signature: _____

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the ... Annual general meeting of the company, to be held on the 25th September, 2014 At the Corporate Support Center, 4th Floor Chetak Chmaber, 14 RNT Marg, Indore (M.P.) at 2:00P.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, 2014
3	Re-appointment of Dr. S. S. Kothari
4	Re-appointment of Auditors
5	Appointment of CA Manoj Fadnis as an Independent Director of the company.
6	Appointment of Mr. Rakesh Kalra as an Independent Director of the company.
7	Appointment of Dr. Somnath Ghosh as an Independent Director of the company.
8	Special Resolution for borrowing limits under section 180(1)(c) of the Companies Act, 2013
9	Special Resolution for creation of charge/mortgage under section 180(1)(a) of the Companies Act, 2013

Signed this..... day of..... 2014

Signature of shareholder _____ Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

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. _____

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 24th Annual General meeting of the company at chetak chambers, 4th floor, 14, R.N.T. Marg, Indore on thursday 25th September 2014

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

(Shareholders/proxy's Signature)

Note: 1. 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. 2. 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.