



KRITI INDUSTRIES (INDIA) LIMITED

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CIN : L25206MP1990PLC005732

KIIL/SE/2025-26

22nd July, 2025

Online filing at: www.listing.bseindia.com and
<https://neaps.nseindia.com/NEWLISTINGCORP/login.jsp>

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
Symbol – KRITI

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400001
BSE Scrip ID: KRITIIND Scrip Code – 526423

Sub: Submission of 35th Annual Report alongwith Notice of Annual General Meeting ('AGM') to be held on 13th August, 2025 through Video Conferencing ('VC') or Other Audio Video Means ('OAVM') at 3:00 P.M. pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Dear Sir/Ma'am,

Pursuant to Regulation 34(1)(a) of the SEBI (LODR) Regulations, 2015, please find enclose herewith the soft copy of the 35th Annual Report for the financial year ended on 31st March, 2025 of the company containing the Balance Sheet as at 31st March, 2025, Statement of Changes in Equity and the Statement of the Profit and Loss and Cash Flow for the year ended 31st March, 2025 and the Boards' Report along with Corporate Governance Report, and the Auditors' Report on that date and its annexures along with the Notice of 35th Annual General Meeting.

Kindly note that the 35th Annual General Meeting of the Members of Kriti Industries (India) Limited is scheduled to be held on **13th August, 2025 at 3:00 P.M., through Video Conferencing ('VC') or Other Audio Video Means ('OAVM')** for which purposes the corporate office of the company situated at **8th Floor, Brilliant Sapphire Plot No.10, PSP, IDA, Scheme No.78, Part II, Indore (M.P.) 452010** shall be deemed as the venue for the Meeting.

You are requested to please take on record the above said document of the Company for your reference and further needful.

Thanking you,
Yours faithfully,

For, KRITI INDUSTRIES (INDIA) LIMITED

ADITI RANDHAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl.: 35th Annual Report for financial year 2024-25 alongwith Notice of AGM.

DO RIGHT

Creating a new growth foundation



Kriti Industries (India) Limited
Annual Report 2024-25

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Forward looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically, 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we make, certain forward-looking statements that set out anticipated results based on the management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects' believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Do Right: Creating a new growth foundation

At Kriti Industries (India) Limited, we encountered an unexpected interruption in our growth journey during the last financial year.

The company responded to this reality with strategic agility.

The company embarked on a number of initiatives to strengthen its business.

When these initiatives become increasingly evident across the foreseeable future, they will represent the foundation of a more profitable and sustainable organisation.

Kriti Industries (India) Limited is one of the most respected and enduring names in India's polymer pipes sector.

The company brings to the table the value of experiences and relationships of the last four decades.

The company enjoys the trust of thousands of farmers who turn to it for advice, guidance and polymer pipes.

The company services the growing needs of builders and industrial users for advance pipe quality.

The company has graduated from the delivery of products to solutions, enhancing a customer's peace of mind.

The company is a governance-led, future-focused enterprise focused on creating sustainable value for all stakeholders.



Vision

An energetic organisation on a long haul, charting a distinct course for customer admiration led by a disciplined team of vibrant people.



Mission

Kriti undertakes to dedicate itself and all its resources to achieving global excellence in the present sectors of operations and seeking growth via diversification.



Values

- Encouraging creativity and valuing new thoughts.
- Lending a helping hand to society's developmental needs.
- Being honest and forthright in our approach.
- Being in harmony with the natural order.
- Customer focus with world class quality and cost-effective products



Background

Kriti Industries (India) Limited began its operations in 1982. The Company was founded by Mr. Shiv Singh Mehta, who continues to lead as Chairman and Managing Director. He is supported by a team of experienced senior and mid-level professionals with multi-sectoral expertise. As on 31st March, 2025, the Company comprised a workforce of 599 employees.



Business

The Company specialises in the manufacturing of polymer pipes, including Polyvinyl Chloride (PVC) and Polyethylene (PE) variants. These pipes cater to a range of applications such as potable water supply, irrigation, building construction, and infrastructure. The product range spans various diameters and pressure ratings, ensuring solutions for diverse customer requirements.



Governance

Kriti Group consists of two listed entities: Kriti Industries (India) Limited and Kriti Nutrients Limited. Both companies are known for their ethical conduct, transparent business strategies, credible boards, advanced automation, focus on employee training and empowerment, robust compliance frameworks, and strong financial fundamentals.



Presence

Headquartered in Indore, Kriti Industries operates a state-of-the-art manufacturing facility in Pithampur. During FY 2024–25, the Company's sales network expanded across 16 States, with a deeper penetration in Madhya Pradesh, Rajasthan, Punjab, Haryana, Andhra Pradesh, Gujarat, Karnataka, Uttar Pradesh, Maharashtra, and Telangana.



Brand

The company's proprietary brand, Kasta, has built a strong reputation for its consistent quality, reliable performance, and excellent customer service – generating widespread recall and trust.



Listing

The company's shares are listed on both BSE Ltd. and the National Stock Exchange of India Limited. As of 31st March, 2025, the company's market capitalisation stood at ₹497.95 Cr, with the promoters holding a 67.74% stake in the company's equity.



Performance

The Company reported revenues of ₹725.54 Cr and a loss of ₹4.50 Cr in FY 2024-25.



Shareholding pattern

As on 31st March, 2025

32.26%

Public

67.74%

Promoter



Consolidated manufacturing capacity

As on 31st March, 2025

1,49,400

TPA, Installed capacity of our largest single location polymer pipe manufacturing plant in India



Segmental revenues

As on 31st March, 2025

1%

Micro-irrigation

16%

Building products

8%

Industrial solutions

75%

Agriculture



State-of-the-art facilities

As on 31st March, 2025

25

Number of extrusion lines for PVC pipes

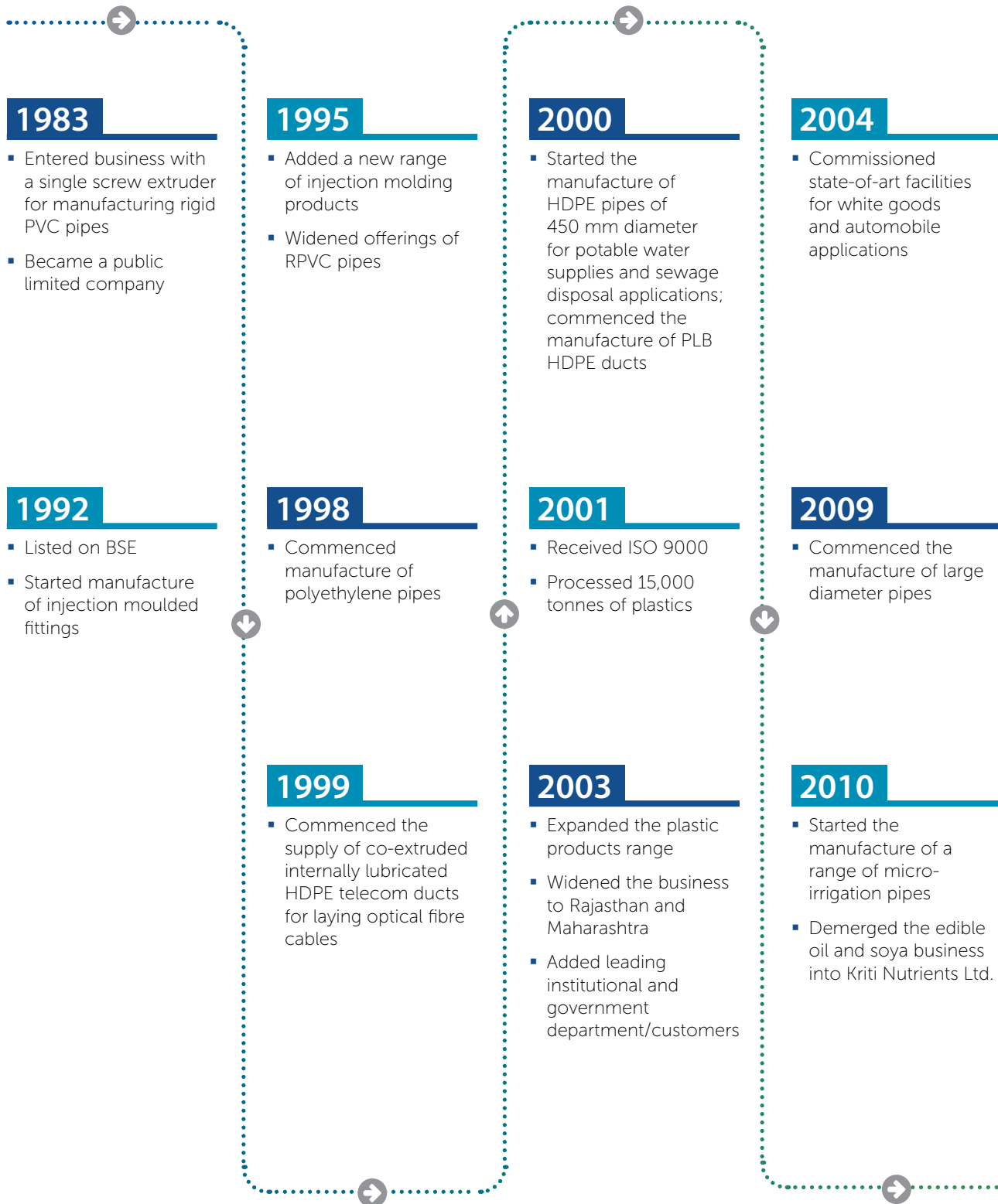
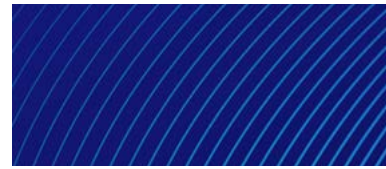
16

Number of extrusion lines for HDPE and drip irrigation

30

Number of injection moulding machines

Our journey across the decades



2014

- Introduced CPVC products, addressing the building products vertical

2015

- Commenced the supply of PE pipes for coal-based methane

2017

- Launched Mission Udaan addressing the sales and manufacturing functions

2018

- Widened the sales network to new states / territories

2019

- Enhanced capacity, process and efficiency
- Launched higher diameter PE pipes (710 mm)

2020

- Embarked on various HR and business transformation initiatives

2021

- Was listed on NSE

2022

- Higher turnover across all segments by volume and value

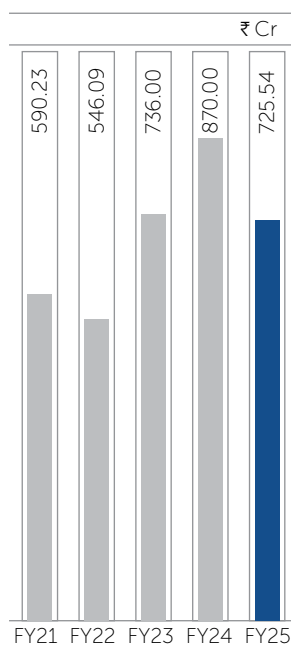
2023

- Awarded Best Brand by ET Edge

2024

- Raised ₹149.94 Cr. through preferential issue.

Our five-year financial snapshot



Revenues

Definition

Growth in sales, net of taxes.

Why this is measured

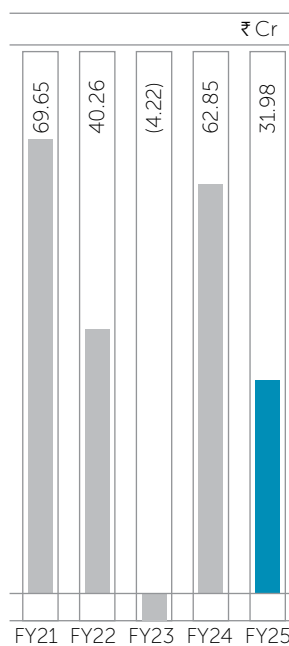
It is an index that showcases the Company's ability to maximise revenues, which provides a basis against which the company's performance can be compared with sectoral peers.

What this means

Aggregate sales decreased 16.55% during the year under review on account of a decline in institutional sales.

Value impact

The volume offtake, except in the institutional business, remained creditable in an otherwise challenging year, relatively protecting the Company's visibility.



EBITDA

Definition

Earnings before the deduction of fixed expenses (interest, depreciation, extraordinary items and tax).

Why this is measured

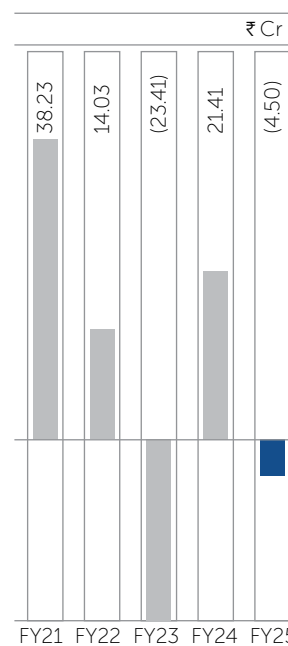
It is an index that showcases the Company's ability to generate a surplus after operating costs, creating a base for comparison with sectoral peers.

What this means

Helps create a robust surplus-generating engine that facilitates reinvestment.

Value impact

The Company reported ₹31.98 Cr in EBITDA in FY 2024-25 due to falling prices of PVC pipes.



Net profit

Definition

Profit earned during the year after deducting all expenses, taxes and provisions.

Why this is measured

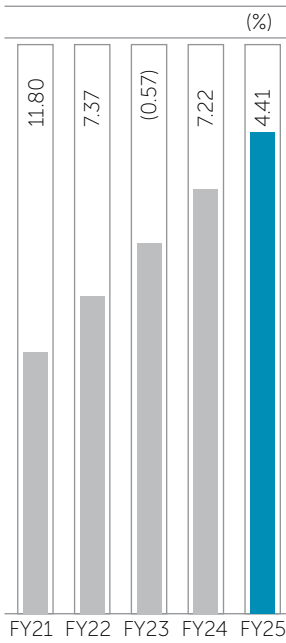
It highlights the strength of the business model to enhance shareholder value.

What this means

This ensures the quantum of cash available for reinvestment.

Value impact

The Company reported a loss of ₹4.50 Cr in FY 2024-25 due to a decline in institutional sales and a downtrend in PVC prices.



EBITDA margin

Definition

EBITDA margin is a profitability measure to ascertain a company's operating efficiency.

Why this is measured

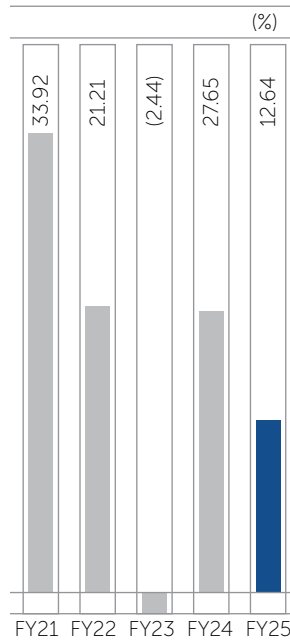
The EBITDA margin provides an index of how much a company earns (before interest and taxes) on each rupee of sales.

What this means

This measure demonstrates the buffer in the business, which, when multiplied by scale, can enhance the business surplus.

Value impact

The Company reported an EBITDA margin of 4.41% in FY 2024-25 on account of a decline in institutional sales and a downtrend in PVC prices.



RoCE

Definition

This financial ratio measures efficiency with which capital is employed in the business.

Why this is measured

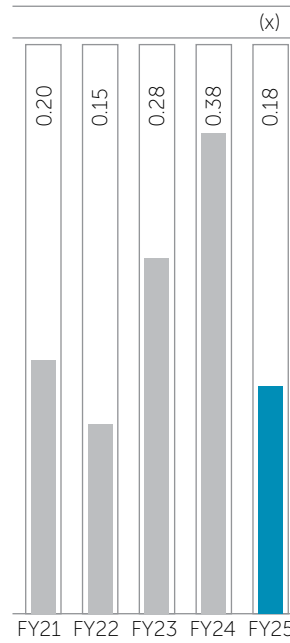
RoCE is an insightful metric to compare profitability across companies based on their capital efficiency.

What this means

Enhanced ROCE can potentially drive valuations and market perception.

Value impact

The Company reported a 1501 bps decrease in ROCE in FY 2024-25 following decline in institutional sales and a downtrend in PVC prices.



Gearing

Definition

This is the ratio of debt to net worth (less Revaluation Reserves).

Why this is measured

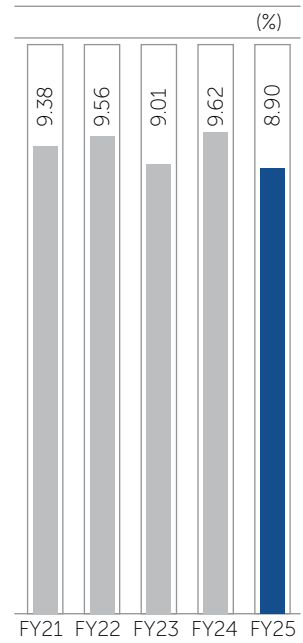
This is one of the defining measures of a company's solvency and liquidity.

What this means

This indicates whether the company enhances shareholder value by keeping the equity side constant and progressively moderating debt.

Value impact

The Company's gearing stood at 0.18 in FY 2024-25 compared to 0.38 in FY 2023-24 following equity infusion.



Debt cost

Definition

This is derived through the computation of the average cost of the consolidated debt on the Company's books.

Why this is measured

This indicates the company's ability in convincing debt providers of the robustness of the business model and negotiating a lower debt cost (leading to higher margins).

What this means

This translates into enhanced cash flows and strengthens credit rating, leading to a decline in debt cost.

Value impact

The Company's meagre debt cost was 8.90% in FY 2024-25 on account of better financial management

Our geographical footprint



Our esteemed institutional clientele



.....

“The company is confident of reaching **₹1,000 Cr** in turnover by FY 2028-29, enhancing value for all those associated with the company.”

.....



Performance review, FY 25

Your company reported a 16.61% decline in revenues from ₹870.00 Cr in FY 2023-24 to ₹725.54 Cr in FY 2024-25. EBITDA dropped 49.12% from ₹62.85 Cr in FY 2023-24 to ₹31.98 Cr in FY 2024-25. Net loss was ₹4.50 Cr in FY 25 against profit of ₹21.41 Cr in FY 2023-24. What is creditable is that the company reported a cash profit of ₹9.96 Cr during a challenging year, validating its business model robustness.

The company reported a disappointing performance for reasons largely beyond its control, marked by a sharp decline in raw material costs, corresponding inventory losses and increased interest outflow. The company's interest cover – an effective liquidity measure – declined from 2.59 to 1.42.

By the fourth quarter of the year under review, the green shoots of a rebound appeared visible.

Declining resource prices

The company encountered raw material volatility of the kind that was last witnessed during the 2008 meltdown. During the last financial year, PVC prices experienced moderate-to-significant volatility.

PVC resin costs weakened on account of price swings in ethylene, chlor-alkali, EDC/VCM input prices. This was on account of plant maintenance and outages in China, Europe and U.S.

This PVC price volatility from April 2024 to March 2025 had a multi-dimensional impact on buyers and processors, particularly those in the polymer pipe manufacturing sector. Frequent price changes disrupted budget forecasting for long-term infrastructure and construction projects; it compelled pipe buyers to stagger their purchases. PVC converters like our company encountered erratic customer orders, leading to unsteady production schedules and compressed margins due to medium-term resource procurement contracts at high prices and the inability to hedge cost changes. Besides, the decline in PVC

costs moderated pipe costs, affecting our revenues.

The company's industrial pipes business reported lower revenues: from ₹223.76 Cr in FY 2023-24 to ₹58.64 Cr in FY 2024-25; the proportion of revenues from this segment of the business moderated from 25.81% to 8.12% of revenues across two years.

Responsiveness

However, not all was grim during the last financial year. The company's performance was protected by the management's proactive responsiveness to opportunities in the building products and agriculture segments. At Kriti, we see a bright demand outlook from these business

fed. The complement of schemes like PM Krishi Sinchayee Yojana, Har Khet Ko Pani and Per Drop More Crop is creating a larger demand for PVC pipes for surface and sub-surface irrigation systems. Besides, farmers are shifting to PVC-based sprinkler and drip systems, especially in water-scarce areas.

The launch of the Jal Jeevan Mission targets 100% rural tap water supply by 2024 that could involve the laying thousands of kilometers of PVC pipes. Rural infrastructure schemes comprise new roads, toilets (Swachh Bharat), borewells and tanks supported by PVC pipes. Besides, Budget allocations for agriculture and rural development are rising.



segments. The market for PVC pipes in construction and agriculture in India remains bullish for the next decade due to a combination of long-term structural demand drivers, favourable government policies, and material-level advantages.

The Indian government aims to invest ₹111 Lakh Cr under the National Infrastructure Pipeline. Affordable housing demand under PMAY (Urban & Gramin) is expected to remain strong, driving the demand for plumbing and drainage pipes.

There is another dimension that appears as optimistic: the country's aggressive irrigation push. India has 55% of net sown area that is still rain-

In view of this, the Indian PVC pipes market size of around ₹30,000 Cr (\$3.6 Billion) in 2024 is expected to grow at a compounded 8–11% till 2035, the combination of the agriculture and construction/plumbing segments accounting for around 90% of the national PVP pipes demand.

Business-strengthening initiatives

At Kriti Industries, we responded to this projected sectorial outlook through relevant initiatives during the last financial year. During the course of the year, the company engaged a prominent international management consultancy firm to enhance

supply chain efficiency, inventory management and working capital efficiency.

In the agriculture pipes segment, the company focused on widening its presence in South India. The company extended beyond product sale and transaction; it encouraged and counselled farmers on the right piping or fittings solution; the result is that the company enhanced its respect not merely as a product manufacturer but as a solution provider.

The company outlined a three-year plan to provide stakeholders with visibility on what lies ahead. The principal priority at the company is to utilise its 130,000 TPA manufacturing capacity. Much of this capacity is

growing demand, geographical shifts, and need for timely, quality-assured product availability at a time when rural and semi-urban penetration represents the next growth frontier in response to decentralised infrastructure growth.

Besides, we believe that wider and deeper distribution channels will leave less space for low-quality substitutes and counterfeits in rural markets, benefiting brands like ours. In a category where price differentiation is limited, reach and availability will drive market share.

The company is also seized of the need to strengthen its inventory management, the principal reason for the under-performance during the last financial year. The efficient

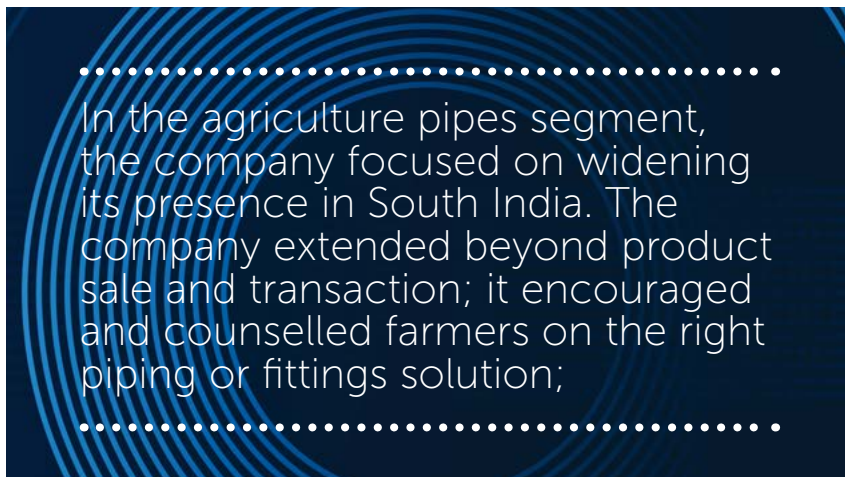
warrant stronger systems coupled with enhanced technology-enabled systems management.

As India digitises its manufacturing base, companies like ours will utilise advanced digital technologies like Artificial Intelligence and Machine Learning to forecast price trends or demand spikes. The company will integrate ERP with supplier dashboards for real-time tracking and onward auto-replenishment systems, so that inventories are adequately sized and market exposure moderated.

During the current financial year, we expect to generate a growth in our manufacturing volumes in the high teen percentages. Through enhanced management systems and stability in PVC prices, we expect to return the company to erstwhile margins.

By the virtue of a more responsive organisational framework, three-year growth visibility across segments of the company's preference and a wider distribution footprint, the company is confident of reaching ₹1,000 Cr in turnover by FY 2028-29, enhancing value for all those associated with the company.

Shiv Singh Mehta, *Chairman*



under-utilised as the demand from agriculture pipes is seasonal; the priority is to increase the proportion of sales from building or constriction pipes with a more consistent offtake through the year. The building pipes segment growth rate of around 18-22% outperforms the growth of all pipe segments in India.

Meanwhile, the company will also continue driving the offtake of agriculture pipes. This market segment is growing at around 6%; the company is deepening its distribution network to retailer points across central, western and southern India. We believe that this wider distribution network will become increasingly critical due to the interplay of

management of raw materials will become increasingly critical for polymer processors in India due to the increased volatility of feedstock prices, global supply chain complexities, and the strategic need to protect margins.

Reinventing our culture

At Kriti Industries, we are not merely addressing a functional issue like superior inventory management; we are transforming our culture. The new Kriti Industries is one driven by nimbler responsiveness to market changes. One of the visible manifestations of this will be the elimination of resource overstocking or understocking. In turn, this will



Operational review

Resilience
in adversity,
readiness for
opportunity

Overview

The year under review was one of testing market realities and transformative decisions. At Kriti Industries, we viewed these challenges not as deterrents but as catalysts to recalibrate, consolidate, and prepare for the next phase of sustained growth. Despite pricing pressure and macroeconomic headwinds, the Company remained focused on protecting its core strengths—brand loyalty, operational resilience, and customer relationships—while actively laying the foundation for its long-term aspirations.

FY 2024–25 was marked by an intense contraction in raw material prices, especially in our core product categories. While this created opportunities for downstream affordability, it also required us to adjust pricing on our finished products, leading to pressure on margins and profitability. The Company reported losses during the second and third quarters of the fiscal year. Our overall revenue declined by 16.55%, and the year closed with a loss after tax of ₹4.50 Cr, while EBITDA de-grew by 49.13% to ₹31.98 Cr.

This financial outcome, however, must be viewed in the context of the Company's clear-eyed strategy to preserve market share, build brand stickiness, and maintain momentum during a volatile cycle.

In response to the complex market environment, we adopted a dual pricing strategy that was calibrated and context-sensitive. In our stronghold markets—where brand loyalty is entrenched—we retained price levels to preserve value perception and margins. In price-sensitive regions, we adopted a competitive pricing model that

brand presence, particularly at the grassroots level.

Capacity expansion

Our performance in FY 2024-25 cannot be viewed in isolation. Over the last decade, Kriti Industries has grown with resilience, investing in systems, teams, and capacity that enable us to absorb shocks and recover quickly. A key component of this forward-looking approach was our capital expansion strategy. We initiated capacity enhancement at our existing manufacturing facility, undertook groundwork



allowed us to defend volumes and protect our market share. This differentiated approach ensured that while headline profitability was impacted, the Company's long-term positioning and customer base remained intact. These pricing decisions were supported by an aggressive go-to-market plan that energised our sales force with structured monthly journey plans, frequent performance evaluations, and high-impact campaigns including wall branding and outdoor visibility. These efforts reinforced our

to set up three new distribution depots in strategic geographies, and advanced the evaluation of a greenfield building materials project. This proposed facility, expected to be operational by the end of FY 2025-26, marks our entry into a promising sector aligned with long-term demand trends in the housing and infrastructure space. These initiatives, backed by capital expenditure outflows of approximately ₹30 Cr in FY 2024-25.,

reflect our commitment to future-readiness.

To fund this strategic growth roadmap, we undertook equity mobilisation as part of a structured financial planning exercise. Out of the ₹149 Cr equity plan, ₹55 Cr was successfully raised during the fiscal – ₹15 Cr allocated for capex and ₹40 Cr for working capital. This ensured that our expansion did not add stress to our Balance Sheet, allowing us to remain nearly debt-free and agile. A further equity infusion of ₹60–65 Cr is planned in

which declined from 0.38x in FY 2023-24 to 0.18x in FY 2024-25, and by a meaningful reduction in our average cost of borrowing from 9.62% to 8.90%. These metrics reaffirm the success of our capital prudence, refinancing strategy, and proactive lender engagement.

While financial performance saw temporary setbacks, our margin integrity remained intact. Our EBITDA margin, despite market conditions, stood at 4.41%—a result of our continued emphasis on activity-based costing and value-added product focus. Our efforts


leveraging this equity to make inroads into the high-potential building materials space, supported by rising demand for affordable housing and government-led infrastructure development.

The post-pandemic shift toward independent homes has created a long-term structural opportunity across segments such as pipes, fittings, roofing, and allied solutions. As industry majors consolidate positions in paints, cement, and steel, we are aligning ourselves to serve the same demand base with complementary offerings.

Our financial strength provides us with the confidence to pursue these aspirations. As on 31st March, 2025, the Company's net worth stood at ₹200.17 Cr, up from ₹150.42 Cr in the previous year. This significant expansion in net worth—largely driven by retained surpluses and prudent equity mobilisation—acts as a buffer against uncertainties and a platform for scalable growth. It allows us to invest patiently, build long-term capabilities, and make decisions from a position of strength.

In closing, I believe that FY 2024-25, despite its challenges, will be remembered as a year of strategic groundwork. It was a year in which we demonstrated our ability to absorb disruption, protect our market relevance, strengthen our balance sheet, and position ourselves for the future. As we move forward, our focus will remain on disciplined execution, capital efficiency, and brand-led expansion—principles that have served us well and will continue to define our journey in the years to come.

Saurabh Singh Mehta
Director



As a market leader in Madhya Pradesh and surrounding regions, our brand equity in the agriculture segment continues to be robust.

FY 2025-26 to support our ongoing projects and scale-up efforts.

Even amid a year of loss, the Company maintained its credibility in financial markets. CARE Ratings reaffirmed our BBB+ rating with a Stable outlook, even as our sanctioned loan facility was enhanced from ₹26.25 Cr to ₹49.56 Cr. This rating reflects a confidence in our operating model, capital structure, and future earnings potential. The preservation of this rating was no accident—it was supported by measurable improvements in our gearing ratio,

to moderate manufacturing costs and manage working capital with discipline have made our operations structurally leaner and more efficient. These improvements are not just tactical—they represent long-term shifts in how we build value.

Outlook

We are entering FY 2025–26 with cautious optimism. As a market leader in Madhya Pradesh and surrounding regions, our brand equity in the agriculture segment continues to be robust. We are

The potential of the PVC pipes sector in numbers

Global

61.38

US\$ Billion, the global water and wastewater pipe market, 2021

120.94

US\$ Billion, projected market value of global water and wastewater pipe by 2032, growing at 6.5% CAGR (2022–2032)

~1.8

Million, number of deaths each year due to water pollution

~425

US\$ Billion, business value at risk each year due to water-related challenges, including pollution.

8%

of global freshwater withdrawals can be reclaimed annually from wastewater

126

Billion cubic metres, water lost annually due to leaks in distribution systems worldwide

1 in 11

People lack access to clean water worldwide

2.2

Billion, number of people without access to safely managed drinking water services

250

Million, total number of hours spent daily by women and girls carrying water

1,000+

Number of children under 5 years due to unsafe water, sanitation, and hygiene (WASH) conditions

1.69

Billion, number of people without access to adequate sanitation

4.4

Billion, number of people lacking access to safely managed drinking water

1.2

Billion, number of people in South Asia lacking safely managed drinking water

80

% of Sub-Saharan Africa's population (1.1 Billion) people cannot access safely managed drinking water

100

Number of countries affected by fluoride contamination in groundwater (Exceeding 1.5 mg/L) in 2023

(Source: World Bank, Global Society World News, World Vision)

India

6

% potential loss to GDP by 2030 due to water crisis

1,486

Cubic meters, per capita water availability in 2021

1,341

Cubic meters, per capita water availability in 2025 — placing India perilously close to being classified as 'water stressed'

2,00,000

Number of annual deaths due to severe water crisis, 2024

600

million, number of people experiencing high to extreme water stress, 2024

141

India's rank, out of 180 countries in Yale University's 2022 unsafe drinking water index

~70

% of India's surface water is contaminated

18

% of global population hails from India

4

% of global water resources belonging to India

~30

% of India's freshwater is stored as groundwater

60

% of irrigated agriculture dependent on groundwater

85

% of drinking water supplies dependent on groundwater

50

% of India's morbidity is due to water-related issues

25

%, World's groundwater extracted by India

230

cubic kilometers, groundwater extracted by India every year, making it the largest user of groundwater

~500

Million, number of people in South Asia who lack access to safe water

(Source: East Asia Forum, NITI Aayog)

7

irreversible realities that are enhancing the importance of the polymer pipes sector in India

This is not just a domestic growth story, but part of a long-term global infrastructure wave

1

The global water crisis is not coming; it is here

- 2 billion people worldwide lack safe drinking water access.
- Water conservation, reuse, rainwater harvesting, desalination, and precision irrigation are now global imperatives.
- Polymer pipes — leakproof, low-loss, corrosion-free — are central to reducing non-revenue water losses and enhancing water delivery efficiency.
- PVC and HDPE pipes are the arteries of the world's new water order.

2

Urbanisation is a global phenomenon

- 70% of the world's population will live in urban areas by 2050.
- Every city expansion requires sanitation, drinking water, stormwater drainage, internal plumbing, fire safety networks — all pipe-reliant.
- Polymer pipes (especially CPVC, uPVC) are becoming default materials for fast-track, modular, and vertical construction.
- Every new urban slum upgraded, every metro township built — triggers pipeline kilometres in demand.

3

Food security is driving irrigation infrastructure

- Climate volatility is making rain-fed agriculture unsustainable.
- Countries are investing in micro-irrigation, water reuse, and closed-loop farming systems.
- India's agri-export ambitions and self-reliance vision demand widespread irrigation modernisation, powered by polymer piping.
- The global equation is clear: Pipes = Crops = Security.

What will drive the polymer pipes sector

- Sustained population growth
- Increased prosperity
- Growing focus on urban water security
- Erratic weather and rainfall patterns
- Users switching from legacy metal
- Micro-irrigation a long-term demand driver
- Widening city gas and telecom networks

The catalysts of polymer pipes offtake

- Farm sector
- Digitalisation
- Urbanisation
- City gas distribution
- Industrialisation
- Wastewater management

4

Digital infrastructure is buried, not towered

- Optical fibre is now civilisational infrastructure – not optional.
- 5G, satellite hubs, rural connectivity – all need ducts, conduits, microtubes to carry and protect fibre networks.
- India’s BharatNet and Digital India missions are large-scale pipe deployment stories.
- The faster the data, the deeper the pipe.

5

Green buildings and infrastructure are becoming non-negotiable

- Globally, green-rated buildings demand low-carbon, recyclable, long-life materials.
- Polymer pipes check all boxes: energy-efficient to manufacture, recyclable, thermally efficient, and maintenance-light.
- Replacing GI pipes with CPVC/uPVC is standard in LEED, GRIHA and IGBC guidelines.
- Net-zero infrastructure needs net-zero-maintenance pipes.

6

Metal pipes are becoming obsolete

- Steel and GI pipes are losing relevance due to issues related to weight, corrosion, labour intensity and higher carbon footprint
- Polymer pipes are cheaper, faster to install, safer, and come with lower lifecycle costs.
- This is not a trend. It is a material shift.

7

Global capital is looking for infrastructure multipliers

- Private equity and global infra funds are backing sectors that touch water, sanitation, telecom, and housing – all pipe-intensive.
- Polymer pipe companies with strong ESG, scale, and compliance are natural beneficiaries of patient, long-term capital.
- Infrastructure capital is not backing concrete. It’s backing what flows through it.

Bottomline

The world is reorganising around water, cities, connectivity, and food – and polymer pipes are the unseen enablers.

Kriti Industries. Right country. Right sector. Right time.

Overview

The polymer pipe industry in India enjoys an attractive future because it is embedded in core sectors that will power India's next phase of growth — agriculture, construction, industry, and telecom. Each of these downstream segments is undergoing rapid transformation, and polymer pipes will be the silent enablers of that transformation.

1

Agriculture: The push for micro-irrigation and water efficiency

- 80% of India's water is consumed by agriculture — most of it inefficiently.
- The government is driving Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) and PM-KUSUM, focusing on drip and sprinkler irrigation systems.
- Polymer pipes (HDPE, LLDPE, PVC) are central to these systems — low cost, lightweight, corrosion-free, and easy to install.

Every new acre brought under micro-irrigation means kilometres of polymer piping.

2

Construction and real estate: The urban infrastructure boom

- Urban India is adding 10 million+ homes every year under PMAY, Smart Cities, and private real estate.
- Polymer pipes are used in plumbing, sewage, stormwater drainage, fire safety, rainwater harvesting.
- New standards now prefer CPVC and uPVC over galvanised iron due to longevity and hygiene.

A single high-rise uses 20–50 km of piping. India is building hundreds of them.

3

Industry: Process piping and utility networks

- In industrial estates and SEZs, polymer pipes are used for cooling water, compressed air, effluent discharge, and chemical transport.
- Sectors like food processing, dairy, pharma, and textiles prefer corrosion-free, low-maintenance piping.
- CPVC, HDPE, and PPR pipes are replacing metal in chemical-resistant and high-pressure applications.

India's shift to Make in India 2.0 means new factories — and each factory needs polymer-based utility infrastructure.

4

Telecom: Fiber optic and ducting infrastructure

- India's 5G and BharatNet rollouts depend on underground fiber-optic cables, protected by HDPE duct pipes.
- The demand for microducts, subducts, and conduit pipes is surging with rising data traffic and rural digital connectivity.

Laying 1 km of optical fiber = 1 km of ducting. Multiply that across India's 6 Lakh villages.

5

5 Other tailwinds

- Smart Cities and AMRUT missions = demand for water/sewage polymer pipe networks.
- Replacement market: Aging GI/metal pipes are being replaced with polymer across India.
- Export potential: Low-cost, high-volume polymer pipe makers in India can serve Africa, Middle East, Southeast Asia.

Where there's water, data, or construction — there's a polymer pipe silently delivering value.

ESG represents the cornerstone of our business

Overview

ESG has become a crucial benchmark worldwide, utilised by analysts, opinion leaders, regulatory bodies, media, communities and financial institutions to assess corporate management. This shift has expanded evaluations beyond the Balance Sheet, marking a significant transition from purely quantitative metrics to qualitative assessments.

The Environmental component focuses on the Company's initiatives to reduce its carbon footprint through the responsible use of finite resources while ensuring compliance with regulations.

The Social component encompasses the Company's relationships with

key stakeholders, including vendors (land, capital equipment, and raw materials), employees, customers, and communities.

The Governance component evaluates how the Company manages its business, including its processes, practices, and systems.

Together, these ESG elements cover every critical facet of the Company's operations essential for long-term sustainability. There is growing recognition that even companies taking initial steps toward ESG compliance are progressing toward becoming global benchmarks, enhancing their reputation and appeal on a worldwide scale.

Environmental priorities

- Moderate carbon footprint
- Protect biodiversity
- Employ 5R's (replace, re-use, renewable, recycle, reduce)
- Improve the environmental rating
- Continuous environment audit and investment
- Periodically disclose environment performance

Social priorities

- Large workforce
- Focus on knowledge, experience and retention
- Training in skill development and renewal
- Culture of passion
- Catering to key customers
- ₹0.05 Cr CSR investment FY 2024-25

Governance priorities

Code and values

- Code of Conduct
- Whistle blower policy
- Anti-bribery and anti-slavery policy
- Remuneration policy
- Corporate-Environment-Health-and-Safety Policy
- ESG commitment
- Employee care and fairness
- Prevention of Sexual Harassment (POSH)
- Code of Practices for Fair Disclosure
- Code of Internal Procedures and Conduct for Insider Trading

Structure and oversight

- Board with strong independence
- Business Responsibility Policy
- Fully Independent Audit Committee
- Risk Management Policy

Transparency and reporting

- Material event policy
- Related party transactions
- Quarterly self-declarations on the web

Our environment commitment

At Kriti Industries, we are dedicated to the responsible and efficient use of environmental resources. Our focus is on recycling waste, reducing fossil fuel consumption, and building resilience against climate change. The Company is committed to minimising energy usage, lowering greenhouse gas emissions, and transitioning from traditional processes to cleaner, more sustainable alternatives.

To achieve this, we have implemented comprehensive environmental management systems, stringent controls, and disaster preparedness frameworks. We have also invested in experienced subject matter experts who drive continuous improvements in processes and materials, ensuring the search for cleaner, more sustainable solutions remains a priority.

Characteristics

• **Regulatory compliance:** Environmental laws are becoming increasingly stringent, requiring businesses to meet high standards in

pollution control. Non-compliance with Pollution Control Board regulations can result in fines, legal consequences, and reputational risks.

• **Reputation and brand value:** Consumers, investors, and other stakeholders now prioritise sustainability and corporate responsibility. A strong environmental commitment enhances brand reputation, attracts eco-conscious customers, and differentiates the Company in the market.

• **Risk management:** Poor environmental management can expose businesses to operational risks such as regulatory violations, environmental hazards, supply chain disruptions, and reputational harm. Taking a proactive approach helps mitigate these risks and ensures business continuity.

• **Cost efficiency:** Adopting sustainable practices leads to long-term cost savings. Energy efficiency measures, waste reduction, and resource conservation can lower utility costs, reduce raw material

consumption, and minimise waste disposal expenses.

By strengthening our environmental initiatives, Kriti Industries is working towards a more sustainable future while securing long-term business success.

Kriti's environmental initiatives

• **Enhancing energy efficiency:** The Company has undertaken projects to reduce energy consumption by upgrading equipment for improved efficiency, optimising heating, ventilation, and air conditioning (HVAC) systems, and installing energy-efficient lighting.

• **Adopting renewable energy:** Kriti Industries has invested in renewable energy sources such as solar power to reduce reliance on fossil fuels and lower carbon emissions.

• **Water conservation efforts:** The Company has implemented water-saving technologies and best practices to optimise water usage and minimise waste. Initiatives

include installing water-efficient fixtures, implementing leak detection and repair programs, and developing water recycling and reuse systems.

• Waste reduction and recycling:

Kriti Industries actively works to minimise waste generation, enhance recycling efforts, and reduce landfill contributions. Recycling bins are strategically placed across facilities, organic waste composting programs have been introduced, and the Company collaborates with waste management partners to recycle or repurpose materials.

• Eco-friendly transportation and operations:

Employees are encouraged to adopt sustainable commuting methods, such as carpooling, biking, or using public transport to lower carbon emissions. The Company has introduced electric forklifts within manufacturing plants to improve material handling with reduced environmental impact.

• Green cover expansion: Kriti Industries is committed to engaging with employees, local communities, environmental organisations, and regulatory agencies to enhance greenery. The Company planted saplings and shrubs during the year under review.

• Pollution control measures:

The Company follows a comprehensive approach to pollution reduction by identifying sources,

implementing mitigation strategies, and continuously monitoring environmental impact to ensure compliance and sustainability.

Air and water pollution

Emission control measures: The Company installed pollution control systems, including scrubbers, filters, and catalytic converters, to reduce emissions of particulate matter, NO₂, and other pollutants from industrial processes, combustion sources, and vehicles.

Transition to cleaner energy: The Company shifted to renewable energy sources to reduce its environmental footprint.

Water conservation efforts: The Company adopted water conservation measures to minimise usage and wastewater generation. Initiatives include installing water-saving fixtures such as low-flow faucets and toilets, implementing leak detection and repair programs to prevent water loss, and conducting water audits to identify further conservation opportunities.

Solid waste pollution

Waste reduction initiatives: The Company implemented strategies to minimise solid waste generation. These include source reduction, recycling, composting, and reuse

programs to divert waste from landfills.

Sustainable waste management practices:

The Company adopted comprehensive waste management practices, including proper segregation, storage, transportation, and disposal, to reduce environmental impact and comply with regulatory requirements.

Our certifications

ISO 9000

Ensures our quality management systems meet global standards, fostering consistent product and service excellence.

ISO 14000

Demonstrates our commitment to environmental responsibility by minimising our ecological footprint across operations.

ISO 45000

Focuses on occupational health and safety, helping us maintain a safe, compliant, and employee-friendly workplace.

Our social commitment

The Company prioritises strong relationships with employees, customers, vendors, and institutions in the communities where it operates. Its social commitment is rooted in fostering harmonious industrial relations, promoting diversity and ensuring inclusion.

Employee safety initiatives

At Kriti Industries, ensuring the safety of employees, contractors, visitors and the community is a top priority. The Company is dedicated to maintaining a safe and healthy work environment by adhering to the highest safety standards and complying with all relevant laws, regulations, and industry best practices.

Safety communication and engagement

▪ Daily safety briefings are conducted before work begins, and any incidents or near-misses are promptly shared.

- A structured safety team ensures clear roles, alignment with organisational objectives, and optimal resource utilisation.
- Safety team engagement is strengthened through open communication, employee participation, training programs, and awareness campaigns.

Training and preparedness

- Dedicated safety personnel conduct periodic training sessions.
- Emergency drills and tabletop exercises are conducted to test and improve emergency response capabilities.

- Investments in safety infrastructure support a secure work environment and the effective implementation of safety measures.

Workplace safety measures

- The Company provides safety equipment to protect employees from workplace hazards while ensuring regulatory compliance.
- Regular safety audits—including internal, certification, and compliance audits—are conducted to identify and address risks.
- Immediate corrective actions are taken for safety violations, such as stopping unsafe activities,

removing hazards, and implementing temporary controls.

Incident management and accountability

- Root cause investigations are conducted to identify factors contributing to safety violations, including human error, equipment failure, inadequate training, or systemic issues.
- Detailed records of safety incidents, investigations, and follow-up actions are maintained for analysis and future improvements.
- Established safety policies and procedures are consistently enforced, ensuring employees understand safety expectations and reporting protocols.
- Individuals responsible for safety violations are held accountable through appropriate disciplinary actions, ranging from verbal warnings to suspension or termination, depending on the severity and recurrence of the violation.

Our governance commitment

The 'G' in ESG—governance—encompasses the system of practices, regulations, and protocols that guide ethical and responsible business conduct. It ensures that businesses not only do the right things but also do them the right way.

Trust as our foundation: At Kriti Industries, trust is the cornerstone of our relationships. It is why customers choose our products, employees stay engaged, vendors collaborate with us, investors provide capital, bankers extend credit, and communities support our initiatives.

Strategic leadership: Our strategic direction is shaped by a distinguished Board of Directors comprising professionals and industrialists who bring deep experience, multi-sector expertise, and strategic insights to drive sustained growth.

Core business focus: We have positioned Kriti Industries as a leading provider of fluid transmission products, specialising in PVC and HDPE pipes and fittings. Our downstream applications span key sectors, including water, telecom, gas, and building products, enabling us to offer comprehensive pipe implementation solutions.

Long-term growth strategy: Our business is built on long-term sustainability, driven by strategic investments in advanced technology, brand development, skilled talent, innovative products, and strong trade partnerships.

Strength of the Kasta brand: Our most valuable asset is the Kasta brand, synonymous with expertise, trust (Bharosa), quality, and peace of mind.

Sustainable growth approach: We prioritise controlled growth through the reinvestment of earnings rather than debt accumulation. By maintaining a balance between

strategic ambition and financial prudence, we pursue projects with attractive short payback periods while ensuring stability and security.

Retail-centric business model: In FY 2024-25, 84% of our revenues were generated from retail customers, diversifying our risk across thousands of customers, geographies, and applications. This retail-driven model strengthens cash flows, as it operates primarily on a cash-and-carry basis.

Expanding our national presence: From a stronghold in two states, Kriti Industries expanded to 16 states in FY 2024-25, positioning itself as a growing pan-India player.

Prudent debt management: Our strategy favors remaining under-borrowed, reinvesting accruals into business expansion instead.

Comprehensive product solutions: We manufacture pipes ranging from 20 mm to 710 mm in diameter, catering to diverse applications such as water supply, drip irrigation, gas distribution, and telecom infrastructure. This enables us to maximise our share of the distributor's wallet.

Strategic capacity investments: Kriti Industries has invested in one of India's largest polymer pipe manufacturing capacities at a single location. Our objective is to expand into new sectors with year-round demand, enhancing capacity utilisation and profitability. While we consolidate production at this central facility, we ensure rapid delivery to

trade partners and optimise sales within a 500 km radius.

Governance-enhancing initiatives

- The Company appointed experienced Directors to the Board, with 57% serving as Independent Directors.
- A whistleblower mechanism was implemented, allowing employees to report concerns directly to the Chairman of the Audit Committee.
- Investor complaints are addressed promptly to ensure transparency and trust.
- Auditors are encouraged to conduct real-time internal audits, with quarterly internal audit reports and corresponding Action Taken Reports submitted to the Audit Committee.
- The Company has developed and implemented all necessary policies as mandated by the Companies Act and SEBI Listing Regulations.
- Independent Directors hold an annual meeting to assess the performance of individual Directors and the Board as a whole.
- The Board is regularly updated on the latest statutory and regulatory amendments issued by government authorities.
- Transparent communication with shareholders is maintained, with all price-sensitive information promptly disclosed through stock exchange announcements.

Why governance is critical in our business

At Kriti Industries, we never sell a pipe that we would not install in our home. We never sign off a batch we would not stand behind 10 years later.



<p>Because the product is a public trust</p> <p>A pipe that fails underground means fields dry, cities flood, or homes go waterless — and the manufacturer may never be traceable. Governance ensures that no one cuts corners just because they can't be seen. If governance fails, so do farms, faucets, and futures.</p>	<p>Because the industry is vulnerable to quality compromises</p> <p>During volatile raw material environments, there is a temptation to blend virgin and reprocessed plastic, using calcium fillers and compromising on thickness. These can pass inspections but fail in the field. Robust governance ensures procurement integrity, batch traceability, and internal audits that can't be gamed. Good governance is the only firewall between cost pressure and compromised quality.</p>	<p>Because compliance is tightening</p> <p>BIS certifications, ISO norms, CPWD/PHED tenders, and Jal Jeevan Mission guidelines are becoming stringent. Fines, blacklisting, or loss of government business can result from lapses. Governance ensures that what's promised in the lab is delivered in the field, every time.</p>
<p>Because distribution is wide, but supervision is thin</p> <p>Pipes reach remotest rural areas through distributor chains. Governance ensures channel partners do not stock outdated or defective material, and all documentation (like warranties) is honoured. It also reduces the risk of counterfeit pipes.</p>	<p>Because safety, labour, and ESG cannot be lip service</p> <p>Governance ensures a plant's safety drills, emissions norms, and effluent treatments are not just on paper. It ensures third-party audits, grievance redressal for workers, gender equity, and ethical sourcing. It enables one can credibly issue ESG reports and gain investor trust.</p>	<p>Because the future will belong to the transparent</p> <p>Investors, banks, and international buyers increasingly demand governance ratings, ESG metrics, and policy disclosures. Companies with strong governance will get preferential capital, better valuations, and longer contracts.</p>

Our superior technology network

Overview

Digitalisation is crucial for modern businesses as it enhances efficiency, reduces operational costs, and improves customer experiences. By integrating digital technologies into processes, companies can streamline workflows, gain real-time insights through data analytics, and respond swiftly to market changes. It also enables better communication, remote collaboration, and innovation, giving businesses a competitive edge in a rapidly evolving digital economy.

In recent years, Kriti Industries has strategically integrated technology into core business functions to boost agility, resilience, and competitiveness. We aligned IT closely with business goals, reinforced cybersecurity, and optimised cloud infrastructure for greater efficiency. Enhanced data governance and analytics now drive informed decision-making, while strengthened compliance and risk management ensure regulatory adherence. These efforts position Kriti for sustained success in a digital-first environment.

Challenges and counter-initiatives

Pressure to adopt generative AI and automation tools to improve efficiency while ensuring responsible use and data governance.

The company implemented AI and automation solutions based on organisational needs and user competency, ensuring responsible deployment and effective adoption across functions.

Increasing sophistication of cyberattacks and evolving compliance requirements (e.g., data protection laws, AI regulations).

The company upgraded IT infrastructure including servers and Wi-Fi networks to support hybrid work, strengthening security with improved VPN protocols and multi-factor authentication to enhance data protection and regulatory compliance.

Ongoing reliance on legacy platforms that hinder agility, performance, and integration with modern tools.

The company undertook a phased decommissioning of outdated applications to reduce system inertia and enhance agility. It adopted an API-driven microservices architecture, enabling scalable integration and faster innovation without the need for complete system overhauls. It optimised IT spend and improved return on investment by consolidating software licenses, renegotiating vendor contracts, and leveraging cost-effective open-source tools.

Kriti Industries key IT strengths

Digital workplace enablement	Sustainability	IT Service Management (ITSM) enhancements	Strategic business alignment	Compliance and risk management
<ul style="list-style-type: none"> Modern collaboration tools such as Microsoft Teams, Slack, Zoom and Google meet Enhanced remote work infrastructure with secure VPN services 	<ul style="list-style-type: none"> Adoption of energy-efficient hardware and green data centers E-waste management and responsible recycling of IT assets 	<ul style="list-style-type: none"> Use of predictive analytics for proactive support Increased automation in incident resolution and service requests 	<ul style="list-style-type: none"> IT plays a central role in digital transformation initiatives Strong involvement in enterprise strategy and innovation efforts 	<ul style="list-style-type: none"> Alignment with evolving regulations and audit preparedness Robust business continuity planning and disaster recovery protocols

Highlights, FY 25

- Embraced extensive use of AI-powered solutions, including copilots, chatbots, generative AI, and robotic process automation (RPA), to drive productivity and operational efficiency.
- Strengthened cybersecurity by implementing zero trust architecture, enhancing endpoint protection, and

conducting regular cyber drills and employee training programs.

- Deployed FinOps practices and real-time resource usage monitoring to optimise cloud and IT spend.
- Leveraged real-time data analytics to enable faster, more informed decision-making across business functions.
- Established robust data governance frameworks to ensure regulatory

compliance (e.g., GDPR, DPDP Act) and uphold data privacy standards.

Outlook

The company will continue to invest in enhancing its digital infrastructure to enhance its productivity and security.

Our marketing efficiency

2700+

Mini meets

125+

Mega meets

Overview

Marketing plays a crucial role in the success of business by creating awareness, generating demand and building customer trust. It connects products with the right audience, helping businesses communicate their value proposition effectively. Through targeted campaigns, brand positioning, and market insights, marketing drives sales growth, strengthens competitive advantage, and fosters long-term customer relationships—making it an essential

engine for sustainable business growth.

At Kriti Industries, we are building a brand that connects deeply with our clients, one that reflects their aspirations and values. Through focused brand-building initiatives and proactive customer engagement, we are extending our reach, capturing new markets, and delivering insights that fuel client satisfaction and loyalty.

Strengths

Marketing strategies are aligned with overall business goals, ensuring cohesive, results-driven growth	Robust dealer development network ensures long-term market partnerships	Regular tracking of market trends helps identify competitive advantages and growth opportunities
Prudent budget management helps maximise return on investment while maintaining cost efficiency	Innovative content creation across multiple platforms strengthens brand messaging and audience resonance	Effective use of digital tools and platforms drives marketing innovation and enhances customer experience

Challenges and counter-initiatives

Volatile PVC prices created uncertainty in procurement and pricing strategies.

The company’s marketing activities shifted from broad mass campaigns to more focused and targeted efforts to optimise spend and impact.

Falling prices resulted in reduced profitability on existing inventory

The company’s timely intervention and strict control over the marketing budget helped preserve margins and avoid overspending.

Election-related budget cuts slowed down key government projects, impacting demand.

The company optimised marketing activities and resources ensured efficient allocation despite reduced demand.

Dealers struggled to move inventory as market prices declined.

The company prioritised critical marketing activities to focus support on dealer-facing initiatives that could stimulate sales.

Highlights, FY 25

- Conducted over 120 bombarding activities to enhance brand visibility and deepen market penetration.
- Strengthened Kasta’s brand positioning through innovative overhead water tank paintings.
- Established a dedicated customer care department to improve inbound sales conversions and build stronger customer relationships.
- Executed impactful on-ground BTL activations to directly engage customers and boost brand recall.
- Launched targeted digital campaigns across online platforms to expand reach and drive engagement.
- Created buzz through influencer engagement programs, amplifying brand presence and credibility.

Outlook

The company plans to adopt a comprehensive 360-degree marketing approach, integrating both digital and offline PR activities. This strategy will be further supported by targeted print and radio campaigns to enhance brand reach and engagement.

Case study

Empowering farmers through the Kasta farmers growth programme

Reality: In an effort to create a lasting positive impact on the farming community, Krita Industries launched the Kasta farmers growth programme, a long-term initiative dedicated to equipping farmers with the knowledge, tools, and support they need to cultivate prosperity.

Challenges: Farmers across the country face numerous challenges starting from fluctuating market conditions to limited access to modern agricultural practices.

Activity: The Kasta farmers growth programme is designed as a multi-year journey, spanning over three years, focused on sustainable farmer development. Every month, the programme identifies and shares relevant, actionable agricultural topics through informational videos, digital content and direct engagement. These efforts culminate in large-scale mega farmer meets in selected markets, facilitating face-to-face knowledge exchange. To ensure continuous support, farmers can reach out anytime via a dedicated toll-free number and WhatsApp channel, fostering a responsive and supportive ecosystem.

Impact: Since its inception, the programme has successfully created a growing community of engaged farmers who actively participate, share feedback, and implement new practices. The positive reception of the first five to six informational videos has been a tremendous motivator, fuelling the team’s commitment to expand this initiative. By 2028, this programme aims to empower over 4 million farmers, significantly boosting agricultural productivity and efficiency.

Big numbers

Agriculture products

4%

Market share across India, FY25

Building products

6%

Market share in Madhya Pradesh, FY25

0.5%

Market share across India, FY25

Our Board of Directors

*as on 22.05.2025



Mr. Shiv Singh Mehta
Chairman and Managing Director

Tenure on Board: 36 years

Education: Bachelor's degree in Electrical Engineering and Masters Degree in Business Administration

Strengths: Finance, marketing, technical and business administration

Achievements: Awarded Arya Chanakya (MP) Award for Corporate Governance and Corporate Social Responsibility and the Plastindia Foundation Award for his contribution to India's plastics industry.

Previous experience

President of Plastic Processors of India

Areas of expertise



Mr. Saurabh Singh Mehta
Director

Tenure on Board: 7 years

Education: Bachelors of Engineering in Computer Science from Ohio State University and MBA from S.P. Jain Institute of Management & Research

Strengths: 13+ years of experience in administration, marketing and IT.

Areas of expertise



Ms. Purnima Mehta
Whole-Time Director

Tenure on Board: 25 years

Education: B.A. (Honours) and PGDBM

Strengths: Accounts & finance, purchase, IT, HR and administration. Holds the membership in Audit Committee, Stakeholders Relationship Committee and CSR Committee.

Areas of expertise



Areas of expertise

- Financial diversity
- Global business
- Leadership
- Technology
- Mergers and acquisitions
- Board service and governance
- Sales and marketing
- Sustainability and ESG
- Risk expertise



Mr. Chandrasekharan Bhaskar

Independent Director

Tenure on Board: 9 years

Education: B.Tech. (Chemical engineering), MIMA, PGDM (IIM-Calcutta).

Key strengths: 41+ years of experience in consulting industry. Areas of expertise includes corporate and business planning, market research, asset revaluation, marketing, operations and factory management.

Other appointments: Elected Fellow of the Indian Plastics Institute.

Previous experience: Associated with Tata Sons Limited and Tata Economic Consultancy service for 5 years and with Xpro India Limited for 35 years.

Areas of expertise



Mr. Hitendra Mehta

Independent Director

Tenure on Board: 4 years

Education: Bachelor's Degree in Civil Engineering

Key strengths: Renowned Indian designer in construction industry and architect engaged in urban planning and project management

Other appointments: Architect in his own firm Mehta and Associates LLP (extended operations to the whole of Madhya Pradesh, Gujarat, Rajasthan, Maharashtra, Chhattisgarh, Andhra Pradesh and Delhi with 150+ specialised professionals)

Areas of expertise



Mr. Siddharth Sethi

Independent Director

Tenure on Board: 1 year

Education: Bachelor's degree in Electrical Engineering, MBA (IIM-Indore)

Key Strengths: 26+years of experience in software engineering. Expertise in branding, ideation, strategy and execution, business and relationship development, envisioning technology solutions and human machine interaction.

Other appointments: Managing Director of InfoBeans Technologies Ltd, Member of the Board of Governors of IIM Indore and Member of Board of IMA Indore and IIM Indore Alumni Association.

Partner in Seed Enterprises from 2010- Present.

Areas of expertise



Mr. Venkat Subramaniam

Independent Director

Education: Bachelor's degree in Mechanical Engineering, PGDM (IIM-Bangalore)

Key Strengths: 30+years of experience in auto-ancillary, two-wheeler and commercial vehicle industries. He held a variety of leadership roles with exposure to Indian and overseas markets – heading strategy, marketing, product & program management, aftermarket and TQM.

Other appointments: Director of Gulf Ashley Motor Limited.

Areas of expertise



Management discussion and analysis

Global economic review

Overview

Global economic growth declined marginally from 3.3% in 2023 to an estimated 3.2% in 2024. This was marked by a slowdown in global manufacturing, particularly in Europe and parts of Asia coupled with supply chain disruption and weak consumer sentiment. In contrast, the services sector performed more creditably.

The growth in advanced economies remained steady at 1.7% from 2023

to 2024 as the emerging cum developing economies witnessed a growth decline at 4.2% in 2024 (4.4% in 2023).

On the positive side, global inflation was expected to decline from 6.1% in 2023 to 4.5% in 2024 (projected at 3.5% and 3.2% in 2025 and 2026 respectively). This decline was attributed to the declining impact of erstwhile economic shocks, and labour supply improvements. The monetary policies announced by

governments the world over helped keep inflation in check as well.

The end of the calendar year was marked by the return of Donald Trump as the new US President. The new US government threatened to impose tariffs on countries exporting to the US unless those countries lowered tariffs for the US to export to their countries. This enhanced global trade and markets uncertainty and emerged as the largest singular uncertainty in 2025.

Regional growth (%)	2024	2023
World output	3.2	3.3
Advanced economies	1.7	1.7
Emerging and developing economies	4.2	4.4

(Source: IMF, KPMG, Press Information Bureau, BBC, India Today)

Performance of the major economies, 2024

United States: Reported GDP growth of 2.8% in 2024 compared to 2.9% in 2023.	China: GDP growth was 5.0% in 2024 compared to 5.2% in 2023.	United Kingdom: GDP growth was 0.8% in 2024 compared to 0.4% in 2023.	Japan: GDP growth was 0.1% in 2024 compared with 1.9% in 2023.	Germany: GDP contracted by 0.2% in 2024 compared to a 0.3% decline in 2023.
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(Source: CNBC, China Briefing, ons.gov.uk, Trading Economics, Reuters)

Outlook

The global economy has entered a period of uncertainty following the imposition of tariffs of products imported into the USA and some countries announcing reciprocal tariffs on US exports to their countries. This is likely to stagger global economic growth, the full outcome of which cannot be currently estimated. This risk is supplemented by risks related to conflicts, geopolitical tensions, trade restrictions and climate risks. In view of this, World Bank projected global economic growth at 2.7% for 2025 and 2026, factoring the various economic uncertainties. (Source: IMF, United Nations)

Indian economic review

Overview

The Indian economy grew at 6.5% in FY 2024-25, compared to a revised 9.2% in FY 2023-24. This represented a four-year low due to a moderate slowdown within the Indian economy (marked by slower manufacturing growth and a decline in net investments). Despite the slowdown, India retained its position as the world's fifth-largest economy.

India's nominal GDP (at current prices) was ₹330.68 trillion in FY 2024-25 (₹301.23 trillion in FY 2023-24). The nominal GDP per capita increased from ₹2,15,936 in FY 2023-24 to ₹2,35,108 in FY 2024-25, reflecting the impact of an economic expansion.

The Indian rupee weakened 2.12% against the US dollar in FY 2024-25, closing at ₹85.47 on the last trading day of FY 2024-25. In March 2025, the rupee recorded the highest monthly appreciation since November 2018, rising 2.39% (arising out a weakening US dollar).

Inflationary pressures eased, with CPI inflation averaging 4.63% in FY 2024-25, driven by moderating food inflation and stable global commodity prices. Retail inflation at 4.6% in FY 2024-25, was the lowest since the pandemic, catalysing savings creation.

India's foreign exchange reserves stood at a high of \$676 billion as of April 4, 2025. This was the fourth consecutive year when rating upgrades outpaced downgrades on

account of strong domestic growth, rural consumption, increased infrastructure investments and low corporate leverage (annualised rating upgrade rate 14.5% exceeded the decade-long average of 11%; downgrade rate was 5.3%, lower than the 10-year average of 6.5%).

Gross foreign direct investment (FDI) into India rose 13.6% to \$81 billion during the last financial year, the fastest pace of expansion since 2019-20. The increase in the year was despite a contraction during the fourth quarter of 2024-25 when inflows on a gross basis declined 6% to \$17.9 billion due to the uncertainty caused by Donald Trump's election and his assertions around getting investments back into the US.

Growth of the Indian economy

	FY22	FY23	FY24	FY25
Real GDP growth (%)	8.7	7.2	9.2	6.5

E: Estimated

(Source: MoSPI, Financial Express)

Growth of the Indian economy quarter by quarter, FY 2024-25

	Q1 FY25	Q2 FY25	Q3 FY25	Q4 FY25
Real GDP growth (%)	6.5	5.6	6.2	7.4

E: Estimated

(Source: The Hindu, National Statistics Office)

The banking sector continued its improvement, with gross non-performing assets (NPA) for scheduled commercial banks (SCBs) declining to 2.6% as of September 2024, down from 2.7% in March 2024. The capital-to-risk-weighted assets ratio for SCBs stood at 16.7% as of September 2024, reflecting a strong capital position.

India's exports of goods and services reached \$824.9 billion in FY 2024-25, up from \$778 billion in the previous fiscal year. The Red

Sea crisis impacted shipping costs, affecting price-sensitive exports. Merchandise exports grew 6% YoY, reaching \$374.1 billion.

India's net GST collections increased 8.6%, totalling ₹19.56 Lakh Cr in FY 2024-25. Gross GST collections in FY 2024-25 stood at ₹22.08 Lakh Cr, a 9.4% increase YoY.

On the supply side, real gross value added (GVA) was estimated to expand 6.4% in FY 2024-25. The industrial sector grew by 6.5%, supported by growth in construction

activities, electricity, gas, water supply and other utility services.

India's services sector grew at 8.9% in FY 2024-25 (9.0% in FY 2023-24), driven by public administration, defence and other services (expanded at 8.8% as in the previous year). In the infrastructure and utilities sector, electricity, gas, water supply and other utility services grew a projected 6.0% in FY 2024-25, compared to 8.6% in FY 2023-24. Meanwhile, the construction sector expanded at 9.4% in FY 2024-25,

slowing from 10.4% in the previous year.

Manufacturing activity was subdued in FY 2024-25, with growth at 4.5%, which was lower than 12.3% in FY 2023-24. Moreover, due to lower public spending in the early part of the year, government final consumption expenditure (GFCE) is anticipated to have slowed to 3.8% in FY 2024-25, compared to 8.1% in FY 2023-24.

The agriculture sector grew at 4.6% in 2024-25 (1.4% in 2023-24). Trade, hotel, transport, communication and services related to broadcasting segment were estimated to grow at 6.4% in 2024-25 (6.3% in 2023-24).

From a demand perspective, the private final consumption expenditure (PFCE) exhibited robust growth, achieving 7.2% in FY 2024-25, surpassing the previous financial year's rate of 5.6%.

The Nifty 50 and SENSEX recorded their weakest annual performances in FY 25 in two years, rising 5.3% and 7.5% during the year under review respectively. Gold rose 37.7% to a peak of \$3,070 per ounce, the highest increase since FY 2007-08, indicating global uncertainties.

Total assets managed by the mutual fund (MF) industry jumped 23% or ₹12.3 Lakh Cr in fiscal 2025 to settle at ₹65.7 Lakh Cr. At close of FY 2024-25, the total number of folios had jumped to nearly 23.5 Cr, an all-time peak. During last fiscal, average monthly systematic investment plan (SIP) contribution jumped 45% to ₹24,113 Cr.

Foreign portfolio investments (FPIs) in India experienced high volatility throughout 2024, with total inflows into capital markets reaching approximately \$20 billion by year-end. However, there was significant selling pressure in the last quarter, influenced by new tariffs announced by the new US government on most countries (including India).

Outlook

India is expected to remain the fastest-growing major economy. Initial Reserve Bank of India

estimates have forecast India's GDP growth downwards from 6.7% to 6.5% based on risks arising from US tariff levies on India and other countries. The following are some key growth catalysts for India in FY 2025-26.

Tariff-based competitiveness: India identified at least 10 sectors such as apparel and clothing accessories, chemicals, plastics and rubber where the US' high tariffs give New Delhi a competitive advantage in the American market over other suppliers. While India faced a 10% tariff after the US suspended the 26% additional duties for 90 days, the levy remained at 145% on China, the biggest exporter to the US. China's share of apparel imports into the US was 25%, compared with India's 3.8%, a large opportunity to address differential (Source: Niti Aayog).

Union Budget FY 2025-26: The Union Budget 2025-26 laid a strong foundation for India's economic trajectory, emphasising agriculture, MSMEs, investment, and exports as the four primary growth engines. With a fiscal deficit target of 4.4% of GDP, the government reinforced fiscal prudence while allocating ₹11.21 Lakh Cr for capital expenditure (3.1% of GDP) to drive infrastructure development. The February 2025 Budget marked a shift in approach, with the government proposing substantial personal tax cuts. Effective April 1, 2025, individuals earning up to ₹12 Lakh annually will be fully exempt from income tax. Economists estimate that the resulting ₹1 Lakh Cr in tax savings could boost consumption by ₹3-3.5 Lakh Cr, potentially increasing the nominal private final consumption Expenditure (PFCE) by 1.5-2% of its current ₹200 Lakh Cr.

Free trade agreement: In a post-Balance Sheet development, India and the United Kingdom announced a free trade agreement to boost strategic and economic ties. This could lead to a significant increase in the export competitiveness of Indian shipments in the UK across the textiles, toys, leather, marine products, footwear, and gems & jewellery sectors. About 99% of

Indian exports to UK will enjoy zero-duty access tariff cuts; India will cut tariffs on 90% of tariff lines and 85% could become fully duty-free within 10 years.

Pay Commission impact: The 8th Pay Commission's awards could lead to a significant salary revision for nearly ten million central government employees. Historically, Pay Commissions have granted substantial pay hikes along with generous arrears. For instance, the 7th Pay Commission more than tripled its monthly salaries, raising the range from ₹7,000 to ₹90,000 to ₹18,000 to ₹12.5 Lakh, triggering a widespread ripple effect.

Monsoons: The India Meteorological Department predicted an 'above normal' monsoon in 2025. This augurs well for the country's farm sector and a moderated food inflation outlook.

Easing inflation: India's consumer price index-based retail inflation in March 2025 eased to 3.34%, the lowest since August 2019, raising hopes of further repo rate cuts by the Reserve Bank of India.

Deeper rate cuts: In its February 2025 meeting, the Monetary Policy Committee (MPC) reduced policy rates by 25 basis points, reducing it to 6% in its first meeting of FY 2025-26. Besides, India's CPI inflation is forecasted at 4% for the fiscal year 2025-26.

Lifting credit restrictions: In November 2023, the RBI increased risk weights on bank loans to retail borrowers and NBFCs, significantly tightening credit availability. This led to a sharp slowdown in retail credit growth from 20-30% to 9-13% between September 2023 and 2024. However, under its new leadership, the RBI has prioritised restoring credit flow. Recent policy shifts have removed restrictions on consumer credit, postponed higher liquidity requirements for banks, and are expected to rejuvenate retail lending.

(Source: CNBC, Press Information Bureau, Business Standard, Economic Times, World Gold Council, Indian Express, Ministry of External Affairs, Times of India, Business Today, Hindustan Times, Statistics Times)

Indian PVC market review

The plastic pipes sector grew at 8% CAGR from FY15 to FY 2023-24. By the end of FY 2024-25, it is expected to reach a market size of ₹500 billion by FY 2024-25. The Indian government's robust investments in infrastructure development are driving increased demand for plastic pipes, which play a vital role in projects related to water supply, sewerage systems, and gas distribution. In its pursuit of reaching a USD 5 trillion economy, India is accelerating infrastructure expansion. The Union Budget 2025-26 raised the capital investment outlay for infrastructure by more than one-third to ₹11.21 Lakh Cr, and nearly triple the allocation in 2019-20. The Indian government is making substantial investments in infrastructure development, leading to an increased demand for plastic pipes. These pipes are extensively used in various infrastructure

projects, including water supply, sewerage, and gas distribution.

Polyvinyl chloride (PVC) is a widely utilised synthetic plastic polymer, recognised for its versatility, durability, and cost-effectiveness. These characteristics have made it a preferred material across various sectors, including construction, healthcare, packaging, automotive and renewable energy.

In India, the PVC market experienced significant growth, driven by demand from the construction, automotive and packaging industries. The expansion of the construction sector, particularly in infrastructure projects, significantly increased PVC consumption. Its applications included plumbing, electrical cable insulation, window frames and roofing sheets, underscoring its adaptability.

India's pipe and fittings market is a diverse and dynamic sector, comprising various materials such

as UPVC, CPVC, HDPE, LDPE, PPR, PPH and others. Notably, UPVC has emerged as a leading contributor to the market's revenue, with HDPE pipes and fittings closely following. The robust growth of the sanitation and agriculture sectors in India has been a significant catalyst for the market's expansion, driving demand for high-quality pipes and fittings.

Regions like North and South India emerged as leading areas within the PVC pipe market. North India's dominance is primarily due to large-scale infrastructure projects and agricultural reliance on irrigation, while South India sees significant demand owing to ongoing industrial development and urban expansion. High awareness and adoption of modern water management solutions in urban centers within these regions have enhanced the markets growth.

(Source: Kensearch.com, Techsciresearch, marketsmithindia, Jeffries)

Growth drivers of the polymer pipes industry

Urbanisation: India's urban population is expected to reach 675 million by 2030, driving demand for polymer pipes in construction and infrastructure projects. This investment is expected to drive demand for polymer pipes in infrastructure projects, with the market size projected to reach ₹47,300 Cr (approximately \$6.3 billion USD) by 2025-26.

Government boost: Modernisation of irrigation techniques boosts the need for durable and efficient piping systems. In its Union Budget, the Indian government allocated ₹1,37,757 Cr to the agriculture sector, driving the demand for polymer pipes in irrigation systems.

Water management and conservation:

As per the United Nations Children's Fund (UNICEF) at least two-thirds of the global population experiences water scarcity for almost one month every year. The Indian government launched the 'Jal Jeevan Mission' to provide piped water supply to all rural households by 2024-25, driving demand for polymer pipes in water supply systems. The market size for polymer pipes in water and sewage applications is expected to reach ₹22,100 Cr (approximately USD 3.0 billion) by 2025-26.

Tourism demand: The Union Budget 2025-26 allocated ₹2,541.06 Cr to enhance infrastructure, skill development, and travel facilitation. A major initiative includes developing 50 top tourist

destinations in partnership with states through a challenge mode, ensuring world-class facilities and connectivity.

Affordable housing: By 2030, India's affordable housing market is expected to reach 31.2 million units with 22.2 million units accounting for urban centres, driving the demand for PVC pipes.

Under penetration: At 13 kgs per person per year, India's per capita consumption of pipe is lower than the global average of 35 kgs per person per year, implying significant headroom for growth for Indian plastic pipe industry.

(Source: Researchnester.com, Tmtplus.co.in, Ministry of Commerce and Industry, Ministry of Agriculture and Farmers Welfare, Business World, pib.gov)

Realities driving the polymer pipes industry

40%

of India's population (projected) with no access to drinking water by 2030

141

India's rank out of 180 countries in Yale University's 2022 unsafe water drinking index

50%

percentage of districts in India could face 'severe' water scarcity by 2050

6%

of India's GDP will be lost due to water crisis by 2050

99,503

₹ Cr, allocation to Department of Drinking Water and Sanitation (DoDWS) in Union Budget 2025

10,000

₹ Cr, allocation for AMRUT scheme providing basic amenities to improve the quality of life in Union Budget 2025

(Source: Times of India, Daiki Axis, East Asia forum, The Hindu Business Line, orfonline, pib.gov)

Advantages of plastic pipes over GI pipes

Greater durability compared to GI pipes

More cost-effective over the long term

Anti-corrosive properties ensure longer lifespan

Leak-proof performance enhances efficiency

Lower installation and maintenance costs

Reduced frequency of replacement

Resistant to chemical and environmental degradation

Minimises water loss and reduces risk of damage

Government policies

Select government schemes and initiatives: The Indian government launched several initiatives to drive urban development and improve living standards, including Housing for All initiative which promotes the use of polymer pipes in affordable housing projects, aiming to provide safe and efficient plumbing systems to millions of households. Schemes like Atal Mission for Rejuvenation and Urban Transformation (AMRUT) and Jawaharlal Nehru National Urban Renewal Mission (JNNURM) aim to upgrade urban infrastructure and enhance civic amenities, ultimately improving the quality of life for citizens.

Standards and regulations policies: The Indian government has established various standards and

regulations to ensure the quality and safety of polymer pipes. The Bureau of Indian Standards (BIS) sets stringent standards for polymer pipes and fittings, while the Indian Plumbing Association (IPA) develops guidelines for plumbing systems, including those that utilise polymer pipes. The National Building Code (NBC) specifies requirements for building materials, including polymer pipes, to ensure compliance with safety and quality norms.

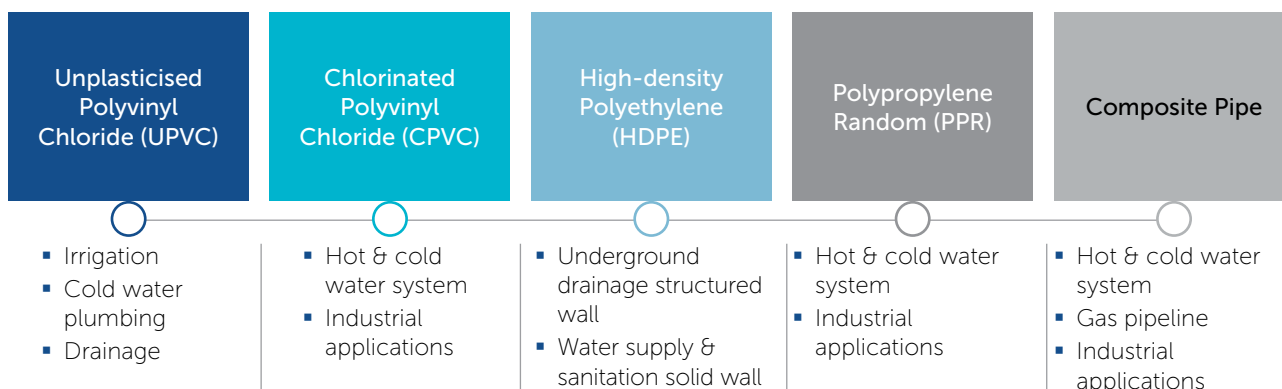
Trade policies: The government's trade policies play a significant role in shaping the polymer pipes industry. Free trade agreements have a direct impact on the imports and exports of polymer pipes and raw materials, influencing the industry's competitiveness. Anti-dumping duties safeguard domestic

manufacturers from unfair imports, ensuring a level playing field. Export promotion schemes encourage the export of polymer pipes and related products, providing a boost to the industry's growth and expansion.

Construction (includes water supply and sanitation): As a part of the Pradhan Mantri Krishi Sinchayee Yojana, the Department of Agriculture & Farmers' Welfare in India introduced the Centrally Sponsored Scheme (CSS) of Per Drop More Crop (PDMC) from 2015 to 2022. This scheme was executed under the Rashtriya Krishi Vikas Yojana from 2022-23. PDMC works with plastic pipes and Micro Irrigation (drip and sprinkler) systems to improve farm water use.

(Source: Allied market research, Custom market insights)

Key end user polymer pipe segments



Irrigation: Micro-irrigation systems, comprising drip irrigation and sprinkler systems, leverage polymer pipes to significantly reduce water consumption while boosting crop yields. In drip irrigation, polymer pipes deliver water directly to the roots of plants, minimising evaporation and runoff. Similarly, sprinkler systems utilise polymer pipes to provide a uniform water distribution, reducing labor costs in the process. The Indian government's flagship initiative, Pradhan Mantri Krishi Sinchayee Yojana (PMKSY), aims to enhance water efficiency in agriculture. Given the critical role of micro-irrigation systems in achieving this goal, polymer pipes are poised to play a vital role in supporting the PMKSY's objectives. By promoting the adoption of polymer pipes in micro-irrigation systems, the government can help farmers optimise water usage, increase crop productivity, and contribute to the country's food security.

The Union Budget for 2025-26, allocated ₹8,259.85 Cr to the Pradhan Mantri Krishi Sinchai Yojana (PMKSY), reinforcing the government's commitment to enhancing irrigation facilities and improving water-use efficiency in India's agriculture sector.

Telecom: India is the world's second-largest telecommunications market. The total subscriber base, wireless subscriptions as well as wired broadband subscriptions have grown consistently. The cabinet approved ₹12,195 Cr (US\$ 1.65 billion) Production-Linked Incentive (PLI) scheme for telecom & networking products under

the department of telecom. On December 2022, 42 companies had committed an investment ₹4,115 Cr (US\$ 502.95 million) comprising 28 MSMEs and 14 Non-MSMEs (eight domestic and seven global companies) approved under the PLI Scheme. To drive the development of 6G technology, the Department of Telecommunications (DoT) has developed a sixth-generation (6G) innovation group. In the Union Budget 2025-26, ₹95,298 Cr was allocated for the development of information and telecom sector.

Gas: Indian refining capacity increased from 215.1 million metric tons per annum (MMTPA) to 256.8 MMTPA in the last 10 years and it is expected to increase to 309.5 MMTPA by 2028. The oil and gas segment extensively employs plastic pipes for corrosion-resistant fluid transport, cost-effective gas distribution networks, durable offshore oil drilling conduits and flexible, low-maintenance oil field flow lines. These applications ensure efficient and reliable operations in the industry's demanding environments.

Real estate: Polymer pipes have become an essential component in building and construction applications, offering a reliable and efficient solution for various systems. In plumbing, polymer pipes are used for both hot and cold-water supply, significantly reducing the risk of leakage and corrosion. They are utilised in drainage systems, providing a durable and low-maintenance solution. Polymer pipes play a crucial role in heating, ventilation and air conditioning

systems, contributing to reduced energy consumption and increased system efficiency.

The growing demand for polymer pipes in building and construction applications is poised to receive a significant boost from the Indian construction industry, which is expected to grow at a remarkable CAGR of 15% from 2020 to 2026. As the industry continues to expand, the demand for polymer pipes is anticipated to surge, driven by their numerous benefits, including durability, corrosion resistance, and low maintenance requirements.

Urban infrastructure: The polymer pipes industry is expected to grow from 91.1(USD Billion) in 2023 to 120.3 (USD Billion) by 2032. The polymer pipes market compound annual growth rate is expected to be around 3.14% during the forecast period (2024 - 2032). India is expected to invest \$840 Billion over the next 15 years or an average of \$55 Billion per annum into urban infrastructure to meet the needs of the fastest growing urban population. By 2036, 600 Million people are expected to live in urban cities in India, accounting for 40% of the population. This is expected to put additional pressure on the already stretched urban infrastructure - with more demand of clean drinking water, reliable power supply, efficient and safe road transport amongst others. The Government announced a ₹48,000 Cr allocation under the Pradhan Mantri Awas Yojana, emphasising the need of affordable housing.

(Source: World Bank, Economics Times, Market Research Future, PIB, Fortune Business Insights, IBEF)

Company overview

Kriti Industries (India) Limited (KIIL) was incorporated in 1983 with the objective to facilitate the smooth transmission of liquids (water primarily) from one point to another. This positioning was relevant in a country like India, where agriculture was sustained by rain; the provision of quality pipes made it possible to transport water from rain-fed to rain-deficit areas. More importantly, these pipes were actively used in liquid transportation to storage points. By the virtue of this product and service availability, the company assisted in the process of enhancing water security across pockets of rural India. Since then, the company's Kasta Pipes brand has deepened respect as a brand of first recall across Central India. The Company manufactures products across 33 extrusion lines for PVC pipes, 14 extrusion lines for HDPE and drip irrigation and 27 injection moulding machines within state-of-the-art facilities. Kasta Pipes professes in the 'Do Right' philosophy. This philosophy encapsulates the positive attributes related to 'Truth', 'Conviction' and 'Fortitude' as it fosters responsibility in conducting business in an ethically transparent manner. Doing things right gives

us joy. Kasta Pipes believes in the manufacture of superior quality piping products and solutions. Kasta Pipes entered the drip irrigation sector with the objective to enhance prosperity and address all farmer pipe needs at a single point.

The applications of the company's products include the following sectors:

Agriculture: RPVC pipe and fittings, casing pipe, PE coils, sprinkler systems, submersible pipe, suction and garden pipe.

Building products: SWR and drainage pipe and fittings, CPVC and plumb pipe and fittings, garden pipe and water tank.

Micro-irrigation: Micro-irrigation lateral (inline and online), sprinkler systems, RPVC pipes and fittings.

Infrastructure and datacom: RPVC ring fit pipe (elastomeric) and fittings, HDPE and MDPE (PE) pipes and fittings, PLB telecom duct and micro-ducts.

During FY 2024-25, the company increased its focus on the building products segment. The company achieved volume growth of 8% under trade business including building products. However, the

company refrained from aggressive institutional business and resulting degrew 73% in YoY basis.

The company's venture into the housing sector offers several advantages in its rapidly evolving landscape. The housing sector boasts minimal seasonality, enabling consistent rated capacity utilisation and incentivising capacity expansion, thus fostering incremental stakeholder value. Situated at the onset of a significant growth trajectory, driven by governmental incentives and a growing societal aspiration for improved living standards, the housing business offers promising prospects. The market is relatively underserved by established national brands, presenting an appealing opportunity for entry and growth. The Kasta brand remains highly regarded for ethical practices and providing value to consumers, serving as the cornerstone of the company's assets. By adeptly managing risks and seizing opportunities, the Company is poised to expand its distribution without sacrificing profitability. Given these factors, the Company is optimistic of prospects, generating sustainable growth moving forward.

Financial performance

Revenues: Revenue during the year stood at ₹725.54 Cr as against ₹870 Cr in FY 2023-24.

Interest and finance costs: Net interest and finance costs stood at ₹23.90 Cr in FY 2024-25.

Profit/loss after tax: The Company reported a loss after tax of ₹4.50 Cr as against profit of ₹21.41 Cr in the previous year.

Key ratios

Particulars	FY 2024-25	FY 2023-24
Turnover	721.91	866.63
Debt-equity ratio	0.54	0.89
Return on equity (%)	-3	15
Book value per share (₹)	39.17	30.32
Earnings per share (₹)	(0.88)	4.32

(Source: IMF, KPMG, Press Information Bureau, BBC, India Today)

Risk management

Economic risk

The company's performance might be adversely affected due to an economic slowdown.

Mitigation: India's economy has demonstrated resilience, with an estimated GDP growth rate of 6.2% in FY 2024-25. This upward economic trajectory, coupled with the government's ambitious goal of doubling farmers' income, is expected to stimulate irrigational activities. As a result, a surge in demand for pipes is anticipated, driven by the increasing need for efficient water management systems in agriculture.

Product risk

The company's failure to produce various kinds of products could impact off-take.

Mitigation: The company specialises in the manufacture of polymer pipes, primarily Poly Vinyl Chloride (PVC) and Poly Ethylene (PE), designed for diverse applications including portable water supply, irrigation, building construction, and infrastructure development. With a broad and versatile product portfolio, the company effectively caters to multiple market segments, thereby enhancing its visibility and presence across various industries. This strategic approach enables the Company to capitalise on emerging opportunities and establish itself as a reliable supplier of high-quality polymer pipes.

Competition risk

The entry of an increasing number of rival firms could affect the company's profitability and market share.

Mitigation: Through its unwavering commitment to delivering exceptional quality products and services, the company has established itself as a trusted and respected industry leader across the nation. A testament to its customer-centric approach is the impressive retention rate, with over 222 valued customers having maintained a loyal relationship with the company for more than five years.

Information technology and digitalisation

The company has successfully leveraged SAP HANA to elevate its business analytics and overall efficiency, yielding significant improvements in operational effectiveness. Building on this momentum, the company continues to invest in cutting-edge Information Technology (IT) solutions, including the SAP Enterprise Resource Planning System, Customer Relationship Management (CRM), Human Resource Management (HRM), and Sales Force Mobility. These strategic investments are designed to fortify the company's infrastructure and operational capabilities, positioning it for sustained growth and competitiveness. As technological advancements continue to unfold, the company will harness these innovations, driving future growth and expansion.

Internal control systems and their adequacy

The company takes pride in its robust internal control system, meticulously designed to optimise resource utilisation, safeguard assets, and ensure compliance with policies, procedures, and regulatory requirements. A comprehensive framework of guidelines and authorisation procedures has been established, supplemented

by regular audits to maintain accountability.

A well-defined internal audit framework is in place, covering financial and operational controls across all units and functions. An effective financial reporting system has been implemented to ensure transparency and accuracy. The internal audit team comprises experienced professionals from diverse functional departments, including key managerial personnel, who contribute to assessing and enhancing various company functions. The company's internal audit cell provides critical support to the audit committee, complementing the external auditors' independent assessments of internal controls and operating systems. This integrated approach ensures the highest standards of governance, risk management, and compliance.

Human resources

As of 31st March, 2025, the company's workforce comprises 599 skilled officers and workers. Strategic investments in human capital development have significantly enhanced the company's competitiveness, aligning its talent pool with evolving market demands. Through targeted initiatives, the company has prioritised skill development and employee empowerment,

cultivating a agile and adaptable workforce. Knowledge-sharing programs have fostered a culture of innovation, encouraging employees to contribute creative solutions. Many of these ideas have been successfully implemented, yielding improvements in quality, cost efficiency, and overall productivity.

Cautionary statement

The "Management Discussion and Analysis" section of this report contains forward-looking statements that outline the company's objectives, projections, estimates, and predictions. These statements, which address expectations and projections about future events, are based on certain assumptions and expectations. However, the company cannot guarantee the accuracy or realisation of these assumptions and expectations.

The company's actual results, performance, and achievements may differ significantly from those projected in these forward-looking statements. Factors such as changes in market conditions, regulatory developments, and other unforeseen events may impact the company's future performance. The company disclaims any obligation to publicly update, revise, or amend any forward-looking statements in light of new information, future events, or other developments.

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of Kriti Industries (India) Limited ("KIL") will be held on **Wednesday the 13th August, 2025 at 3:00 P.M.** through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") for which purposes the corporate office of the company situated at **8th Floor, Brilliant Sapphire Plot No.10, PSP, IDA, Scheme No.78, Part II, Indore (M.P.) 452010** shall be deemed as the venue for the Meeting and the proceedings of the 35th Annual General Meeting to transact the following businesses:-

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss, Cash Flow and Change in Equity and notes thereto of the Company for the Financial Year ended 31st March 2025 and the reports of the Board of directors and Auditors thereon as on that date.
2. To appoint a director in place of **Mr. Saurabh Singh Mehta** (DIN:00023591) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting and being eligible offers himself for re-appointment.
3. **To consider appointment of M/s M. Mehta & Co, Chartered Accountants (FRN: 000957C) as Statutory Auditors of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, **M/s M. Mehta & Company, Chartered Accountants (FRN 000957C)**, who fulfill the criteria of independence be and are hereby appointed as the Statutory Auditors of the Company in place of the existing retiring auditor M/s Rakesh Kumar & Associates, Chartered Accountants (F.R. No 0021503), whose tenure shall be expired on the conclusion of this Annual General Meeting for a First term of 5(five) consecutive years i.e. commencing from the conclusion of this 35th Annual General Meeting until the conclusion of 40th Annual General Meeting to be held in the year 2030 and on the recommendation of the Audit Committee, the Board of Directors be and is hereby further authorized to finalize the remuneration of the Statutory Auditor (plus applicable taxes) and reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are

hereby severally authorized to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution."

SPECIAL BUSINESSES:

4. **To ratify the remuneration payable to the Cost Auditors for the Financial Year 2025-26:**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of ₹35,000 (Rupees Thirty-Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses at actual to **M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030)** appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

5. **To approve the Transactions/Contracts/Arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations, 2015:**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with the provisions of Section 188 and 185 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into Transactions/ Contracts / Arrangement, in the ordinary course of its business and on Arm's length basis, for purchase, sale or deal in the products, goods, stock in trade, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount upto ₹100.00

Crores (Rupees One Hundred Crore only) in each financial year;

RESOLVED FURTHER THAT the Board of directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company."

6. **To confirm the appointment of Mr. Venkat Subramaniam (DIN:00078868) as an Independent Director of the Company:**

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Venkat Subramaniam (DIN:00078868)**, who was appointed by the Board as an Additional Director under the category of Non Executive- Independent Director w.e.f. 22nd May, 2025, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from him confirming that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (Five) Consecutive Years w.e.f. 22nd May, 2025 till 21st May, 2030 and his office shall not be liable to retire by rotation."

7. **To confirm the re-appointment of Mr. Hitendra Mehta (DIN: 01935959) as an Independent Director of the Company:**

To consider and, if thought fit to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Hitendra Mehta (DIN: 01935959)**, who was appointed as an Independent Director upto the first

term of 5 (five) years ending on 12th August, 2026 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Mr. Hitendra Mehta be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 13th August, 2026 to 12th August, 2031."

8. **To appoint M/s. Ajit Jain & Co., Practicing Company Secretaries as Secretarial Auditor of the company:**

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), **M/s. Ajit Jain & Co., Practicing Company Secretaries (FRN: S1998MP023400; C.P. No. 2876; Peer review No. 6478/2025)**, be and is hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and aggregable to the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors and or the Managing Directors authorised by the Board, be and is hereby authorised, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company."

Date: 22nd May, 2025

Place: Indore

Kriti Industries (India) Limited
CIN: L25206MP1990PLC005732

Registered Office:
Mehta Chambers, 34 Siyaganj,
Indore-452007

By order of the Board

Shiv Singh Mehta
Chairman and
Managing Director
DIN:00023523

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), setting out material facts concerning the business with respect to Item No. 4 to 8 forms part of this Notice. Additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at this AGM is furnished as Annexure to this Notice.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No.09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November, 11 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company's website from where the Annual Report for FY 2024-25 can be accessed. The Company shall send the physical copy of the Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2024-25, may request for the same by sending an email to the Company at cs1@kritiindia.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 35th AGM along with the Annual Report for FY 2024-25 will also be available on the weblink of the Company at <https://kritiindustries.com/investor-desk/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.
3. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (LODR) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and MCA Circulars, the 35th AGM of the Company is being held through VC/OAVM on **Wednesday, August 13, 2025, at 3:00 p.m.** (IST). The proceedings of the AGM are deemed to be conducted at the Corporate Office of the Company situated at 8th Floor, Brilliant Sapphire Plot No.10, PSP, IDA, Scheme No.78, Part II, Indore (M.P.) 452010
4. Pursuant to the MCA Circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Hence, the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
5. The Members may join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. In case of voting by joint holders, voting by such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be counted for the purpose of this Meeting.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of Remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central

Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

9. In accordance with the aforesaid MCA Circulars and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 issued by Securities Exchange Board of India, the Notice calling the 35th AGM alongwith complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice alongwith Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and the 35th AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.com. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
10. This 35th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued by MCA from time to time.
11. The recorded transcript of the forthcoming 35th AGM shall also be made available on the website of the Company - <https://kritiindustries.com/> as soon as possible after the Meeting is over.
12. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
13. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, 7th August, 2025 to Wednesday, 13th August, 2025** (both days inclusive) for the purposes of the 35th AGM and the records of the beneficiaries of the CDSL and NSDL of the Company.
14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **6th August, 2025, (Wednesday)**.
15. CS Ishan Jain, Practicing Company Secretary and Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore (F.R. No. S2021MP802300, M. No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 35th AGM and remote e-voting process in a fair and transparent manner.
16. 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 (Seven) days before the date of the Meeting at its email ID cs1@kritiindia.com so that the information required may be made available at the Meeting.
17. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company
18. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com and compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
19. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Board Report.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the 35thAGM. Members seeking to inspect such documents can send an email to cs1@kritiindia.com.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
22. To support the 'Green Initiative', Members who have not yet registered their E-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the

RTA/ Company in case the shares are held by them in physical form.

23. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which dividend has not been claimed or encashed for 7 or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government. The Company has sent letters to the concerning shareholders whose dividend has not been claimed/encashed for 7 or more consecutive years. The details of such shareholders are posted on the website of the Company at <https://kritiindustries.com/>. Please note that the shares so transferred to the IEPF can be claimed from the IEPF Authority (www.iepf.gov.in) as per the procedure prescribed under the Rules.
24. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. (PAN) and Bank Account details to the Share Transfer Agent of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com and compliance@ankitonline.com.
25. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
26. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website <https://kritiindustries.com/>

under Standard documents for Investors and is also available on the website of the RTA.

27. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website <https://kritiindustries.com/investor-desk/standard-documents-for-investor/and> is also available on the website of the RTA i.e. <https://www.ankitonline.com/documents.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding shares in physical form are required to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://kritiindustries.com/investor-desk/standard-documents-for-investor/> or <https://www.ankitonline.com/documents.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

28. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 1, 2024.

In compliance with SEBI guidelines, the Company sent communications intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.

29. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or want to opt-out, are requested to fill out and submit

Form No. ISR-3. The said forms can be downloaded from the RTA's website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.

30. Dispute Resolution Mechanism at Stock Exchanges- SEBI, vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

31. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/ OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_

IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 4, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through their Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://kritiindustries.com/investor-desk/standard-documents-for-investor/>

32. SEBI vide its notification dated January 24, 2022 has amended Regulation 40(1) of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

33. Due dates for transfer of unclaimed/unpaid dividends and the amount remained unclaimed which shall be transferred if continuing remain unpaid and or the balance amount if claimed by the shareholders for transfer thereafter the same to IEPF are as under:

F.Y. Ended	Declaration Date	Due Date for transfer to IEPF	Amount remains unpaid/ unclaimed as at 31.03.2025 (₹)
2017-18	31/07/2018	06/09/2025	194509.05
2018-19	14/08/2019	20/09/2026	165411.30
2019-20	08/08/2020	15/09/2027	157300.15
2020-21	07/08/2021	13/09/2028	174649.00
2021-22	17/08/2022	23/09/2029	178069.00
2023-24	18/06/2024	25/07/2031	212134.00

34. Voting through electronic means

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **10th August, 2025 (Sunday)** and ends on **12th August, 2025, (Tuesday)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **6th August, 2025 (Wednesday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to Master Circular No. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated 11th November, 2024, under Regulation 44 of Securities and Exchange Board of India (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders/Retail Shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting..

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and 022- 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
 - vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - ix. Click on the EVSN for the relevant **Kriti Industries (India) Limited** on which you choose to vote.
 - x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xv. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xvi. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [viz:cs1@kritiindia.com](mailto:cs1@kritiindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under:**
1. The procedure for attending meeting & e-Voting on the day of the 35th AGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be

displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs1@kritiindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs1@kritiindia.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self

attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs1@kritiindia.com/ investor@ankitonline.com and compliance@ankitonline.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your Email Id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

4. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. **6th August, 2025 (Wednesday)**, may obtain the login ID and password by sending a request at investor@ankitonline.com

5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., **6th August, 2025 (Wednesday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
6. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
7. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - <https://kritiindustries.com/> and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd. and National Stock Exchange of India Limited.
8. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura,
Indore (M.P.) 452010
Tel: 0731-4281333, 4065797/99
E-mail: investor@ankitonline.com

9. As the 35th AGM is being held through VC, the route map is not annexed to this Notice.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. Saurabh Singh Mehta	Mr. Venkat Subramaniam	Mr. Hitendra Mehta
DIN	0023591	00078868	01935959
Date of Birth	29.07.1981	29.10.1962	08.01.1967
Date of Appointment	26.12.2009/ 07.02.2018	22.05.2025	13.08.2021
Qualification	BE, MBA	B. Tech (Mech); PGDBM	BE
Expertise in specific area	Administration, Marketing & IT	Strategy; Sales and Marketing, Program Management, TQM	Architecture, Administration and Urban Planning.
List of Outside Directorship held	<ul style="list-style-type: none"> - Kriti Nutrients Ltd. - Kriti Auto & Engineering Plastics Pvt. Ltd., - Sakam Trading Pvt. Ltd. - Organisation of Plastic Processors of India 	<ul style="list-style-type: none"> - Gulf Ashley Motor Limited 	<ul style="list-style-type: none"> - Urban India Developments Foundation, - Health for Bharat Foundation, - Adishakti Holdings Private Limited, - Mangal Murti Infrareal Private Limited, - Mehta and Associate Architects Pvt. Ltd., - Shradhdhasamarpan Cropscience Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Chairman:- Nil Member:- 1. Stakeholder Relationship Committee	Chairman: -Nil Member: - Nil	Nil
No. of Equity Shares held	30,423 (0.06%)	0 (0.00%)	0 (0.00%)
Brief Resume	<p>Mr. Saurabh Singh Mehta did his Bachelors of Engineering in Computer Science from Ohio State University and MBA in family business from S.P Jain Institute of Management & Research. In past he was involved in various sports activities at regional and Past President, Leo Club Indore and received the award of Best President and best Club leader award in district and also interested in western Music having pass grade from Associated Board of Royal School of Music, London. He has over 10 years of diverse experience in the Industry.</p>	<p>Mr. Venkat Subramaniam is a Mechanical engineer with PGDM from IIM Bangalore, who has over 30 years of experience in auto-ancillary, two-wheeler and commercial vehicle industries. He held a variety of leadership roles with exposure to Indian and overseas markets – heading strategy, marketing, product & program management, aftermarket and TQM.</p> <p>Over last 8 years as a freelance consultant based out of Chennai, he has engaged with large, small and medium businesses (in manufacturing, services, SaaS, education and start-up sectors) to help them in strategy formulation and execution of key initiatives for profitable growth.</p>	<p>Mr. Hitendra Mehta is the Founder of Mehta & Associates, one of the leading Architecture, Urban Planning and Project Management Consultancy firm in the country with over 150 specialized professionals. He is a well-known name in Indian Design, Planning and construction Industry. The operations of his firm Mehta and Associates LLP extend not only to whole of Madhya Pradesh but also in states of Gujarat, Rajasthan, Maharashtra, Chhattisgarh, Andhra Pradesh and Delhi.</p> <p>Mr. Mehta has been appointed by the Government of Madhya Pradesh as –</p> <p>i) Board Member in the Governing Board of Shri Govindram Seksaria Institute of Technology and Science, (SGSITS), Indore, the most premier engineering college of Madhya Pradesh;</p>

Name of the Director	Mr. Saurabh Singh Mehta	Mr. Venkat Subramaniam	Mr. Hitendra Mehta
		<p>He is a CFI certified executive coach for CEOs/ CXOs, has taught at B-schools and mentors several start-ups.</p>	<p>ii) Member in the Review Committee for Indore Development Plan – 2021;</p> <p>iii) Member in the Review Committee for Bhumi Vikas Niyam 2012 (The statutory regulation for development control and building byelaw regulations for Madhya Pradesh);</p> <p>iv) Member in the Advisory committee for the Draft Real Estate Bill and many such other committees of State Govt. and Govt. of India;</p> <p>v) He is also a member of Executive council of Indian Institute of Engineers & many other professional bodies like Indian Geotechnical Society, Indian Structural Association, Consultancy Engineer Association of India, All India Housing Development Association, INTACH New Delhi & enjoys important position in various other professional bodies.</p> <p>He has over 35 years of experience in Urban Planning, Design & Engineering, Project Management and Transaction & Advisory in sectors spanning Urban Development, Housing & Social Infrastructure, Urban Transport, Road & Highways, Industrial Townships, etc.</p> <p>He has been applauded for his feats in many books, articles and erudite societies.</p>

DETAILS OF STATUTORY AUDITORS SEEKING APPOINTMENT AT THE FORTHCOMING 35TH ANNUAL GENERAL MEETING [PURSUANT TO REG. 36(5) OF THE SEBI (LODR) REGULATIONS, 2015.]

The Members of the company appointed M/s Rakesh Kumar & Associates, Chartered Accountant (F.R. No. 002150C) in its meeting held on 8th August, 2020, for the second term of 5 (Five) consecutive years and the existing second term will be completed on conclusion of this 35th Annual General Meeting to be held on 13th August, 2025.

The Board of Directors of the company based on recommendation of Audit committee of the Board of the Company has recommended the appointment of M/s M. Mehta & Co., Chartered Accountants (FR No.0000957C) at their meetings held on 22nd May, 2025, subject to approval of members, of the company at the ensuing 35th Annual General Meeting as the term of appointment of M/s Rakesh Kumar & Associates, Chartered Accountant (F.R. No. 002150C), was coming to an end at the conclusion of 35th AGM Brief profile and the terms of appointment are detailed as under:

Brief Profile

M/s M. Mehta & Co., Chartered Accountants (FR No.0000957C) is a professional practicing CA firm based in Indore and the Firm is having large number of Statutory Audits of various Public Limited Listed and Unlisted Companies & various Other Private Limited Companies and has also experience of conducting various Banks Branch & Insurance Audit & C & AG Audits of Public Sector Companies since 1976 and is also serving as Internal Auditor of various renowned Corporate Houses & big groups.

Terms of appointment and fee

To hold office of the Statutory Auditors from conclusion of the 35th AGM until the conclusion of 40th AGM to be held in the Calendar Year 2030 on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.

The fee for the year 2024-25 for various services of M/s Rakesh Kumar & Associates, Chartered Accountant (F.R. No. 002150C), which includes Statutory Audit, Limited Reviews and Certification work is being discussed and details of the same is already provided in Corporate Governance Report.

M/s M. Mehta & Co., Chartered Accountants (FR No.0000957C), have confirmed that their appointment, if made, would be in accordance with the conditions as prescribed in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Board of Directors upon recommendation of Audit committee have recommended the appointment of M/s M. Mehta & Co., Chartered Accountants (FR No.0000957C) as the Statutory Auditors of the Company.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

As per the provision of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the company is required to have an audit conducted by a cost accountant in practice for products covered under the rules, as upon the recommendation of the Audit Committee, Board of directors of your Company have appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030), as Cost Auditors of the Company for the year 2025-26 on the remuneration of ₹35,000/- (Rs. Thirty-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual. The Cost Auditor has given his consent and eligibility for appointment as Cost Auditor.

In accordance with section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors, as

recommended by Audit Committee and approved by Board of Directors, is to be ratified by the Shareholders in ensuing 35th AGM.

None of the Directors, Key Managerial Personal or their relatives are, in any way, concerned or interested financially or otherwise in the aforesaid resolution.

The Board of directors recommend to pass necessary resolution as set out in Item No. 4 of the Notice by way of an **Ordinary Resolution**.

Item No. 5:

Details of the proposed RPTs between the Company and Kriti Nutrients Limited ("KNL") including the information required to be disclosed in the Explanatory Statement pursuant to the Master Circular No. SEBI/HO/CFD/PoD2 /CIR/P/0155 dated 11th November, 2024, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Kriti Nutrients Limited ("KNL")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	The Company ("KIIL") and Kriti Nutrients Limited ("KNL") are under the control of common promoter including common directors, i.e. holding Company Sakam Trading Private Limited. KNL is engaged in the business of Manufacture and crushing of the Soya Seeds, Soyabean Refined Oils, etc. KNL is a Related Party of the Company, as on the date of this Notice (being fellow subsidiary of Kriti Industries (India) Limited).
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and KNL have entered into/proposed to enter into the transactions w.r.t. Transfer of Resources, (Including obtaining loan) purchase, sale or other services for an aggregate value not exceeding ₹100.00 crores (Rs. One Hundred Crores) in financial year 2025-26.
	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	The proposed Transaction may be about 13.85% of the Audited Consolidated turnover of the Company as on 31.03.2025.
2.	Justification for the proposed RPTs.	The entered/proposed to enter related party transactions will help the KIIL for smooth functioning of the regular and day to day business transactions and w.r.t. transfer of resources it will help to maintain the liquidity levels of KIIL with low cost of interest as compared to Banks.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
	a. Details of the source of funds in connection with the proposed transaction.	Net Own funds /Internal accruals and liquidity of the KNL.
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.

S. No.	Description	Details of proposed RPTs between the Company and Kriti Nutrients Limited ("KNL")
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> Inter-corporate Deposits within the overall limit of ₹100.00 Crores. Interest rate: At least 25 Basis Point below the prevailing bank rate of the Company; Repayment Schedule/Tenure: Mutually agreed Nature: short/long term The above inter-corporate loans shall be unsecured.
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	<p>The interest on the intercompany loan transaction if any shall be not less than as the rate prescribed u/s 186 of the Companies Act, 2013.</p> <p>The transaction related to sale or purchase or supply of services if any shall on the arms length basis hence the said transaction does not require any valuation or other external report.</p>
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	<p>Mr. Shiv Singh Mehta, Chairman & Managing Director, Mrs. Purnima Mehta Whole-time Director and Shri Saurabh Singh Mehta, Director of the Company are also Director(s) on the Board of KNL. Further Ms. Devki Mehta and Ms. Nidhi Mehta being the relative of the aforesaid Director(s)/Promoter(s).</p> <p>However, none of the aforesaid related persons financially interested however, they may be considered as interested otherwise to the extent of their shareholding in the Company and KNL. None of the other KMPs or their relative are concerned or interested in any manner.</p>
6.	Any other information that may be relevant.	N.A.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 6:

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on May 22, 2025 had appointed Shri Venkat Subramaniam (DIN:00078868) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. 22nd May, 2025 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting within a period of 3 months from the date of appointment.

Aforesaid Independent Director proposed for appointment is not disqualified to act as a Director in terms of Section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also

received declaration from him stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he is also registered under the Independent Directors Databank maintained by IICA.

The resolution set out in Item No. 6 seeks the approval of members for the appointment of Shri Venkat Subramaniam (DIN:00078868) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. 22nd May, 2025 to 21st May, 2030; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Shri Venkat Subramaniam (DIN:00078868) is given in the Notice of AGM with the details of the directors seeking appointment/re-appointment.

Copy of letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office and on the website of the Company.

The aforesaid director may be considered as financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution.

Shri Venkat Subramaniam (DIN:00078868) does not hold any shares in the Company.

The Board recommends the Resolution set forth at Item No.6 for approval of the members as a Special Resolution.

Item No.7:

Mr. Hitendra Mehta (DIN: 01935959) was appointed as the Independent Directors of the Company to holds office as Independent Director upto 12th August, 2026 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended for his re-appointment as the Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 12th August, 2026 in the Board of the Company.

Aforesaid independent director proposed for re-appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director.

The Board recommends the Resolution set forth at Item No.7 for approval of the members as a **Special Resolution**.

Item No. 8:

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary.

Pursuant to the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In compliance with the aforesaid provision, the Board of Directors, on the recommendations the Audit Committee, at their meeting held on 22nd May, 2025, has approved the appointment of M/s. Ajit Jain & Co., Practicing Company Secretaries (FRN: S1998MP023400; C.P. No. 2876; Peer review no. 6478/2025) as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, the approval of the shareholder is sought for appointment of the M/s. Ajit Jain & Co. as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30 at such remuneration as may be decided by the Board.

M/s. Ajit Jain & Co., has given their consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors.

The documents related to appointment of M/s. Ajit Jain & Co., are available for inspection at both the Registered Office and the Corporate office of the Company. These documents are also accessible on the Company's website.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution no. 8 set out in this Notice.

The Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (LODR) Regulations, 2015 is given hereunder:

Terms of Appointment	For a term of 5 (Five) consecutive years from the conclusion 35 th AGM till the conclusion of the 40 th AGM.
Proposed Audit fees payable to the Secretarial Auditors	Remuneration for the FY 2024-25 is ₹0.60 Lakhs and for subsequent Financial Year shall be decided by the Board on the recommendation of the Audit Committee and the Secretarial Auditor mutually.
Material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation and Auditor credentials	The proposal for proposed appointment of M/s. Ajit Jain & Co., was considered and approved by Audit Committee on the basis that: - <ol style="list-style-type: none"> 1. The firm has a long association with the company. 2. The firm is in Secretarial Practice since last 27 years. 3. The firm is well exposed to the secretarial practices followed by listed companies. 4. The Secretarial Auditor holds a valid certificate of Peer Review as prescribed by the ICSI vide certificate number 6478/2025.

The Board recommends the Resolution set forth at Item No.8 for approval of the members as an **Ordinary Resolution**.

Date: 22nd May, 2025

Place: Indore

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

By order of the Board

Shiv Singh Mehta
 Chairman and Managing Director
 DIN: 00023523

Directors' Report

Dear Members,

Your directors present their 35th Annual Report on the affairs of the Company together with the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31st March, 2025.

FINANCIAL HIGHLIGHTS

The summarized financial highlights for the year vis-a-vis the previous year are as follows:

(₹ in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	72,190.67	86,662.61	72,190.69	86,662.61
Other Income	363.05	337.59	364.58	339.44
Total Revenue	72,553.72	87,000.20	72,555.27	87,002.05
Operating Expenses	69,356.03	80,714.93	69,358.81	80,715.79
EBITDA	3,197.69	6,285.27	3,196.46	6,286.26
Finance Cost	2,390.06	2,096.26	2,327.65	2,037.53
Depreciation	1,445.50	1,199.45	1,445.50	1,199.45
Profit/ (Loss) before Exceptional Items and Tax	(637.87)	2,989.56	(576.69)	3,049.28
Exceptional Items (Reversal of Impairment Loss)	-	-	-	-
Tax Expenses	(188.31)	848.09	(172.73)	863.14
Profit/ (Loss) after Tax	(449.56)	2,141.47	(403.96)	2,186.14
Profit/(Loss) from discontinued operations	-	-	-	-
Tax expenses on discontinued operations	-	-	-	-
Profit/(Loss) after discontinued operations	(449.56)	2,141.47	(403.96)	2,186.14
Share in Net Profit/(Loss) of Associate Company	-	-	(23.52)	6.83
Net Profit/ (Loss) for the period	(449.56)	2,141.47	(427.48)	2,192.97

OPERATIONAL PERFORMANCE

During the Financial Year ended 31st March, 2025, your Company has achieved on Standalone basis an operational turnover of ₹72,190.67 Lakhs as compared to ₹86,662.61 Lakhs in the previous Financial Year and the Loss after Tax is ₹449.56 Lakhs as compared to Profit of ₹2,141.47 Lakhs in the previous Financial Year.

On a Consolidated basis, your Company has achieved an operational turnover of ₹72,190.69 Lakhs as compared to ₹86,662.61 Lakhs in the previous Financial Year and Loss After Tax of ₹427.48 Lakhs as compared to Profit of ₹2,192.97 Lakhs in the previous Financial Year.

The turnover and profitability was adversely effected due to decrease in the institutional sale (Bulk sale) and down trend in the price of PVC. However, the management of the Company is hopeful to get the improved results in the coming years.

DIVIDEND

Due to losses in the current year and to conserve the accumulated resources for the business purposes your directors didn't recommend dividend for the year. (Previous year @ 20% ₹0.20 per equity shares of Re. 1/-each on 4,96,03,520 Equity Shares aggregating to ₹99.21Lakhs).

SHARE CAPITAL

The paid-up Equity Share Capital as on 31st March 2025 was increased to ₹5,11,03,520 divided into 5,11,03,520 equity shares of Re.1/- each (Previous Year ₹4,96,03,520 divided into 4,96,03,520 equity shares of Re. 1/- each).

During the year under review 15,00,000 equity shares of Re. 1/- each issued and allotted pursuant to conversion of warrants into equity shares on 11th February, 2025 at price of ₹158.50 per share including premium of ₹157.50 per share. The shares of the Company are listed and regularly traded at the trading platform of BSE Ltd. and National Stock Exchange of India Limited.

CHANGE IN CAPITAL STRUCTURE AND LISTING AT STOCK EXCHANGES

Your company has issued 94,61,480 convertible warrants of ₹158.50 convertible into 94,61,480 equity shares of ₹1/- each at a premium of ₹157.50 per share within a period 18 (Eighteen) months from the date of issue of such warrants at the option of the warrant holder to the Promotor and Promoter group and others at the Board meeting held on 27th July, 2024 through preferential issue under Section 62(1)(c) of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 made

thereunder and as per SEBI (ICDR) Regulations, 2018, as amended from time to time for which the in-principle approval was also obtained by the company from BSE Ltd and National Stock Exchange of India Limited.

Your Board would like to appraise that, out of the warrants issued 15,00,000 warrants were converted into 15,00,000 equity shares of ₹1/- each at a premium of ₹157.50 per share on 11th February, 2025 resulting paid-up share capital of the company was increased from ₹4,96,03,520 divided into 4,96,03,520 to ₹5,11,03,520 divided into 5,11,03,520 equity shares of Re. 1/- each for which the listing approval

was received from BSE Ltd on 12th March, 2025 and from National Stock Exchange of India Ltd on 24th March, 2025 and trading approval of the aforesaid 15,00,000 shares was received from the BSE Ltd. and National Stock Exchange of India Ltd on 8th April, 2025.

As on 31st March, 2025 your company hold 79,61,480 convertible warrants outstanding for conversion into the equity shares of the Company at the option of the Warrant holder. The summary of the warrants issued and converted into the equity shares as at 31st March, 2025 are as under;

Financial Year	No. of Warrants issued	No. of warrants converted into Equity Shares	No. of warrants outstanding	Date of Allotment/ Conversion	Paid up capital (in ₹)
2024-25	94,61,480	0	94,61,480	27 th July, 2024	-
2024-25	0	15,00,000	79,61,480	11 th February, 2025	5,11,03,520

CHANGE IN CONTROL AND NATURE OF BUSINESS

There is no change in control and nature of business activities during the period under review.

BUSINESS TRANSFER

There is no transfer of business during the period under review.

TRANSFER TO RESERVES

During the year, the Company has credited ₹2362.50 Lakhs as a Security Premium Reserve upon the allotment of 15,00,000 equity shares of Re.1/- each at a premium of ₹157.50 per share. However, it has not transferred any amount in the general reserves of the Company (Previous Year the company has transferred ₹150.00 Lakhs).

EMPLOYEES STOCK OPTION SCHEME (ESOP)

The Board of directors, with a view to attracting and retaining talent, to encourage employees to align individual performance with the Company objectives and to promote their increased participation in the growth of the Company, on the recommendations of the Nomination and Remuneration Committee (which also acts as a Compensation Committee for implementation of the Scheme) in its meeting held on 18th June, 2024, have approved 'Kriti Industries Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan") for not exceeding 15,00,000 (Fifteen Lakh) Employee Stock Options under which stock options will be granted to the Eligible Employees, in compliance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Your Company has received a certificate from M/s. Ajit Jain & Co., Practicing Company Secretaries, Secretarial Auditor which is in compliance with Reg.14 of SEBI (SBEB & SE) Regulations, 2021 and the same is annexed as Annexure A and the copy of the same is also available at the website

of the company confirming that the ESOP Schemes viz. "ESOP 2024" have been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the members by way of a special resolution at their meeting held on 15th July, 2024 had approved the ESOP 2024.

The company has applied for In-principle approval from both the Stock exchange BSE Ltd. and National Stock Exchange of India Ltd. which is in process with the stock exchanges.

However, the Company has not provided any option to the employees during the year under review.

The details as required to be disclosed under Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in respect of Kriti Industries Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan") are available on the Company's website at www.kritiindustries.com.

MERGER OF KRITI AUTO & ENGINEERING PLASTICS PVT. LTD. WITH THE COMPANY

The Board of Directors of the Company at its meeting held on 9th November, 2024 have approved the proposal to amalgamate Kriti Auto & Engineering Plastics Pvt. Ltd., Wholly Owned Subsidiary with the Company. However, no further action has been taken by the Company for the implementation of the proposed merger.

DEPOSITS

Your Company has not accepted any deposit from the public falling within the ambit of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and there were no remaining unpaid or unclaimed deposits as on 31st March, 2025. Further, the Company has not accepted any deposit or loans in contravention of the provisions of Chapter V of the Companies Act, 2013 and the Rules made there under.

S. No.	Particulars	Amount in ₹
1.	Details of Deposits accepted during the year	Nil
2.	Deposits remaining unpaid or unclaimed at the end of the year	Nil
3.	Default in repayment of deposits At the beginning of the year Maximum during the year At the end of the year	N.A.
4.	Deposits not in compliance with law	N.A.
5.	NCLT/ NCLAT orders w.r.t. depositors for extension of time and penalty imposed	N.A.

There is no deposit which are not in compliance with the requirements of Chapter V of the Companies Act, 2013 and rules made thereunder.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors liable to retire by rotation seeking re-appointment:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, **Mr. Saurabh Singh Mehta** (DIN 00023591), Director of the Company is liable to retire by rotation at the ensuing 35th Annual General Meeting and being eligible has offered himself for re-appointment. Your Board recommend passing necessary resolution as set out in the notice of the forthcoming 35th Annual General Meeting of the Company.

Managing and Whole-time Directors:

Mr. Shiv Singh Mehta (DIN 00023523), was re-appointed as the Chairman and Managing Director of the Company by passing Special Resolution at the 31stAGM held on 07.08.2021 for a term of 5 (five) years w.e.f. 01.10.2021.

Mrs. Purnima Mehta (DIN 00023632), was also re-appointed as the Whole-time Director of the Company by passing Special Resolution at the 34th AGM held on 18.06.2024 for a period of 3(three) years w.e.f. 01.07.2025.

Independent Directors

Following changes were made in the Independent Directors of the company during the year 2024-25 and till date of this report:

- Mr. Siddharth Sethi** (DIN: 01548305) was appointed as an Additional Director in category of the Non-Executive Independent Director by the Board on 28th March, 2024 effective from 1st April, 2024 for first term of 5 (five) years and were confirmed by the shareholders in 34th Annual General Meeting held on 18th June, 2024.

A Statement regarding opinion of the Board with regard to integrity, expertise and experience including the proficiency of the Mr. Siddharth Sethi.

The Board is of the opinion that, Mr. Siddharth Sethi is an entrepreneur, with 25 years of experience in software industry and is having degree of BE (Electrical) from SGSITS, Indore and MBA from IIM, Indore. He has helped found 4 companies in high technology products and services and is co-founder and currently MD of InfoBeans Technologies Ltd. founded in 2001. He is an active investor in new age technology companies and a keen worker on the social front, helping in impactful social ventures and is having integrity, expertise and relevant experience to be appointed as the Independent Director of the company.

- Mr. Venkat Subramaniam** (DIN: 00078868) was appointed as an Additional Director in category of the Non-Executive Independent Director by the Board on 22nd May, 2025 effective from 22nd May, 2025 for first term of 5 (five) years subject to confirmation by shareholders in next general meeting or three months from the date of appointment, whichever is earlier.

A Statement regarding opinion of the Board with regard to integrity, expertise and experience including the proficiency of the Mr. Venkat Subramaniam.

The Board is of the opinion that, Mr. Venkat Subramaniam is a Mechanical engineer with PGDM from IIM Bangalore, who has over 30 years of experience in auto-ancillary, two-wheeler and commercial vehicle industries. He held a variety of leadership roles with exposure to Indian and overseas markets – heading strategy, marketing, product & program management, aftermarket and TQM. Over last 8 years as a freelance consultant based out of Chennai, he has engaged with large, small and medium businesses (in manufacturing, services, SaaS, education and start-up sectors) to help them in strategy formulation and execution of key initiatives for profitable growth. He is a CFI certified executive coach for CEOs/CXOs, has taught at B-schools and mentors several start-ups and is having integrity, expertise and relevant experience to be appointed as the Independent Director of the company. Your Board of directors recommends to pass necessary special resolutions to that effect as set out in the notice of the Annual General Meeting.

- Mr. Hitendra Mehta, (DIN: 01935959)** was appointed as Independent Director pursuant for a term of 5 (five) consecutive years on the Board of the Company of as Independent Director will be completed on 12th August, 2026. However, he is eligible for re-appointment on passing of special resolution for a second term of 5 (five) consecutive years. Therefore, the Board at their meeting held on 22nd May, 2025 upon the recommendation of the Nomination and Remuneration Committee has recommended his re-appointment w.e.f. 13th August, 2026 to 12th August, 2031. Your Board of directors recommends to pass necessary special resolutions to that effect as set out in the notice of the Annual General Meeting.

Other Key Managerial Personnel

During the year under review, no changes took place in the other KMP's (Other than the Directors).

The following are the Key Managerial Personnel (KMP's) of the Company as on the date of the report:

- i) Mr. Shiv Singh Mehta (DIN 00023523), Chairman and Managing Director;
- ii) Mrs. Purnima Mehta (DIN 00023632), Whole-time Director;
- iii) Mr. Rajesh Sisodia, Chief Financial Officer;
- iv) *Mr. Tanuj Sethi, Company Secretary and Compliance Officer.

**However Mr. Tanuj Sethi, Company Secretary and Compliance Officer of the Company has resigned w.e.f., closure of business hours of 21st May, 2025 and Ms. Aditi Randhar has been appointed, as the Company Secretary and Compliance Officer w.e.f., 26th May, 2025.*

BOARD EVALUATION

The Board of Directors of the Company is committed to getting its performance evaluated in order to identify its strengths and areas in which it may improve its functioning. To that end, the Nomination and Remuneration Committee (NRC) has established the process for evaluation of performance of Directors including Independent Directors, the Board and its Committees. The evaluation of performance of Executive Directors is done by Independent Directors.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees, and other individual Directors which includes criteria and process for performance evaluation of the Non-Executive Directors to judge the knowledge to perform the role, time and level of participation, performance of duties, professional conduct, independence etc. The appointment/re-appointment/ continuation of Directors on the Board shall be based on the outcome of the evaluation process.

During the year under review as per the policy for the performance evaluation, formal evaluation of performance of Directors including Independent Directors, the Board and its Committees was made by the Independent Directors and the NRC in their respective meetings, and the evaluation result was placed before the Board for its information and further consideration.

MEETINGS

During the financial year Six (6) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

NOMINATION & REMUNERATION POLICY

The Company has a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and for determination of their remuneration. The salient features of Nomination and Remuneration Policy are stated in the Corporate Governance Report. The Nomination and Remuneration Policy duly approved by the Board has been posted on the Company's website <http://kritiindustries.com/>

COMMITTEES OF THE BOARD

In accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has the following four (4) committees:

- i). Audit Committee
- ii). Nomination and Remuneration Committee
- iii). Stakeholders' Relationship Committee
- iv). Corporate Social Responsibility Committee

The Company has also constituted Investment and Finance Committee. The Compositions of the Committee as well as number of meetings held and other details are given in the Corporate Governance Report annexed with the Board report.

HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY

As on the closure of the financial year, following are Associate and Subsidiary of your companies:-

Name of the Company	Status	% age of Holding
Kriti Auto & Engineering Plastics Pvt. Ltd.	Wholly Owned Subsidiary	100.00%
FP Elite Energy Private Limited	Associate Company	34.78%

Further, your company is a subsidiary of Sakam Trading Private Limited which holds about 59.64% of the total paid-up capital of the company as at the end of the financial year 2024-25.

Report on performance of the Associate and Wholly Owned Subsidiary Company

Pursuant to the provisions of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014, your company is attaching **Form AOC-1** as "**Annexure B**" and forms part of this report.

RELATED PARTY TRANSACTIONS

During the period under review, all related party transactions entered were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions as per the provisions of section 188 of the Companies Act, 2013 made by the Company with Promoters, Directors, KMPs or other designated persons or their relatives which

may have a potential conflict with the interest of the Company at large. Since, there are no material related party transactions in the company which are not on arm's length basis. Therefore, the company is not required to annex Form AOC-2 with this report.

Separate disclosure as per Regulation 34(3) of SEBI (LODR) Regulations, 2015 is made in the notes to the accounts attached with the financial statement, as required under the Accounting Standards therefore not reproduced here under. The policy on Related Party Transactions duly approved by the Board has been posted on the Company's website <http://kritiindustries.com/>.

Your Company has passed an Ordinary Resolution at 34th Annual General Meeting held on 18th June, 2024 under Regulation 23 of the SEBI (LODR) Regulations, 2015 read with section 188 of the Companies Act, 2013 for entering into transactions for transfer of resources etc. with the related Parties.

Pursuant to Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11/11/2024 issued by SEBI, your Board is recommending to pass an Ordinary Resolution in the ensuing General Meeting for material related party transaction related to transfer of resources with the Related Party.

CORPORATE SOCIAL RESPONSIBILITY

The Annual Report on CSR activities is attached as "Annexure C" and forms a part of this Report. The salient features of CSR policy are stated in the aforesaid Report on CSR activities. The policy on CSR duly approved by the Board has been posted on the Company's website <http://kritiindustries.com/>.

DISCLOSURE FOR PARTICULARS OF EMPLOYEES

The information required pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended in respect of employees of the Company forming part of Directors' Report is given in "Annexure D" to this Report. A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended may be obtained by request to the Company Secretary of the Company at cs1@kritiindia.com.

During the year, none of the employee has received remuneration of in excess of Rs. One Crore and Two Lakh or more per annum or Rs. Eight Lakhs Fifty Thousand p.m. in a year or part thereof. Further, none of the employees received remuneration in excess of that drawn by the Managing Director or Whole-time Director and none of the employees held two percent of the equity shares of the Company.

Further, Shri Shiv Singh Mehta, Chairman and Managing Director is also drawing remuneration from the other Company cumulatively not exceeding the higher maximum limit admissible from any one of the companies.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as "Annexure E" and forms part of this report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of Loans, Guarantees and Investment are given in the notes to the Financial Statements. Hence no further disclosure is being given here to avoid repetition.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 along with the requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of the corporate governance is appended and forms a part of this report alongwith the certificate of Disqualification of Directors received from Practicing Company Secretary as the Annexure 1 and 2 of the Corporate Governance Report.

RISK MANAGEMENT

The Company has a well-defined process to ensure the risks are identified and mitigation steps are put in place. The Company's Risk Management process focus on ensuring that these risks are identified on a timely basis and reasonably addressed. The Audit Committee oversees financial risks and controls. Major risks are identified by the businesses and functions and these are systematically addressed through mitigating actions on continuing basis

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for -

- A. Adequate safeguards against victimization of persons who use the Vigil Mechanism; and
- B. Direct access to the Chairperson of the Audit Committee of the Board of directors of the Company in appropriate or exceptional cases.

Details of the Vigil Mechanism Policy are made available on the Company's website <http://kritiindustries.com/> and

have also been provided as "Annexure F" of part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) that in the preparation of the annual financial statements for the year ended 31st March 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that the Directors have selected such accounting policies and applied them consistently and have made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March 2025 and of the loss of the Company for that period;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL CONTROL AND THEIR ADEQUACY

The Board of Directors of the Company is responsible for ensuring that Internal Financial Controls have been established in the Company and that such controls are adequate and operating effectively. The Company has laid down certain guidelines and processes which enables implementation of appropriate internal financial controls across the organization. Such internal financial controls encompass policies and procedures adopted by the Company for ensuring orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Statutory Auditors in their audit report have opined that these controls are operating effectively. The Audit team develops an audit plan based on the risk profile of the business activities. The annual internal audit plan is approved by the Audit Committee, which also reviews compliance to the plan. The Internal Audit team monitors

and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the controls. Significant audit observations and corrective action(s) thereon are presented to the Audit Committee.

The Audit Committee reviews the reports submitted by the Internal Auditors.

The Board has implemented systems to ensure compliance of all applicable laws. These systems were effective and operative. At every quarterly interval, the Managing Director and the Company Secretary place before the Board a certificate certifying compliance of laws and regulations as applicable to the business and operations of the Company after obtaining confirmation from all business unit and functional heads responsible for compliance of such applicable laws and regulations.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS U/S 143(12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

During the Financial Year, no fraud was reported by auditors in terms of section 143(12) of the Companies Act, 2013.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website on <https://kritiindustries.com/investor-desk/annual-returns/>

AUDITORS AND THEIR REPORT

The 2nd term of 5 (five) consecutive years of M/s Rakesh Kumar & Associates, Chartered Accountants (FRN: 002150C), Indore as Statutory Auditors of the Company will expire at the conclusion of ensuing 35th Annual General Meeting (AGM). Accordingly, in terms of provisions of section 139 of the Companies Act, 2013 the Audit Committee and Board recommends the appointment of M/s M. Mehta & Co., Chartered Accountants (FRN: 000957C), Indore as Statutory Auditors of the Company to hold office of the Auditors for a first term of 5 consecutive years from the conclusion of 35th AGM till the conclusion of 40th Annual General Meeting to be held in the year 2030 in place of the existing retiring auditor M/s. Rakesh Kumar & Associates, Chartered Accountants (FRN: 002150C) on such remuneration as may be mutually decided by the Auditors and Board. As required under Regulation 33(1)(d) of the SEBI (LODR) Regulation, 2015, the proposed auditor has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Auditors Report and the Notes on financial statement for the year 2024-25 referred to in the Auditor's Report

are self-explanatory and do not contain any qualification, reservation or adverse remark, therefore, do not call for any further comments.

COST RECORD AND AUDIT

Your company is maintaining the cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013. In pursuance of Section 148 of the Companies Act, 2013, your Directors appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030) to conduct the Audit of the Cost Accounting records for the financial year 2024-25. The Company has filed the Cost Audit Report for the year 2023-24 with the Central Government.

The Board on the recommendation of the Audit Committee, at its meeting held on 22nd May, 2025 has appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030) as the Cost Auditors to conduct the Audit of the Cost Accounting records for the financial year 2025-26. As required under section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. Therefore, the Board of Directors recommend the remuneration payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030) for the financial year 2025-26 for the ratification by the Members in the ensuing Annual General Meeting.

SECRETARIAL AUDITOR

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed M/s Ajit Jain & Co., Company Secretaries, (FRN: S1998MP023400) Indore conducting Secretarial Audit for the financial year 2024-25.

The Secretarial Audit Report for the financial year ended 31st March 2025 in Form MR-3 is attached as "Annexure G" and forms part of this Report. The Report of the Secretarial Auditor does not contain any qualification, reservation or adverse remark, therefore, do not call for any comments

Further, the Board of Directors of the Company on the recommendation of the Audit Committee, at its meeting held on 22nd May, 2025 has recommended the members to approve the appointment of M/s. Ajit Jain & Co., Company Secretaries (FRN: S1998MP023400) to conduct Secretarial Audit for the consecutive five years from the conclusion of the 35th AGM till the conclusion of the 40th AGM to be held in the calendar year 2030.

Mr. Ajit Jain, Proprietor of the Ajit Jain & Co., Company Secretaries has consented to act as the Secretarial Auditor of the Company and confirmed that his appointment, if approved, would be within the limits prescribed under the Companies Act, 2013 and SEBI LODR Regulations. He has further confirmed that he is not disqualified to be appointed as the Secretarial Auditor under the applicable provisions of the Act, rules made thereunder, and SEBI Listing Regulations.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The details related to dividend remains unpaid-unclaimed in the Company has been given in the annual report of the Company. The details of the nodal officer appointed by the company under the provisions of IEPF is available on the Company's website at <http://kritiindustries.com/>

During the year under review, an amount of ₹2,97,861/- in respect of unpaid/unclaimed interim dividend declared for the FY 2016-17 was transferred to the Investor Education and Protection Fund Authority as well as 1,10,379 equity shares of face value of ₹1/- each, in respect of unpaid/unclaimed interim dividend declared in FY 2016-17, was also transferred and credited to the IEPF Authority by the Company.

The investors may claim their unpaid dividend and the shares from the IEPF Authority by applying in the Form IEPF-5 and complying with the requirements as prescribed.

SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The summary of complaints received and disposed during the financial year is as follows:

Total Complaints outstanding as of 01/04/2024	New complaints received during the year 2024-25	Complaints Disposed during the year 2024-25	Total Complaints outstanding as of 31/03/2025	Total number of Complaints pending for more than 90 days
0	0	0	0	0

ANNEXURE A

Certificate of ESOP

To,
The Members of
Kriti Industries (India) Limited
(CIN: L25206MP1990PLC005732)
Mehta Chambers, 34, Siyaganj,
Indore – 452007 (M.P.)

Secretarial Auditors' Certificate on implementation of Employees Stock Option Scheme(s) in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and resolutions passed by the shareholders thereof, at the general meeting of the Company

1. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('ESOP Regulations, 2021') was notified with effect from August 13, 2021.
2. As per Regulation 13 of the ESOP Regulations, 2021, "in the case of every company which has passed a resolution for the scheme(s) under these regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the Company in the general meeting."
3. Kriti Industries (India) Limited (the Company') has approached us, being Secretarial Auditors of the Company, to issue this certificate as required under Regulation 13 of the ESOP Regulations, 2021 to be placed at the ensuing Annual General Meeting to be held for the financial year ended on March 31, 2025 that the Scheme has been implemented in accordance with the ESOP Regulations, 2021 and in accordance with the resolution passed by the shareholders at the general meeting of the Company.
4. The shareholders of the Company by way of the special resolution approved "Kriti Industries Employee Stock Option Plan 2024" in their extraordinary general meeting held on July 15, 2024, which was subsequently amended by Board of Directors in their meeting held on May 22, 2025.

Management's Responsibility

5. The preparation and maintenance of all accounting and other records are solely the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal controls that are reasonable in the circumstances.
6. The Management is also responsible for ensuring that the Company complies with the requirements of the ESOP Regulations, 2021 and the resolutions passed by

the shareholders of the Company and for providing all the relevant information to its shareholders and the Stock Exchanges.

Auditor's Responsibility

7. It is our responsibility to obtain reasonable assurance and form an opinion as to whether the Scheme have been implemented, in all material respects during the year ended March 31, 2025, in accordance with the ESOP Regulations, 2021 and the resolution(s) passed by the shareholders of the Company in the general meeting.

Opinion

8. Based on our examination and the information and explanations given to us, we are of the opinion that the Scheme namely "Kriti Industries Employee Stock Option Plan 2024" has been implemented, in all material respects, during the year ended March 31, 2025, in accordance with the ESOP Regulations, 2021 and the resolution passed by the shareholders of the Company at the general meeting.

Restriction-on Use

9. This certificate is addressed to the Board of Directors of the Company for the purpose of placing before the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirements of the ESOP Regulations, 2021 or may be submitted with stock exchange for listing permission or with any other regulatory authority if required for any other purpose. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Ajit Jain & Co.,
Practicing Company Secretaries

CS Ajit Jain
(Proprietor)

M. No. F3933/C.P. No. 2876
UDIN: F003933G000401627

Place: Indore
Dated: 22.05.2025
Peer Review No.: 6478/2025
PCS Unique ID No.: S1998MP023400

ANNEXURE B

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ ASSOCIATE COMPANIES/JOINT VENTURES AS ON 31.03.2025

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts ₹ In Lakhs)

S. No	Name of Subsidiary	Kriti Auto Engineering & Plastics Private Limited
1.	The date since when subsidiary was acquired	27.01.2010
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA
4.	Paid up Share Capital	388.50
5.	Reserves & Surplus	551.53
6.	Total Assets	960.59
7.	Total Liabilities	960.59
8.	Investments	-
9.	Turnover	0.00
10.	Profit/(Loss) before taxation	61.14
11.	Profit/(Loss) before taxation from Discontinued Operations	00.00
12.	Provision for taxation	15.58
13.	Profit/(loss) after taxation	45.56
14.	Proposed Dividend	-
15.	% of shareholding	100.00%
16.	Names of subsidiaries which are yet to commence operations	N.A.
17.	Names of subsidiaries which have been liquidated or sold during the year	N.A.

Part "B": Associates and Joint Ventures

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Name of Associates	FP Elite Energy Private Limited
1.	Latest Balance Sheet Date	31/03/2025
2.	Date on which the Associate was associated or acquired	07/10/2022
3.	Shares of Associate held by the company on the year end	
	Number of Shares	7,88,141 Equity Shares of ₹10 each.
	Amount of Investment in Associates (₹ In Lakhs)	78.81
	Extend of Holding (in percentage)	34.78
4.	Description of how there is significant influence	34.78% shareholding/ voting rights
5.	Reason why the associate is not consolidated	N.A.
6.	Net worth attributable to Shareholding as per latest Balance Sheet	67.07
7.	Profit / (Loss) for the year	
	i. Considered in Consolidation	(23.52)
	ii. Not Considered in Consolidation	-
1.	Names of associates or joint ventures which are yet to commence operations.	N.A.
2.	Names of associates or joint ventures which have been liquidated or sold during the year.	N.A.

The Company does not have any Joint Ventures as on 31stMarch, 2025.

As per our report of even date

M/s Rakesh Kumar and Associates

Chartered Accountants

FRN:002150C

Puneet Gupta

Partner

M.No:413168

Shiv Singh Mehta

Chairman and Managing Director

DIN: 00023523

Rajesh Sisodia

Chief Financial Officer

Purnima Mehta

Whole time Director

DIN: 00023632

Place: Indore

Date: 22/05/2025

ANNEXURE - C

Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief outline on CSR Policy of the Company.

The Corporate Social Responsibility Policy ("Policy") of the Company is in line with the provisions of Section 135 of the Companies Act 2013 ("Act") read with Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules").

The Policy lays down the guiding principles that shall be applicable to the CSR projects/ programme/ activities of the Company.

The Board of Directors approved this Policy, on the basis of the recommendations of the CSR Committee.

2. Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shiv Singh Mehta Chairman and Managing Director	Chairperson	1	1
2	Purnima Mehta Whole-time Director	Member	1	1
3.	Siddharth Sethi Independent Director	Member	1	1

3. Web-link: – www.kritiindustries.com

4. Provide the executive summary alongwith weblink of impact assessment of CSR projects carried out in pursuance of sub rule (3) of Rule 8 if applicable -Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135 ₹554.65 Lakhs
(b) 2% of average net profit of the company as per section 135(5) ₹11.09 Lakhs
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. NIL
(d) Amount required to be set off for the financial year, if any NIL
(e) Total CSR obligation for the financial year [(b)+(c)-(d)] ₹11.09 Lakhs
6. (a) Amount spent on CSR Projects (Both Ongoing Projects and Other than Ongoing Project) : ₹0.76
(b) Amount spent in Administrative Overheads. : Nil
(c) Amount spent on Impact Assessment, if applicable. : NA
(d) Total amount spent for the Financial Year (a+b+c) : ₹0.76 Lakhs
(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
0.76	10.33	30.04.2025	-	-	-

- (f) Excess amount for set off, if any: Nil

Sl. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	11.09
(ii)	Total amount spent for the Financial Year Excess amount carry forward from the previous Year	0.76
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.00

7. Details of Unspent CSR amount for the preceding three financial years: (₹ in Lakhs)

S No.	Preceding Financial Year	Amount transferred to Unspent CSR account u/s 135(6)	Balance amount in Unspent CSR Account u/s 135(6)	Amount Spent in the Financial Year	Amount transferred to any fund specified under schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years	Deficiencies if any
					Amount (in ₹)	Date of Transfer		
1.	2021-22	39.23	0.00	4.13	0.00	0.00	0.00	NIL
2.	2022-23	57.77	57.77	0.00	0.00	0.00	57.77	NIL
3.	2023-24	25.62	25.62	0.00	0.00	0.00	25.62	NIL
	Total	122.62	83.39	4.13	0.00	0.00	83.39	NIL

8. Whether any Capital Assets have been created or acquired through CSR amount spent in the Financial Year: No

If Yes, enter the number of capital assets created/acquired: N.A.

Furnish the details relating to such assets(s) so created or acquired through CSR amount spent in the Financial Year:

Sl. No	Short Particulars of the Property or assets(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR spent	Details of entity/Authority/ Beneficiary of the Registered Owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. Specify the Reason(s), if the company has failed to spend 2% of the average net profit as per section 135(5):

The Company endeavored to ensure full utilization of the allocated CSR budget towards ongoing projects. The CSR activities are scalable with a few new initiatives that may be considered in future and moving forward the Company will endeavour to spend the amount on CSR activities in accordance with the statutory requirements.

Date: 22/05/2025

Place: Indore

Shiv Singh Mehta

Chairman of the Committee and
Chairman and Managing Director

ANNEXURE – D

Information Pursuant to Section 197(12) of the Companies Act, 2013 Read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as Amended and Forming Part of the Directors' Report for the Year Ended 31st March, 2025.

(A) Particulars of employees as per Rule-5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2024-25.

S. No.	Name of Director	Ratio of remuneration of each Director/ to median remuneration of employees (in times)
1	Mr. Shiv Singh Mehta	23.19
2	Mrs. Purnima Mehta	18.94

- (ii) The percentage increase in remuneration of each Executive Director, Chief Financial Officer and Company Secretary in the financial year 2024-25:

S. No.	Name of Director /KMPs	Designation	% increase in remuneration
1	Mr. Shiv Singh Mehta	Chairman and Managing Director	0.00
2	Mrs. Purnima Mehta	Whole Time Director	0.00
4	Mr. Rajesh Sisodia	Chief Financial Officer	2.01
3	Mr. Tanuj Sethi	Company Secretary	59.68

- (iii) The percentage increase in the median remuneration of employees in the financial year 2024-25 was 5%.
- (iv) There were 599 permanent employees on the rolls of the Company as on 31st March, 2025.
- (v) Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

% increase in Average salary of employees other than KMPs for Financial Year 2024-25 has given in point no. (A) (iii) above.

The increase in the salary of KMP's for Financial Year 2024-25 has given in point no. (A) (ii) above. The increase in remuneration is not solely based on Company's performance but also includes various other factors like individual performance, experience, relevant expertise, skills, academic background, industry trends, economic situation and future growth prospects etc. besides Company's performance.

There were no exceptional circumstances for the increase in managerial remuneration in comparison to remuneration of other employees.

- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

ANNEXURE -E

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as per Section 134(3)(M) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

A. Conservation of Energy**1) Steps taken or impact on conservation of energy:**

1. Installed & commissioned of High output & energy efficient 2 New RPVC Extruder line 114/34 – 1200 kg/hr. with flexibility to produce pipe dia from 75 – 180 MM.
2. Introduced new energy efficient bellling machine for moulding fittings.
3. In-house conversion of Semi-automatic moulds are to automatic mould improving efficiency.
4. Installed online socketing machine on twin line machine which can socket S/F as well as SWR socketing in single machine as per our requirement.
5. Connected all plant utility in centralized manner for emergency purpose & optimum utilization of resources.
6. Automation in pipe conveying, online threading & assembly of coupler with pipes in Column plant.
7. Eliminated coolant system in CNC machine to introduce cooling through blowers without use of any coolant.
8. VFD introduced in water pumps for energy saving as per the load requirement.
9. Centralized conveying system for Jockey line & copper wire coating introduced.
10. Combined two HDPE extruders to improve output of machine & reducing the power consumption of downstream.
11. Automatic RM mixer introduced in HDPE for better mixing & energy efficiency.

2) Steps taken by the company for utilizing alternate sources of energy

1. Improved capacitor bank system of plant to maintain a healthy Power factor of Unity i.e. (>0.995). Which also benefited in having Max. PF incentive from DISCOM.
2. Using solar power from captive roof top solar plant of 1.8 MW.

3. Using solar power of 4.5 MW from open access.

3) Capital investment on energy conservation equipment:

Approx. ₹11.50 Crores

A. Technology Absorption**1) Efforts made towards technology absorption**

1. Auto mixer introduced in HDPE for better mixing & uniformity.
2. Jib crane introduced in HDPE for pipe 12 mtr shifting & weighing.
3. Installing online weighing system in HDPE for pipes & Coils.
4. Introduced auto alert system for temperature monitoring in utility in all dept.
5. Commissioned new 114/34 machine for Higher dia PVC pipes of 1200 kg/hr output.
6. Planning to install online bundling machine for ASTM & CPVC Pipes.
7. In-house developed 25 kg resin conversion system to jumbo for cost optimization.
8. Upgraded technology bellling machine introduced in moulding fittings
9. HDPE commissioned technological upgraded machine for size 63-225 mm dia having output of 450 kg/hr

B. Product development & improvement.

1. Developed new products UGD pipes & fittings for size for 110,160,200 & 250 MM dia.
2. CPVC pipe developed for size 2 ½", 3" & 4".
3. UPVC pipe developed for size 2 ½", 3", 4".
4. Chamfering is provided in SWR pipe for size 75, 110, 160 MM as per market demand.
5. Grooving in moulding fitting improved by new bellling machine.
6. Step over bend developed for ¾" & 1" size in CPVC.

C. Foreign Exchange Earning & Outgo

(₹ In Lakhs)

Sr. No.	Particulars	FY 2024-25	FY 2023-24
1.	Foreign Exchange earned in terms of Actual Inflows	-	-
2.	Foreign Exchange spent in terms of Actual Outflows		
	CIF Value of Import (Raw Material)	5,165.82	5,891.17
	CIF Value of Import (Capital Goods)	0.00	0.00
	CIF Value of Import (Spare parts)	0.38	-

ANNEXURE F

Vigil Mechanism / Whistle Blower Policy

1. PREFACE

1.1 Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

2. POLICY OBJECTIVES

2.1 The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

2.2 This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

3.1 This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

4. DEFINITIONS

4.1 "Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

4.2 "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.

4.3. "Board" means the Board of Directors of the Company.

4.4. "Company" means the Kriti Industries (India) Limited, and all its offices.

4.5. "Code" means Code of Conduct for Directors and Senior Management Executives adopted by Kriti Industries (India) Limited

4.6. "Employee" means all the present employees and whole time Directors of the Company (Whether working in India or abroad).

4.7. "Protected Disclosure" means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

4.8. "Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

4.9. "Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

4.10. "Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

6.1. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same

so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Whistle Blower policy"**. Alternatively, the same can also be sent through email with the subject **"Protected disclosure under the Whistle Blower policy"**. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.

In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

- 6.3. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- 6.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:-

Name and Address -

Vigilance and Ethics Officer,
Kriti Industries (India) Limited
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10
Scheme no 78-II, Vijay Nagar, Indore (M.P.) 452010
Email- whistleblower@kritiindia.com

- 6.6. Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman, CEO and the Chairman of the Audit Committee are as under:

Name and Address of Chairman -

Shri Chandrasekharan Bhaskar
Chairman Audit Committee
Kriti Industries (India) Limited
C-2/2522, Vasant Kunj, New Delhi - 110 070

- 6.7. On receipt of the protected disclosure the Vigilance and Ethics Officer/Chairman of the Audit Committee,

as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether the same Protected Disclosure was raised previously on the same subject;
- d) Details of actions taken by Vigilance and Ethics Officer / Chairman of the Audit Committee for processing the complaint
- e) Findings of the Audit Committee
- f) The recommendations of the Audit Committee/ other action(s).

- 6.8. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

- 7.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- 7.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- 7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.4. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- 7.5. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- 7.6. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.7. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond

to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

- 7.8. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.9. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

8. DECISION AND REPORTING

- 8.1. If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 8.2. The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 8.3. In case the Subject is related to the Vigilance and Ethics Officer of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 8.4. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 8.5. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Chairman of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

- 9.1. The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- 9.1.1. Maintain confidentiality of all matters under this Policy
- 9.1.2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 9.1.3. Not keep the papers unattended anywhere at any time
- 9.1.4. Keep the electronic mails / files under password.

10. PROTECTION

- 10.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 10.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 10.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 10.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10.5. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

11.1. The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

12. COMMUNICATION

12.1. A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

13. RETENTION OF DOCUMENTS

13.1. All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14. ADMINISTRATION AND REVIEW OF THE POLICY

14.1. The Chief Financial Officer shall be responsible for the administration, interpretation, application and review of this policy. The Chief Financial Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

15. AMENDMENT

15.1. The Company reserves its right to amend or modify this Policy in whole or in part, at anytime without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

ANNEXURE-G

FORM NO. MR-3 Secretarial Audit Report

For the financial year ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

KRITI INDUSTRIES (INDIA) LIMITED

CIN: L25206MP1990PLC005732

Registered Office: Mehta Chambers,
34-Siyagunj, Indore (M.P.) – 452007

Corporate Office: 8th Floor, Plot no.10, PSP,
IDA Scheme no. 78-II, Vijay Nagar
Indore (M.P.) 452010

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **KRITI INDUSTRIES (INDIA) LIMITED** (hereinafter called the Company) having **CIN-L25206MP1990PLC005732** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents, KMPs, Directors and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **KRITI INDUSTRIES (INDIA) LIMITED** for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

Takeovers) Regulations, 2011;

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the audit period);
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period);
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) other laws are applicable specifically to the Company are as under:

- (a) The Environment (Protection) Act, 1986;
- (b) The water (Prevention and Control of Pollution) Act, 1974;
- (c) The Air (Prevention and Control of Pollution) Act, 1981;
- (d) The Hazardous Waste (Management, Handling & Transboundary Movement) Rules, 2008;
- (e) Factories Act, 1948;
- (f) Industrial Dispute Act, 1947;
- (g) The Payment of Wages Act, 1936;
- (h) The Minimum Wages Act, 1948;
- (i) The Employee State Insurance Act, 1948;
- (j) The Employee Provident Fund and Miscellaneous Provision Act, 1952;
- (k) The Payment of Bonus Act, 1965;
- (l) The Payment of Gratuity Act, 1972;
- (m) The Income Tax Act, 1961;
- (n) Contract Labour (Regulation and Abolition) Act, 1970;
- (o) The Industrial Employment (Standing Orders) Act, 1946;
- (p) The Goods and Service Tax

We have also examined compliance with the applicable clause of the following:

1. Secretarial Standard issued by the Institute of Company Secretaries of India (ICSI) and applicable mandatorily.
2. Listing Obligations and Disclosure Requirements Regulations, 2015 as amended from time to time.

During the year under review, the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, standard etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on

agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there was no specific events in pursuance of the above referred laws, rules, regulations, guidelines having major bearing on the company' affairs, except:

1. Issuance and allotment of 94,61,480 warrants of ₹158.50 each convertible into one equity shares of ₹1/- each at a premium of ₹157.50 per share to the Promoter, Promoter Group and Other Specified Persons/Non-Promoters on preferential basis with an option to apply for and be allotted 1 Equity Share of ₹1/- each on 27th July, 2024 after receipt of upfront subscription money @ ₹39.625 per warrant. Each warrant holder has an option to apply for and be allotted 1 equity share of ₹1/- each for every warrant any time after the date of allotment within a period of 18 months from the date of allotment in one or more tranches from time to time. On exercise of option by one of the warrant holders 15,00,000 equity shares of ₹1/- each has been allotted on 11th February, 2025.
2. Employee Stock Option Plan for not exceeding 15,00,000 Employee Stock Options, exercisable into not more than 15,00,000 equity shares of ₹1/- each. In principal approval of the stock exchanges is pending.

For Ajit Jain & Co.,
Practicing Company Secretaries

CS Ajit Jain
(Proprietor)

M. No. F3933/C.P. No. 2876
UDIN:F003933G000397414
Peer Review No.: 6478/2025
PCS Unique ID No.: S1998MP023400

Place: Indore
Dated: 22.05.2025

This report is to be read with our letter of even date as 'Annexure 1' forms an integral part of this report.

'Annexure -1'

To,
The Members
Kriti Industries (India) Limited
CIN-L25206MP1990PLC005732

Our report of even date is to be read along with this letter (forming part of the report)

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and whether applicable reliance have been made on the reports, certificates etc. given to the company by other professionals, competent to issue those certificates to the company.
4. Where ever required, we have obtained the Management representation and certification about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Ajit Jain & Co.,
Practicing Company Secretaries

CS Ajit Jain
(Proprietor)

M. No. F3933/C.P. No. 2876
UDIN: F003933G000397414
Peer Review No.: 6478/2025
PCS Unique ID No.: S1998MP023400

Place: Indore
Dated: 22.05.2025

Corporate Governance Report

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Kriti Industries (India) Limited (herein after referred as "KIL"/"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, all stakeholders 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 SEBI (LODR) Regulations, 2015.

II. THE GOVERNANCE STRUCTURE

Kriti's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

(i) **The Board of Directors**- The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets,

policies, governance standards, reporting mechanism & accountability and decision making process to be followed.

(ii) **Committees of Directors**-The company is having mandatory committees such as Audit Committee, Nomination & Remuneration Committee, CSR Committee, Stakeholders Relationship Committee, etc. are focused on Financial Reporting, Audit & Internal Controls, Compliance Issues, Appointment and Remuneration of Directors and Senior Management Employees and shareholders grievances and implementation and monitoring of CSR activities.

(iii) **Executive Management** - The entire business including the support services are managed with clearly demarcated responsibilities and authorities at different levels.

III. BOARD OF DIRECTORS

The Board of directors of the company consists of an optimum combination of Executive, Non-Executive and Independent Directors, ensuring the independent functioning of the Board. The composition of the Board also complies with the provisions of the Companies Act, 2013 and the Listing Regulations. As at the end of financial year 2024-25, the Board consists of **Six (6)** directors, out of which **Four (4)** are Non-Executive including **Three (3)** Independent Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year under review and at the last Annual General Meeting and also the number of Directorships and Committee Memberships held by them in other companies are given below:

Sr. No.	Name of Directors	Category	Total number of Board Meetings eligible to attend during the year	No. of Board Meeting Attended	Attended last AGM held on 18.06.2024	No. of Directorship in other public Companies as on 31.03.2025	No. of Memberships/ Chairmanship in Committee of Directors in all Public Companies#		No. of shares held in the Company	Relationship of Directors Inter-se
							Chairman	Member		
1.	Mr. Shiv Singh Mehta Chairman and Managing Director (DIN: 00023523)	Promoter Executive	6	6	Yes	2	0	2	20,67,299 (4.05%)	1) Spouse of Smt. Purnima Mehta-WTD; 2) Father of Shri Saurabh Singh Mehta-NED
2.	Mrs. Purnima Mehta Whole Time Director (DIN: 00023632)	Promoter Executive	6	6	Yes	2	1	3	3,09,487 (0.61%)	1) Spouse of Shri Shiv Singh Mehta-CMD; 2) Mother of Shri Saurabh Singh Mehta-NED
3.	Mr. Saurabh Singh Mehta Director (DIN: 00023591)	Promoter Non-Executive	6	6	Yes	3	0	1	30,423 (0.06%)	Son of Shri Shiv Singh Mehta, CMD and Smt. Purnima Mehta- WTD.

Sr. No.	Name of Directors	Category	Total number of Board Meetings eligible to attend during the year	No. of Board Meeting Attended	Attended last AGM held on 18.06.2024	No. of Directorship in other public Companies as on 31.03.2025	No. of Memberships/ Chairmanship in Committee of Directors in all Public Companies#		No. of shares held in the Company	Relationship of Directors Inter-se
							Chairman	Member		
4.	Mr. Chandrasekharan Bhaskar Director (DIN: 00003343)	Independent Non-Executive	6	6	Yes	3	3	2	Nil	Not applicable
5.	Mr. Hitendra Mehta Director (DIN: 01935959)	Independent Non-Executive	6	5	No	0	Nil	Nil	Nil	Not applicable
6.	Mr. Siddharth Sethi Director (DIN: 01548305)	Independent Non-Executive	6	5	Yes	2	Nil	1	Nil	Not applicable

#Includes only Memberships of the Audit Committee and Stakeholders Relationship Committee.

S. No.	Name of Director	Name of other Listed entities in which person is Director	Category of Directorship
1.	Mr. Shiv Singh Mehta	Kriti Nutrients Limited	Chairman and Managing Director, Promoter, Executive
2.	Mrs. Purnima Mehta	Kriti Nutrients Limited	Non-Executive, Non-Independent Director
3.	Mr. Saurabh Singh Mehta	Kriti Nutrients Limited	Whole-time Director, Promoter, Executive
4.	Mr. Chandrasekharan Bhaskar	Kriti Nutrients Limited Xpro India Limited	Non-Executive Independent Director Managing Director, Executive
5.	Mr. Hitendra Mehta	-	-
6.	Mr. Siddharth Sethi	InfoBeans Technologies Limited	Managing Director, Executive

Details about Directors seeking Appointment / Reappointment(s) at the forthcoming Annual General Meeting are given separately along with Notice convening the said Meeting.

*CS Tanuj Sethi is Company Secretary & Compliance Officer of the Company as well as functioning as the Secretary of all committees.

* However Mr. Tanuj Sethi, Company Secretary and Compliance Officer of the Company has resigned w.e.f., closure of business hours of 21st May, 2025 and Ms. Aditi Randhar has been appointed as the Company Secretary and Compliance Officer w.e.f., 26th May, 2025, she will be functioning as the Secretary of all committees.

During the Financial Year 2024-25 the Board of Directors met **Six (6)** times on (i) **3rd May, 2024** (ii) **18th June, 2024** (iii) **27th July, 2024** (iv) **3rd August, 2024** (v) **9th November, 2024** and (vi) **11th February, 2025**.

However, due to their inability to attend, Mr. Siddharth Sethi was granted a leave of absence for the Board meeting held on May 3, 2024, and Mr. Hitendra Mehta for the meeting held on November 9, 2024

Skills / Expertise / Competencies of the Board of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

1. Knowledge on Company's businesses, policies and business culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
2. Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
3. Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
4. Financial and Management skills,
5. Technical / Professional skills and specialized knowledge in relation to Company's business.

DIRECTORS HAVING SUCH SKILL AND COMPETENCIES

Skills to be possessed by Directors	Mr. Shiv Singh Mehta	Mrs. Purnima Mehta	Mr. Saurabh Singh Mehta	Mr. Siddharth Sethi	Mr. Chandrasekharan Bhaskar	Mr. Hitendra Mehta
Knowledge on Company's businesses, policies and business culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.	Yes	Yes	Yes	Yes	Yes	Yes
Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.	Yes	Yes	Yes	Yes	Yes	Yes
Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.	Yes	Yes	Yes	Yes	Yes	Yes
Financial and Management skills.	Yes	Yes	Yes	Yes	Yes	Yes
Technical / Professional skills and specialized knowledge in relation to Company's business.	Yes	Yes	Yes	Yes	Yes	Yes

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has familiarization program for Independent Directors to provide them with an opportunity to familiarize themselves with the Company, its Management, its operations and the industry in which the Company operates. On his appointment, an Independent Director, receives a formal letter of appointment, setting out in detail the role, functions, duties and responsibilities expected of him as an Independent Director of the Company. Further the Directors of the Company are updated on changes/ developments in domestic/ global corporate and industry scenario including those pertaining to statutes/ legislations and economic environment and on matters related to the Company covering its plants, products, marketing, competitors and other functions. Familiarization Programme can be accessed at the link: <https://kritiindustries.com/investor-desk/familiarisation-programme-for-independent-directors/>

CONFIRMATION THAT IN THE OPINION OF THE BOARD, THE INDEPENDENT DIRECTOR FULFILL THE CONDITION SPECIFIED IN THIS REGULATION AND ARE INDEPENDENT OF THE MANAGEMENT:

All the Independent Directors have given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management

and the Management does hereby confirms their independency.

DETAILED REASON FOR RESIGNATION OF INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS TENURE ALONG WITH THE CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASON OTHER THAN THOSE PROVIDED:

There is no resignation of any Independent Director during the Financial Year.

IV. AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee. Majority of the members of the Committee are Independent Directors including the Chairman. All the members are financially literate and possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

The Audit Committee is in compliance with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as applicable.

The particulars of Members of the Committee, and the number of Meetings attended by them during the year are as follows:

Sr. No.	Name of the Members	Designation in the Company	Position in the Committee	No. of Meetings Attended
1.	Mr. Chandrasekharan Bhaskar	Independent Director	Chairman	5
2.	Mr. Siddharth Sethi	Independent Director	Member	4
3.	Mrs. Purnima Mehta	Whole-time Director	Member	5
4.	Mr. Hitendra Mehta (Appointed w.e.f. 1 st April, 2024 and ceased w.e.f. 3 rd May, 2024)	Independent Director	Member	1

During the year under review, the Committee met on (i) 2nd May, 2024 (ii) 18th June, 2024 (iii) 2nd August, 2024 (iv) 9th November, 2024 and (v) 11th February, 2025.

The Company Secretary is also functioning as the secretary to the Committee.

Mr. Chandrasekharan Bhaskar, Chairman of the Audit Committee was present at the last Annual General Meeting to answer the shareholders queries.

The terms of reference of the Audit Committee mandated by the statutory and regulatory requirements, which are also in line with the mandate given by your Board of Directors, are:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's/Directors' report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger,

amalgamation etc., on the listed entity and its shareholders.

Review of information by Audit Committee

The Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters/letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee;
5. statement of deviations:

- a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
6. The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015; and
 7. Utilization of loan and advances, if any.

The Audit Committee reviewed the reports of the internal auditors, the reports of the statutory auditors arising out of the quarterly, half-yearly, and annual audit of the accounts; considered significant financial issues affecting the Company and held discussions with the internal and statutory auditors and the Company Management during the year.

V. NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board of Directors in compliance with Regulation 19 of the SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013 as applicable.

The particulars of Members of the Committee, and the number of Meetings attended by them during the year are as follows:

Sr. No.	Name of the Members	Designation in the Company	Position in the Committee	No. of Meetings Attended
1.	Mr. Chandrasekharan Bhaskar	Independent Director	Chairman	2
2.	Mr. Siddharth Sethi	Independent Director	Member	2
3.	Mr. Hitendra Mehta	Independent Director	Member	2

All the three members of the remuneration committee are non-executive and Independent Directors

During the year under review, the Committee met **Two (2)** times during the financial year on **(i) 2nd May, 2024 and (ii) 18th June, 2024.**

The Company Secretary is also functioning as the secretary to the Committee.

The terms of reference of the Nomination and Remuneration Committee mandated by the statutory and regulatory requirements, which are also in line with the mandate given by your Board of Directors, are:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (1A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - (3) devising a policy on diversity of board of directors;
 - (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

PERFORMANCE EVALUATION CRITERIA FOR DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria and process for performance evaluation of the Non-

Executive Directors including Independent Directors and Executive Directors to judge the knowledge to perform the role, time and level of participation, performance of duties, professional conduct, independence etc. The appointment/re-appointment/continuation of Directors on the Board shall be based on the outcome of evaluation process.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee has adopted a policy which, inter-alia, deals with the manner of selection of members of the Board including Executive and Non-Executive Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The said policy is available on the Company's Website at-<https://kritiindustries.com/investor-desk/policies/>.

DETAILS OF REMUNERATION PAID TO THE DIRECTORS:

The details of Remuneration to Directors during the financial year 2024-25 are as follows:

Sr. No.	Name of the Directors	Designation	Service Contract	Remuneration drawn Amount (Rs in Lakhs)		Stock Options Granted
				Salary, Allowances, Perquisites & Commission	Sitting Fees	
1.	Mr. Shiv Singh Mehta	Chairman and Managing Director	01.10.2021 to 30.09.2026	73.20	-	-
2.	Mrs. Purnima Mehta	Whole Time Director	01.07.2022 to 30.06.2025	59.76	-	-
3.	Mr. Saurabh Singh Mehta	Non-Executive Director	Liable to retire by rotation	-	1.20	-
4.	Mr. Chandrasekharan Bhaskar	Independent Director	12.05.2021 to 11.05.2026	-	1.25	-
5.	Mr. Hitendra Mehta	Independent Director	13.08.2021 to 12.08.2026	-	1.01	-
6.	Mr. Siddharth Sethi	Independent Director	01.04.2024 to 31.03.2029	-	1.04	-

VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has Stakeholders Relationship Committee. The terms of reference of the Committee are to consider and approve the transfer of shares, consolidation / split of share certificates, issue of duplicate share certificates, non-receipt of dividend, claims of shares from the IEPF Authority, non-receipt of Annual Reports and other allied matters. The said Committee is also empowered to look

into and address Shareholders, Security holders and Investors Grievances in compliance with the SEBI (LODR) Regulations, 2015.

During the financial year ended 31st March, 2025, Twelve (12) Complaints were received from shareholders and the same were redressed to the satisfaction of the shareholders and no such complaints were pending as on 31st March, 2025.

The particulars of Members of the Committee, and the number of Meetings attended by them during the year are as follows:

Sr. No.	Name of the Members	Designation in the Company	Position in the Committee	No. of Meetings Attended
1.	Mr. Chandrasekharan Bhaskar	Independent Director	Chairman	8
2.	Mr. Shiv Singh Mehta	Chairman and Managing Director	Member	8
3.	Mrs. Purnima Mehta	Whole Time Director	Member	8
4.	Mr. Saurabh Singh Mehta	Non-Executive Director	Member	8

The Company Secretary is also acting as the Compliance Officer and as the secretary to the Committee.

The Committee has periodic interaction with the representatives of the Registrar and Transfer Agent of the Company.

During the financial year ended 31st March, 2025 the Committee met **8 (Eight)** Times on 28th May 2024, 27th July 2024, 9th September 2024, 7th October 2024, 22nd November 2024, 28th December 2024, 28th January 2025 and 3rd March, 2025 in which all the members have attended the meeting.

VII. CORPORATE SOCIAL RESPONSIBILITY

The role of CSR Committee of the Board is to review, monitor and provide strategic direction to the Company's CSR practices. The Committee seeks to guide the Company in integrating its social and environmental objectives with its business strategies. The Committee has formulated and monitors the CSR policy and recommends to the Board the annual CSR plan comprising the CSR Budget and CSR activities of the Company in terms of Companies Act, 2013.

The composition of the Corporate Social Responsibility Committee and the attendance of Members at the Corporate Social Responsibility Committee meetings is as below:

Sr. No.	Name of the Members	Designation in the Company	Position in the Committee	No. of Meetings Attended
1.	Mr. Shiv Singh Mehta	Managing Director	Chairman	1
2.	Mrs. Purnima Mehta	Whole-time Director	Member	1
3.	Mr. Siddharth Sethi	Independent Director	Member	1

During the year under review, Corporate Social Responsibility Committee met once i.e., on 9th November, 2024.

The Company Secretary is also functioning as the secretary to the Committee.

The terms of reference of Corporate Social Responsibility Committee are as under:

- the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
- the modalities of utilization of funds and implementation schedules for the projects or programmes;
- monitoring and reporting mechanism for the projects or programmes;

5. details of need and impact assessment, if any, for the projects undertaken by the company; and

6. the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

VIII. INDEPENDENT DIRECTORS' MEETING

The Statutory role of Independent Directors Meeting is to review the performance of Non-Independent Directors, the Board and the Chairman of the Company and also to assess quality, content and timeliness of the flow of information between the Company Management and the Board and its Committees. Meeting of the Independent Directors was held on 11th February, 2025 to review the performance of Non-Independent Directors including the Chairman and the Board as a whole and was attended by all Independent Directors of the Company.

IX. SENIOR MANAGEMENT

Sr. No.	Name of the Senior Management	Particulars/Designation in the Company	Change during the year	Date of appointment
1.	Mr. Rajesh Sisodia	CFO	-	3 rd February, 2023
2.	*Mr. Tanuj Sethi	CS & Compliance Officer	-	22 nd March, 2023

*Mr. Tanuj Sethi, Company Secretary and Compliance Officer of the Company has resigned w.e.f., closure of business hours of 21st May, 2025 and Ms. Aditi Randhar, has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f., 26th May, 2025.

X. GENERAL MEETINGS

The location, date and time of the General Meetings held for the last three financial years are as under:

Year	Location	Date	Type of General Meeting	Time	Special Resolutions	Special resolution through postal Ballot
2023-24	Held through VC/OAVM in which Deemed venue for the General Meeting was at 8th Floor, Brilliant Sapphire, Plot No. 10, PSP, IDA Scheme No. 78-II, Indore -452010 (MP)	18 th June, 2024	AGM	3:00 P.M.	Yes (2)	-
01/2024-25	Do	15 th July, 2024	EGM	3:00 P.M.	Yes (3)	-
2022-23	Do	28 th August, 2023	AGM	3:00 P.M.	No	-
2021-22	Do	17 th August, 2022	AGM	3:00 P.M.	Yes (1)	-

During the year under review, no resolution was passed through the Postal Ballot process.

XI. MEANS OF COMMUNICATION

Effective communication of consistent, comparable, relevant and reliable information is an effective component of Corporate Governance. It is a process of sharing information, thoughts, opinion, and plans to all stakeholders which promote management-shareholder relations.

Quarterly Results: The Company's quarterly results are published in 'Business Standard and Nai Duniya or Chautha Sansar' Newspapers and are displayed on its website (www.kritiindustries.com).

Website: The Company's website (www.kritiindustries.com) contains a separate dedicated section 'Investor Desk' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

Annual Report: The Annual Report containing, inter alia, Audited Annual Financial Statements (Standalone and Consolidated), Directors' Report and its annexures as required, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussions and Analysis Report forms part of the Annual Report and is displayed on the Company's website (www.kritiindustries.com).

BSE Corporate Compliance and Listing Centre (the 'Listing Centre') and NSE's Electronic Application Processing System (NEAPS): BSE's Listing Centre and NSE's NEAPS are web-based application designed for corporate. All periodical compliance filings like financial results, shareholding pattern, corporate governance report, Annual Report, Related Party Transactions, Investors complaint, Annual Secretarial Compliance Report, etc as required under SEBI (LODR) Regulations as well as SEBI (PIT) Regulations and other requirements as may be applicable from time to time are filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web-based

complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Presentation made to Institutional Investors or to the analysts: Presentation made to Investors/ Analysts are available on the website of stock exchanges where the shares of the Company are listed (BSE and NSE) as well as on the Company's website.

XII. OTHER DISCLOSURES UNDER SEBI LISTING REGULATIONS

- All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, during the financial year, were in the ordinary course of business and on an arm's length pricing basis. There were no materially significant transactions with related parties during the financial year which conflicted with the interest of the Company. Suitable disclosure as required by the IND-AS has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

Weblink-<https://kritiindustries.com/investor-desk/policies/>

During the last three years, no non-compliance has been noticed and no penalties, strictures were imposed by stock exchange, SEBI or any statutory authority on the Company or its promoters and directors in respect of any matter related to capital market.

- The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism and Whistle Blower

Policy under which the employees are free to give their views on the accounting policies and practices of the Company, report unethical or undesirable behavior or practices, actual and suspected fraud taking place in the Company, violations of Company's Code of Conduct or ethics policy. The reportable matters may be disclosed to the Audit Committee through the Chairman/Secretary of the Audit Committee. In exceptional cases employees may also report directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

3. Your Board affirms that, there is no such instances where the Board has not accepted any recommendation of any committee of the Board during the financial year.
4. The Company has raised funds through a preferential issue during the year under review. **Details of utilization of funds raised through preferential allotment as specified under Regulation 32(7A)**

The Company had allotted 94,61,480 Convertible Warrants ('Warrants'), each carrying a right to subscribe to One Equity Share per Warrant, at a price of ₹158.50 Per Warrant ('Warrant Price'), aggregating ₹14996.45 Lakhs on a preferential basis to Promoter and Promoter Group and Non-Promoter/Other Persons.

An amount of ₹39.625 not less than the 25% of the Warrant Price was paid at the time of subscription aggregating ₹3749.11 Lakhs and the balance 75% of the Warrant Price was payable by the Warrant holder at the time of conversion in one or more tranches.

On 11th February, 2025 the company has made conversion of warrants into equity shares by receiving ₹118.875 per warrant aggregating ₹1783.125 Lakhs for conversion of 15,00,000 warrants into the 15,00,000 equity share of the company

The details of utilization of the proceeds as under: (₹ In Lakhs)

Nature of receipts of proceeds /utilisation	Amount received till 31.03.2025	Amount utilized towards to objects of the issue	Remaining amount unutilized as at 31.03.2025
Upfront money received on 94,61,480 warrants @ ₹39.625 per warrant	3,749.11	3,749.11	0.00
Conversion price received on 15,00,000 warrants @ ₹118.875 per warrant (balance 75%)	1,783.13	1,198.00	585.13
Total Receipts	5,532.24	4,947.11	585.13

There is no deviation in the proposed project and its utilization, the remaining amount available as at 31st March, 2025 will be utilized in the phased manner within the stipulated period.

5. The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2024-25 are as under:
 - a. Number of complaints filed during the financial year : NIL
 - b. Number of complaints disposed of during the financial year : NIL
 - c. Number of complaints pending as on end of the financial year: NIL
6. The Company complied with all mandatory requirements and has adopted non-mandatory requirement as per details given below:

A. The Board:

The Company is having Executive Chairman.

B. Shareholder's Rights:

The quarterly and half yearly results are published in the newspaper and also displayed on the website of the Company and are submitted and

hosted at the portal of National Stock Exchange of India Ltd. and BSE Ltd. where the shares of the Company are listed.

C. Audit Qualification:

The auditors have not qualified the financial statement of the Company. The Secretarial Auditor has also not qualified his report. The Company continues to adopt best practices in order to ensure unqualified financial statements and secretarial audit report.

D. Reporting of Internal Auditor:

The Internal Auditors of the Company report to the Audit Committee.

7. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: The company has paid ₹5.61 Lakhs to M/s Rakesh Kumar & Associates for the year ended 31st March, 2025 and the consolidated Remuneration given to the Auditors for the year 2024-25 is ₹6.11 Lakhs.

8. Company has also annexed a certificate from M/s Ajit Jain & Co., Company Secretaries, a Practicing Company Secretary that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority as at 31st March, 2025.
9. The company has a demat suspense account/unclaimed suspense account during the year under review. No shares have been credited during the year under review.
10. Secretarial Compliance Report: In compliance of the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and SEBI Master Circular No. SEBI/HO/CFD /PoD2/ CIR/P/0155 dated 11th November, 2024 the Company has engaged the services of CS Ajit Jain (CP No. 2876), Practicing Company Secretary for providing said report. The said Secretarial Compliance Report is in addition to the Secretarial Audit Report provided by Practicing Company Secretaries under Form MR-3.
11. Disclosure by the company and its subsidiary company of loans and advances in the nature to Firms/companies in which directors are interested. Neither Company nor its wholly owned subsidiary company (Kriti Auto & Engineering Plastics Private Limited) has given any loans and advances in the nature of loans to Firms/companies in which directors are interested except loans and advances given by its wholly owned

subsidiary company to the Company. Details are given in the notes to the accounts.

12. Since, the company is not having any material subsidiary, therefore, the requirement for furnishing information of material subsidiary company is not applicable.
13. The company has not entered into any type of agreements as prescribed under Clause 5A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

XIII. CONFIRMATION OF COMPLIANCE

1. The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.
2. The Company has laid down Code of Conduct for the Directors and Senior Management Personnel of the Company and they have affirmed to the Board that they have adhered to the Code of Conduct during the year ended 31st March, 2025 and the declaration to that effect from Chairman and Managing Director is annexed to this report.
3. The compliance Certificate from M/s Ajit Jain & Co., Company Secretaries that the Company has complied with the conditions of Corporate Governance is annexed to the Report of the Board of Directors.
4. Matters required to be covered under Management Discussion and Analysis report are covered in the Report of the Board of Directors under relevant heads, hence not been given separately.

XIV. GENERAL SHAREHOLDER INFORMATION

1.	The Company is registered in the State of Madhya Pradesh, India with the Registrar of Companies, Gwalior. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L25206MP1990PLC005732		
2.	Annual General Meeting Date, Time and Venue	13 th August, 2025 at 3.00 P.M. (through VC/OAVM) for which purposes deemed venue shall be at 8 th Floor, Brilliant Sapphire, Plot No. 10, PSP, IDA, Scheme No. 78-II, Indore (M.P.) – 452010	
3.	Book Closure Date	Thursday, the 7 th August, 2025 to Wednesday the 13 th August, 2025 (Both days inclusive)	
4.	Financial Year	April 1, 2024 to March 31, 2025	
5.	Financial Calendar for the Year ending	31 st March, 2026	
	Sr. No.	Particulars	
		Actual Date/Tentative Date	
	1.	Unaudited Financial Results for the First Quarter ending 30 th June, 2025	On or Before 14 th August, 2025
	2.	Unaudited Financial Results for the Second Quarter ending 30 th September, 2025	On or Before 14 th November, 2025
	3.	Unaudited Financial Results for the Third Quarter ending 31 st December, 2025	On or Before 14 th February, 2026
	4.	Audited Financial Results for the Fourth Quarter ending 31 st March, 2026	On or Before 30 th May, 2026
	5.	Annual General Meeting for the year ending 31 st March, 2026	On or before 30 th September, 2026

6.	Listing on Stock Exchange	National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol : KRITI BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code – 526423
7.	ISIN	INE479D01038

8. Annual Listing fees for the year 2025-26 have been duly paid to the above Stock Exchanges and the trading of the shares being regular during the year under review.

9. Annual Custody / Issuer fee for the year 2025-26 has been paid to NSDL. CDSL has raised invoice at end of April, 2025 and same will be paid within due date.

10. Dividend History:

The Dividend declared and paid during the previous five financial years is as under:

Sr. No.	Financial Year	% of Interim Dividend	% of Final Dividend	% of Total Dividend	Dividend Amount in Lakhs
1.	2023-24	-	20	20	99.21
2.	2022-23	-	-	-	-
3.	2021-22	-	20	20	99.21
4.	2020-21	-	20	20	99.21
5.	2019-20	-	15	15	74.40

11. Registrar & Transfer Agent: Ankit Consultancy Pvt. Limited

Plot No. 60, Electronic Complex, Pardeshipura
Indore- 452 010 (M.P.)
SEBI Reg. No. NR000000767
Tel: 0731-4065797/ 0731-4065799
E-mail: investor@ankitonline.com,
compliance@ankitonline.com and operation@ankitonline.com

12. Distribution of Shareholding as on 31st March, 2025:

Shares Holding of Nominal Value of ₹	No. of Shareholders	% of Shareholding
1-1000	11134	3.91
1001-2000	694	2.10
2001-3000	216	1.06
3001-4000	132	0.90
4001-5000	70	0.64
5001-10000	138	1.94
10001-20000	66	1.91
20001-30000	16	0.81
30001-40000	20	1.37
40001-50000	7	0.61
50001-100000	10	1.40
100000 Above	19	83.34
Total	12522	100.00

13. Dematerialization of Shares:

5,04,92,320 Equity Shares i.e. 98.80% of the total Equity Shares have been dematerialized upto 31st March, 2025. Trading in Equity Shares of the Company on Stock Exchanges is permitted only in dematerialized form as per the directions issued by the Securities and Exchange Board of India in that behalf.

14. Company has no outstanding GDR's, ADR's, however, the company has issued 94,61,480 warrants convertible into equity shares and on the request of the investor the company has converted 15,00,000 warrants into equity shares on 11th February, 2025. There are outstanding 79,61,480 Convertible Warrants issued on preferential basis.

15. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not have any exposure hedged through commodity derivatives. During the year 2024-25, the company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against imports.

16. Plant Location:

13/1 Tarpura, 75-86, Sector No. 2, Industrial Area, Pithampur, Dist. Dhar (M.P.)-454775

17. Address for Investor Correspondence:

Registered Office:	Corporate Support Centre:
Kriti Industries (India) Limited 34, Mehta Chambers, Siyagunj Indore 452007 (M.P.) Tel: 0731-2540963 Email:cs1@kritiindia.com	Kriti Industries (India) Limited Brilliant Sapphire, 801-804, 8thFloor Plot No. 10, Sch No.78-II, Vijay Nagar Indore – 452010 (M.P.) Tel: 0731-2719100 Email: cs1@kritiindia.com

18. Credit Rating

The Company has not issued any debenture or accepted deposits so the rating from any Credit Rating Agency or any other agency was not required to be obtained.

Declaration Regarding Compliance with the Company's Code of Conduct pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required by Regulation 26(3), Regulation 34(3) read with Schedule V (D) of the SEBI (LODR) Regulations, 2015, I hereby declare that all the Directors and Senior Management of the Company have confirmed compliance with the Code of Conduct as adopted by the Company.

Place: Indore
 Date:22.05.2025

Shiv Singh Mehta
 Chairman and Managing Director
 DIN : 00023523

ANNEXURE-1

Corporate Governance Certificate

To
The Members of
Kriti Industries (India) Limited
CIN L25206MP1990PLC005732
Registered Office: Mehta Chambers,
34-Siyaganj, Indore (M.P.) 452007

1. I, Ajit Jain, Proprietor at Ajit Jain & Co., Practicing Company Secretaries, have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books, papers, minutes books, forms, returns and other relevant records and documents maintained by the company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2025.
6. We 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.
7. The certificate is issued solely for the purpose of complying with the aforesaid SEBI Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For Ajit Jain & Co.
Company Secretaries

CS Ajit Jain
(Proprietor)
M.No: 3933
C.P. No: 2876

UDIN number: F003933G000397447
Peer Review Certificate No. 6478/2025
PCS Unique ID No.: S1998MP023400

Place: Indore
Date: 22/05/2025

ANNEXURE-2

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Kriti Industries (India) Limited,
CIN: L25206MP1990PLC005732
Mehta-Chambers 34, Siyaganj, Indore MP-452007.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kriti Industries (India) Limited, having CIN L25206MP1990PLC005732 and having registered office at Mehta-Chambers 34, Siyaganj, Indore MP-452007 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN/PANs	Date of appointment in Company
1.	Shiv Singh Mehta	00023523	01/10/2010
2.	Saurabh Singh Mehta	00023591	07/02/2018
3.	Purnima Mehta	00023632	01/10/1999
4.	Chandrasekharan Bhaskar	00003343	12/05/2016
5.	Hitendra Mehta	01935959	13/08/2021
6.	Siddharth Sethi	01548305	01/04/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Ajit Jain & Co.
Company Secretaries

CS Ajit Jain
(Proprietor)

M.No: F3933
C.P. No: 2876

UDIN:F003933G000397471

Peer Review Certificate No. 6478/2025

PCS Unique ID No.: S1998MP023400

Place: Indore
Date: 22/05/2025

Independent Auditor's Report

To,
The Members,
Kriti Industries (India) Limited

Report on Audit of the Standalone Financial Statements:

Opinion:

We have audited the accompanying standalone financial statements of **KRITI INDUSTRIES (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2025**, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion:

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our Responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section

of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the financial year ended on March 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statement section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

S.No.	Key Audit Matter	Auditor's Response
1.	<u>Evaluation of Litigations and Tax Positions</u> [Note No. 30(c) read with Note No. 2.2.9 to the standalone financial statements]:	Our audit approach involved: - a) Obtaining an understanding of the current status of the key tax litigations/tax assessments; b) Evaluating the Company's assessment of the possible outcome of tax litigations, potential tax exposures and related disclosures in the standalone financial statements.

S.No.	Key Audit Matter	Auditor's Response
	The Company's operations are subject to periodic challenges by local tax authorities on a range of tax matters arising in the normal course of business including direct tax and indirect tax matters. Estimating the income tax expense also requires the Company to determine the probability of tax authorities accepting a particular tax treatment for potential tax exposures. These involve significant judgment by the Company to determine the possible outcome of the tax litigations and potential tax exposures, consequently having an impact on related accounting and disclosures in the standalone financial statements.	<p>c) Examining communication received from various Tax Authorities/ Judicial forums and consultations carried out by the Company including with external tax experts for key tax litigations and follow up action thereon;</p> <p>d) Evaluating the status of the recent tax assessments / inquiries, results of previous tax assessments, legal precedence / judicial rulings and changes in the tax environment. This is performed to assess and challenge the Company's estimate of the possible outcome of key tax litigations.</p> <p>e) Evaluating the merit of the subject matter under consideration with reference to available independent legal / tax advice; and</p> <p>f) Review and analysis of evaluation of the contentions of the Company through discussions, collection of details of the subject matter under consideration and the likely outcome.</p>
	We determined the above areas as a Key Audit Matter in view of associated uncertainty relating to the outcome of these matters.	

Information Other than the Standalone Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information ("the Other Information"), but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair

view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis for accounting unless the Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error,

and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of the users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, the auditor exercises professional judgment and maintains professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause an entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions

of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2)

(A) As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and 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, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of accounts.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure – B**". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note 30(c) to the standalone Ind AS financial statements.
- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There was no delay in transferring the amount, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2025.
- d) (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47 (vi) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 47 (vii) to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The final dividend paid by the company during the current year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. The Board of Directors of the company have not proposed any final dividend for the current year.
- f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the Audit trail has been preserved as per the statutory requirements for record retention.
- (C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

FOR RAKESH KUMAR & ASSOCIATES

Chartered Accountants
Firm Reg. No.: 002150C

CA. PUNEET GUPTA

Partner

Membership No.: 413168

Place : Indore

Date : 22nd May 2025

“Annexure A” to the Auditor’s Report

The Annexure referred to in paragraph 1 under “Report on other Legal and Regulatory Requirements” of our Independent Auditor’s Report of even date on the standalone Ind AS financial statements to the members of Kriti Industries (India) Limited for the year ended 31st March 2025, we further report that:

- (i) (a) (A) As informed to us, the Company has maintained proper records, on yearly basis, showing full particulars, including quantitative details and situation of property, plant and equipment.
(B) As informed to us, the Company has maintained proper records showing full particulars of Intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the management of the Company has done physical verification of certain property, plant and equipment at reasonable intervals in accordance with programme of verification, which in our opinion is reasonable, having regard to the size of the company and nature of its assets and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) As informed to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No material discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, no material discrepancy has been noticed in the quarterly returns or statements filed by the Company with such banks when compared with the books of accounts of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in or provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnerships or any other parties during the year.
 - (a) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has not provided loans or advances in the nature of loans, or guarantee or security to any other entity during the year. Accordingly, clause 3(iii)(a)(A) and 3(iii)(a)(B) is not applicable to the company.
 - (b) - (f) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the company has not made any investment, provided the guarantees or security or loans or advances in the nature of loans during the year. Accordingly, clause 3(iii)(b) to 3(iii)(f) is not applicable to the company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security or made any investments during the year as specified under Section 185 and Section 186 of the Companies Act, 2013. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has neither accepted nor invited any deposits or amounts which are deemed to be deposits from the public within the provision of Section 73 to 76 of Companies Act, 2013 and rules made there under. Accordingly, clause 3(v) of the Order is not applicable.

- (vi) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of the cost records under section 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made detailed examinations of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanation given to us, the Company has been generally regular in depositing undisputed dues relating to Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duties of Customs, Duties of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with appropriate authorities. There are no undisputed statutory dues payable which are outstanding as at March 31, 2025 for a period of more than 6 months from the date they became payable.
- (b) According to the information and explanations given to us, following dues of Income Tax, Sales Tax, Duties of Excise or Value Added Tax has not been deposited on account of any dispute: –

Name of the Statute (Nature of the Dues)	Forum where Matter is pending	Period to which the amounts relates	Amount (in ₹)
Central Sales Tax	High Court of MP	2005-06	9075189
Central Sales Tax	High Court of MP	2006-07	1344795
Central Sales Tax	High Court of MP	2009-10	1336000
Entry Tax	High Court of MP	2007-08	1355843
Excise Duty	CESTAT , Mumbai	2016-17	4825386
Excise Duty	CESTAT , New Delhi	2013-14	1903223
Excise Duty	CESTAT , New Delhi	2016-17	506346
Goods and Services Tax	Joint Commissioner (Appeals), Indore	2019-20	4039281
Goods and Services Tax	Joint Commissioner (Appeals), Hyderabad	2018-19	5059179
Central Sales Tax	Deputy Commissioner , Indore	2014-15	269734
Central Sales Tax	Additional Commissioner , Indore	2016-17	857758

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to information and explanations given to us by the management and according to the records of the company examined by us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings from any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans availed by the company were, prima-facie, applied by the company for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates, as defined in the Act. The Company does not hold any investment in any joint venture (as defined in the Act) during the year ended 31st March 2025.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries and associates (as defined under the Act). The Company does not hold any investment in any joint venture (as defined in the Act) during the year ended 31st March 2025.

- (x) (a) To the best of our knowledge and belief and according to the information and explanations given to us and based on documents provided to us, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanation given to us, the Company during the year has made preferential allotment of warrants convertible into equity shares. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been applied by the Company during the year for the purposes for which the funds were raised, other than temporary deployment pending application. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.
- (xi) (a) During the course of our examination of the books of accounts and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on the company by its officers/employees or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the cost auditors / secretarial auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, no whistle blower complaints have been received by the Company during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3(xii)(a) to 3(xii)(c) of the Order is not applicable.
- (xiii) According to the information and explanation given to us, and based on document provided to us, all transactions with the related parties are in compliance with section 177 & section 188 of the Companies Act 2013 where applicable and details of such transactions to the extent required has been disclosed in the standalone Ind AS financial statements as required by applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) – (b) In our opinion and according to explanations given to us, the company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of

meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

- (b) According to the information and explanations given to us and on the basis of the documents produced before us, the company in respect of ongoing projects, has transferred the unspent amount to a special account in compliance with the provisions of sub-section (6) of the Section 135 of the Companies Act.

FOR RAKESH KUMAR & ASSOCIATES

Chartered Accountants
Firm Reg. No.: 002150C

CA. PUNEET GUPTA

Partner

Place : Indore
Date : 22nd May 2025

Membership No.: 413168

“Annexure B” to the Auditor’s Report

The Annexure referred to in paragraph 2(A)(f) under “Report on other Legal and Regulatory Requirements” of our Independent Auditor’s Report of even date on the standalone Ind AS financial statements to the members of Kriti Industries (India) Limited for the year ended 31st March 2025..

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone financial statements of **Kriti Industries (India) Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and Standards on Auditing, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to standalone financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone

financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR RAKESH KUMAR & ASSOCIATES

Chartered Accountants
Firm Reg. No.: 002150C

CA. PUNEET GUPTA

Partner

Place : Indore
Date : 22nd May 2025

Membership No.: 413168

Balance Sheet as on 31.03.2025

(₹. in Lakh)

Sr. No	Particulars	Note No	As at 31.03.2025	As at 31.03.2024
	ASSETS			
(1)	NON CURRENT ASSETS			
	(a) Property, Plant and Equipment	3	16,464.02	15,529.15
	(b) Capital work-in-progress	4	2,055.87	1,322.21
	(c) Other Intangible assets	5	2.38	3.75
	(d) Financial Assets			
	(i) Investments	6	1,197.96	1,197.96
	(ii) Other financial assets	7	373.39	319.46
	Total Non Current Assets		20,093.63	18,372.53
(2)	CURRENT ASSETS			
	(a) Inventories	8	15,898.93	15,574.04
	(b) Financial Assets			
	(i) Trade receivables	9	4,861.77	6,674.38
	(ii) Cash and cash equivalents	10	7.33	0.99
	(iii) Bank balances other than (ii) above	11	2,828.85	2,007.32
	(c) Income tax assets (Net)	12	330.49	39.70
	(d) Other current assets	13	3,914.61	3,391.52
	Total Current Assets		27,841.98	27,687.95
	Total Assets		47,935.60	46,060.48
	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share capital	14	511.04	496.04
	(b) Other Equity	15	19,505.77	14,545.57
	Total Equity		20,016.81	15,041.61
	LIABILITIES			
(1)	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	16	3,523.34	5,777.34
	(ia) Lease Liability	16	173.26	210.26
	(b) Deferred tax liabilities (Net)	17	946.60	1,134.91
	(c) Other non-current liabilities	18	465.52	450.92
	(d) Provisions	23	172.45	113.73
	Total non current Liabilities		5,281.17	7,687.16
(2)	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	19	7,214.94	7,677.43
	(ii) Lease Liability	16	37.00	30.94
	(iii) Trade payables			
	(a) Total outstanding dues of micro enterprises and small enterprises (Refer Note No.32)	20	166.77	236.64
	(b) Total outstanding dues of creditors other than micro and small enterprises	20	12,777.51	13,101.41
	(iv) Others	21	10.82	11.70
	(b) Other current liabilities	22	2,192.17	2,055.85
	(c) Provisions	23	238.42	217.74
	Current Liabilities		22,637.62	23,331.71
	Total Equity and Liabilities		47,935.60	46,060.48

Significant accounting policies & Notes to the accounts 1 - 48

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Purnima Mehta

Executive Director

DIN 00023632

Place: Indore

Date:- 22nd May'2025

Statement of Profit & Loss For the period ended 31.03.2025

(₹ in Lakh)

Particulars	Note No	For the year ended 31.03.2025	For the year ended 31.03.2024
REVENUE			
Revenue From Operations	24	72,190.67	86,662.61
Other Income	25	363.05	337.59
Total Income		72,553.72	87,000.20
EXPENSES			
Cost of materials consumed		57,893.46	68,403.37
Changes in inventories of finished goods, Stock-in-Trade and Work-in-Progress		(2,005.10)	515.10
Employee benefits expense	26	3,812.87	3,527.44
Finance costs	27	2,390.06	2,096.26
Depreciation and amortization expense	3-4	1,445.50	1,199.45
Other expenses	28	9,654.80	8,269.02
Total Expenses		73,191.59	84,010.64
Profit/(loss) before exceptional items and tax		(637.87)	2,989.56
Exceptional Items (Impairment Loss)		-	-
Profit/(loss) before tax		(637.87)	2,989.56
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(188.31)	848.09
(3) Earlier Period Tax		-	-
Total Tax Expenses		(188.31)	848.09
Net Profit/(Loss) for the period from continuing operations		(449.56)	2,141.47
Profit/(Loss) for the period from discontinued operations		-	-
Tax expense:			
(i) Current tax		-	-
(ii) Deferred tax		-	-
Net Profit/(Loss) for the period from discontinued operations		-	-
Net Profit/(Loss) for the period.		(449.56)	2,141.47
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of Defined Benefit Plan		(8.29)	(37.49)
Total Other Comprehensive Income		(8.29)	(37.49)
Total Comprehensive Income for the period		(457.85)	2,103.98
Earnings per equity share			
(1) Basic		(0.88)	4.32
(2) Diluted		(0.80)	4.32

Significant accounting policies & Notes to the accounts 1 - 48

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Purnima Mehta

Executive Director

DIN 00023632

Place: Indore

Date:- 22nd May'2025

Statement of Cash Flow as on 31.03.2025

(₹ in Lakh)

Particulars	Year Ended 31.03.2025		Year Ended 31.03.2024	
	Amount	Amount	Amount	Amount
Cash Flow From Operating Activities				
Net Profit before Tax		(637.84)		2,989.56
Adjustments for :				
Depreciation	1,445.50		1,199.45	
(Profit)/ Loss on Sale of Property, Plant & Equipment	-		-	
Financial Income	(278.16)		(285.44)	
OCI Income	(8.29)		(37.49)	
Financial Expense	2,390.06	3,549.11	2,096.26	2,972.78
Cash Operating Profit before working capital changes		2,911.27		5,962.34
(Increase) / Decrease in Inventories	(324.89)		369.66	
(Increase) / Decrease in Trade Receivables	1,812.61		(1,331.04)	
(Increase) / Decrease in Deposit given	-		-	
(Increase) / Decrease in Other Current Assets	(523.09)		398.67	
(Increase) / Decrease in Loan Given	-		-	
(Increase) / Decrease in other Financial assets	(53.93)		(128.05)	
(Increase) / Decrease in Other Non Current Assets	-		-	
Increase / (Decrease) in Trade Payables	(393.77)		416.96	
Increase / (Decrease) in Other Financial Liabilities	5.18		1.94	
Increase / (Decrease) in Other Current Liabilities	136.32		(174.60)	
Increase / (Decrease) in Provisions	79.40		77.65	
Increase / (Decrease) in Other Tax Liabilities	-		-	
		737.83		(368.81)
Tax Paid		(290.79)		166.06
Net Cash From Operating Activities (A)		3,358.31		5,759.59
Cash Flow From Investing Activities				
Financial Income	278.16		285.44	
Sale Proceed Of Fixed Assets (Net)	-		-	
Purchase of Property, Plant & Equipment Including CWIP Net of Govt. Grant.	(3,114.04)		(4,012.47)	
Purchase of Intangible assets Including WIP	1.37		0.80	
Advance received against asset held for sale (Net of Asset)	-		-	
Investment in Fixed Deposits against margin money	(821.53)		(727.49)	
(Increase) / Decrease in Non Current Investment	-		(136.00)	
Net Cash Used In Investing Activities (B)		(3,656.04)		(4,589.72)
Cash Flow From Financing Activities				
Proceeds from Long Term Borrowings	-		-	
Repayment of Long Term Borrowings	(2,254.00)		2,452.50	
Net Increase / (Decrease) in Long Term Borrowings	(2,254.00)		2,452.50	
Increase / (Decrease) in Other Non Current Liability	(22.40)		(10.09)	
Increase / (Decrease) in Short Term Borrowings	(462.50)		(1,517.12)	
Dividend Paid on Equity Shares	(99.21)		-	
Proceeds from Convertible share warrants	3,154.74		-	
Proceeds from Issue of Share Capital	2,377.50		-	
Financial Expenses	(2,390.06)		(2,096.26)	

Statement of Cash Flow as on 31.03.2025

(₹ in Lakh)

Particulars	Year Ended 31.03.2025		Year Ended 31.03.2024	
	Amount	Amount	Amount	Amount
Net Cash Used In Financing Activities (C)		304.07		(1,170.97)
Net Decrease In Cash and Cash Equivalents (A + B + C)		6.33		(1.11)
ADD :Cash and cash equivalents - Opening - 1 st April		0.99		2.10
Cash and cash equivalents - Closing - 31 st Mar'2025		7.33		0.99

Footnote to Cash Flow Statement:

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

Particulars	2024-25	2023-24
Cash & Cash Equivalents		
Balances with Banks		
Current Account	0.10	0.10
FDRs	-	-
Cash on hand	7.23	0.89
Total of Cash & Cash Equivalent	7.33	0.99

Significant accounting policies & Notes to the accounts 1 - 48

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Purnima Mehta

Executive Director

DIN 00023632

Place: Indore

Date:- 22nd May'2025

Statement of Change in Equity for the Year ended 31st March, 2025

A. Equity Share capital

(1) Current Reporting period

(₹ In Lakh)

Equity Share Capital	Balances as at 1 st April, 2024	Changes in equity share capital during the year due to prior period item	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year (Issued)	Balance as at 31 st March, 2025
Paid up Capital	496.04	-	-	15.00	511.04

(2) Previous Reporting period

(₹ In Lakh)

Equity Share Capital	Balances as at 1 st April, 2023	Changes in equity share capital during the year due to prior period item	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year (Issued)	Balance as at 31 st March, 2024
Paid up Capital	496.04	-	-	-	496.04

B. Other Equity

(1) Current Reporting period

(₹ In Lakh)

Equity Share Capital	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Share Forfeiture Account	Retained Earnings	Convertible Share Warrant	
Balance as at 1 st April 2024	-	466.14	3,975.00	2.73	10,101.69	-	14,545.57
Total Comprehensive income for 2024-25	-	-	-	-	(449.55)	-	(449.55)
Actuarial Gain/Loss on Defined Benefit Plan recognised in Other Comprehensive Income	-	-	-	-	(8.29)	-	(8.29)
Dividends	-	-	-	-	(99.21)	-	(99.21)
Share Warrant Issued 2024-25	-	2,362.50	-	-	-	3,154.74	5,517.24
Transfer of retained earning	-	-	-	-	-	-	-
Short IT Provision	-	-	-	-	-	-	-
Balance as at 31 st March 2025	-	2,828.64	3,975.00	2.73	9,544.64	3,154.74	19,505.77

(2) Previous Reporting period

(₹ In Lakh)

Equity Share Capital	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Share Forfeiture Account	Retained Earnings	Convertible Share Warrant	
Balance as at 1 st April 2023	-	466.14	3,825.00	2.73	8,147.70	-	12,441.57
Total Comprehensive income for 2023-24	-	-	-	-	2,141.48	-	2,141.48
Actuarial Gain/Loss on Defined Benefit Plan recognised in Other Comprehensive Income	-	-	-	-	(37.49)	-	(37.49)
Dividends	-	-	-	-	-	-	-
Transfer of retained earning	-	-	150.00	-	(150.00)	-	-
Short IT Provision	-	-	-	-	-	-	-
Balance as at 31 st March 2024	-	466.14	3,975.00	2.73	10,101.69	-	14,545.57

Share Premium Account

Share Premium to be used in future to pay the expenses of issuing equity, such as underwriter fees or for issuing bonus shares to shareholders.

General Reserve

General Reserve are the retained earnings of a company which are kept aside out of company's profits to meet future (known or unknown) obligations.

Retained Earnings

The Balance in the Retained Earnings represents the accumulated profit after payment of dividend, transfer to General reserve and adjustment of Actuarial gains/(losses) on Defined benefit Plans.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

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 12.03.1990 and having its Registered office in Indore (MP). The company's shares are listed in the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). KIIL manufactures premium quality piping products and solution, accessories, gas pipe, telecom ducts, submersible pipes and casing pipes.

2. STATEMENT OF COMPLIANCE OF INDIAN ACCOUNTING STANDARDS (IND AS)

These financial statements are separate financial statements of the Company (also called standalone financial statements). The Company has prepared and presented the financial statements for the year ended March 31, 2025, together with the comparative period information as at and for the year ended March 31, 2024, in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

2.1 Basis of Preparation and Presentation

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value:

- i) Certain financial assets and liabilities (including derivative instruments),
- ii) Defined benefit plans - plan assets

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Company's financial statements are presented in Indian Rupees (INR), which is also its functional currency.

The company has consistently applied the accounting policies to all periods presented in these financial statements.

Historical cost measures provide monetary information about assets, liabilities and related income and expenses, using information derived, at least in part, from the price of the transaction or other event that gave rise to them. Unlike current value, historical cost does not reflect changes in values, except to the extent that those changes relate to impairment of an asset or a liability becoming onerous.

Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

2.2. Summary of Material Accounting Policy Information

2.2.1. Property, Plant and Equipment

- a) Property, Plant and Equipment (PPE) are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.
- b) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

- c) In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.
- d) Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work-in-Progress.
- e) Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Each part of an item of Property, Plant & Equipment with a cost that is in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine.
- f) The depreciation for each year is recognised in the Statement of Profit & Loss unless it is included in the carrying amount of another asset.
- g) Based on the technical evaluation, the management believes that the useful life of Dies and Moulds is 6 years.
- h) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- i) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.
- j) Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.
- k) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.

2.2.2. Leases.

- a) The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.
- b) The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.
- c) For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.
- d) Lessors will continue to classify all leases under same classification principles and distinguish them between two types of leases i.e. Finance Lease and Operating Lease.

2.2.3. Intangible assets

- a) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

- b) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.
- c) Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use.
- d) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.
- e) The amortisation period and the amortisation method for intangible asset with a finite useful life are reviewed at each financial year end. If the expected useful of such asset is different from the previous estimates, the changes are accounted for as change in an accounting estimate.
- f) Intangible assets which are finite are amortized on a straight-line basis over their estimated useful lives. The residual value of such intangible assets is assumed to be zero. An intangible asset with an indefinite useful life is tested for impairment by comparing it's recoverable amount with its' carrying amount (a) annually and (b) whenever there is an indication that the intangible asset may be impaired.

2.2.4. Capital Work in Progress

- a) Expenditure incurred on assets under construction (including a project) is carries at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- b) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.
- c) Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

2.2.5. Finance Cost

- a) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.
- b) Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
- c) All other borrowing costs are expensed in the period in which they occur.

2.2.6. Inventories

- a) Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

cost of purchase, cost of conversion and other costs including manufacturing overheads, net of recoverable taxes incurred in bringing them to their respective present location and condition.

- b) Cost of Inventory of raw materials, stores and spares, packing materials, trading and other products are determined using the First-In, First-Out (FIFO) basis on moving average prices.

2.2.7. Provisions, Contingent Liabilities and Contingent Assets and Commitments

- a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.
- b) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.
- c) Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.
- d) Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable. Contingent assets are assessed continually and, if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

2.2.8. Employee Benefits Expense

Short Term Employee Benefits

- a. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

- b. A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

- c. The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- d. The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.
- e. The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.
- f. The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

- g. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

2.2.9. Income Taxes

- a. The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax

- b. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.
- c. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

- Deferred tax

- d. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.
- e. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.
- f. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

2.2.10. Foreign currencies transactions and translation

- a. 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 Statement of profit and loss account of the year.
- b. 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 Statement of profit and loss account.
- c. Realized gain or loss on cancellation of forward exchange contract is recognized in the Statement of Profit and Loss for the year.
- d. Gain/ Loss on exchange difference on pending forward exchange contract which are yet to be executed are measured on the basis of difference between spot rate at year end and with forward contract exchange rate (premium adjusted) of respective date through "Designated Cash Flow Hedge Reserve".

2.2.11. Revenue recognition

i. Sale of Goods

- a. Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
- b. Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

- c. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.
 - d. Revenue from operations includes sale of goods, services and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.
- ii. **Interest income**
Interest income from a financial asset is recognised using effective interest rate (EIR) method.
- iii. **Dividends**
Revenue is recognised when the Company's right to receive the payment has been established, which is generally when shareholders approve the dividend.
- iv. **Insurance Claims**
Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted to the extent that there is no uncertainty in receiving the claims.
- v. **Government Grants**
Government grants, including non- monetary grants at fair value, are recognized when there is reasonable assurance that the company will comply with the conditions attaching to them and that the grants will be received.

When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the government grant related to asset is presented by deducting the grant in arriving at the carrying amount of the asset. (See note 43).
- vi. **Other Operating Income**
Export incentives receivable are accounted for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds.
- vii. **Trade Receivables**
A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (o) Financial instruments – initial recognition and subsequent measurement.
- viii. **Contract Liabilities**
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract. Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognised as an expense in the period in which related revenue is recognised.

2.2.12. Financial instruments

- I. **Financial Assets**
- a. **Initial recognition and measurement**
All financial assets (other than Trade Receivables) and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.
 - b. **Subsequent measurement**
 - i. **Financial assets carried at amortised cost (AC)**
A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii. **Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

c. Investment in subsidiaries, Associates and Joint Ventures

The Company has elected to measure investment in subsidiaries, joint venture and associate at cost.

d. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

e. Impairment of financial assets

i. In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through Statement of profit and loss (FVTPL).

ii. Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

iii. For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

iv. For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

II. Financial liabilities

a. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

b. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

III. Derivative financial instruments and Hedge Accounting

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

IV. Hedge Accounting

Hedges that meet the criteria for hedge accounting are accounted for as follows:

(a) Cash flow hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

(b) Fair Value Hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

V. Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

VI. Impairment of non-financial assets - property, plant and equipment and intangible assets

- a) The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.
- b) An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

- c) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.2.13 Operating Cycle

- a. The Company presents assets and liabilities in the balance sheet based on current / non-current classification based on operating cycle.

An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realized within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

- b. A liability is current when:

- i. It is expected to be settled in normal operating cycle;
- ii. It is held primarily for the purpose of trading;
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The company has identified twelve months as its operating cycle.

2.2.14. Earnings Per Share

- a. Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.
- b. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.2.15. Dividend Distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.2.16. Statement of Cash Flows

- a. **Cash and Cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

- b. Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the Indian Accounting Standard -7 'Statement of Cash Flow'.

2.3. Critical accounting Judgment and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. The Management has considered the possible effect of Global Pandemic COVID-19 while preparing the financial statements.

2.3.1. Depreciation / amortisation and useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

2.3.2. Recoverability of trade receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counter party, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

2.3.3. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

2.3.4. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

2.3.5. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.3.6 Recent pronouncements:

Ministry of Corporate Affairs (MCA) notified Companies (Indian Accounting Standards) Amendment Rules, 2022 vide Notification dated 23 March 2022. Following amendments and annual improvements to Ind AS are applicable from 1 April 2022.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO. 3-4-5 Property, Plant, Equipment and Ingengible Assets (2024-25)

(₹ In Lakh)

Note	Particular	Gross Block			Depreciation			Net Block			
		01.04.2024	Addition	Deduction	Total	01.04.2024	For the Year	Written back	Total	31.03.2025	31.03.2024
3	Tangible Assets										
3.1	Land	-	-	-	-	-	-	-	-	-	-
3.1.1	Free hold Land	318.36	-	-	318.36	-	-	-	-	318.36	318.36
3.1.2	Lease hold Land	36.66	-	-	36.66	3.89	0.49	-	4.38	32.29	32.77
3.2	Buildings	4,008.06	213.49	206.44	4,015.11	821.34	257.73	-	1,079.07	2,936.04	3,186.72
3.3	Plant & Machinery	16,447.38	2,587.96	371.45	18,663.89	4,725.48	1,129.54	28.84	5,826.18	12,837.72	11,721.91
3.4	Furniture	60.08	1.30	-	61.38	35.78	5.03	-	40.81	20.58	24.30
3.5	Vehicles	24.35	107.38	-	131.73	24.35	1.13	-	25.48	106.25	-
3.6	Office Equipment	222.12	17.92	-	240.04	147.51	17.76	-	165.27	74.77	74.61
3.7	Right-of-Use Asset:										
3.7.1	Office Building	324.72	-	-	324.72	154.24	32.47	-	186.71	138.01	170.48
	Total (3)	21,441.73	2,928.05	577.89	23,791.89	5,912.59	1,444.14	28.84	7,327.89	16,464.02	15,529.15
	Previous Year	17,064.86	4,376.87	-	21,441.73	4,715.28	1,197.31	-	5,912.58	15,529.15	12,349.59
4	Intangible Assets										
4.1	Other Computer Software	56.41	-	-	56.41	52.66	1.36	-	54.03	2.38	3.75
	Total (4)	56.41	-	-	56.41	52.66	1.36	-	54.03	2.38	3.75
	Previous Year	55.07	1.34	-	56.41	50.52	2.14	-	52.66	3.75	4.54
	Grand Total (3+4)	21,498.14	2,928.05	577.89	23,848.30	5,965.25	1,445.50	28.84	7,381.92	16,466.40	15,532.90
	Previous Year	17,119.93	4,378.23	-	21,498.15	4,765.80	1,199.45	-	5,965.24	15,532.90	12,354.13

CWIP Ageing

As at 31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,869.58	186.30	-	-	2,055.87
Projects temporarily suspended	-	-	-	-	-

CWIP Ageing

As at 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,155.12	167.09	-	-	1,322.21
Projects temporarily suspended	-	-	-	-	-

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-6 INVESTMENT

(₹ in Lakh)

Particular	31.03.2025	31.03.2024
6.1 Investment in Trust Securities		
6.1.1 National Saving Certificate	0.14	0.14
6.2 Unquoted		
Non Trade Investment in equity instruments		
6.2.1 Sahkari Audhyogik Vasahat Limited (1 Share of ₹500/-)	0.01	0.01
6.2.2 The Cosmos Co-operative Bank Ltd. (1000 Equity Shares of ₹100/- each)	1.00	1.00
Trade Investment in equity instruments		
6.2.3 Kriti Auto Engineering & Plastic Private Limited (100% Subsidiary) (3885000 Shares of Rs10/-each)	777.00	777.00
Less:- Provision For Impairment Loss	-	-
Trade Investment in equity instruments		
6.2.4 FP Elite Energy Private Limited (788141 share @ ₹10 each of FP Elite energy Pvt Ltd- 34.78% Stake) (Previous Year - 788141 share @ ₹10 each)	78.81	78.81
Investment in Mutual Fund		
6.2.5 SBI Short Term debt Fund (1241954.637 Units of ₹27.456 each) (Previous Year - (1241954.637 Units of ₹27.456 each)	341.00	341.00
Nav as on 31/3/2025 ₹38991414 (Previous Year - 36084992)		
Total	1,197.96	1,197.96

NOTE-7 OTHER FINANCIAL ASSETS

(₹ In Lakh)

Particular	31.03.2025	31.03.2024
7.1 Security deposit	373.39	319.46
Total	373.39	319.46

NOTE-8 INVENTORIES

(₹ In Lakh)

Particular	31.03.2025	31.03.2024
8.1 Raw Material	3,958.67	5,669.21
8.2 Finished Goods	11,174.28	9,169.18
8.3 Stores and Spares & others	765.98	735.65
Total	15,898.93	15,574.04

NOTE-9 TRADE RECEIVABLES

(₹ In Lakh)

Particular	31.03.2025	31.03.2024
9.1 Trade Receivables		
Unsecured considered good	4,861.77	6,674.38
Total	4,861.77	6,674.38
Trade receivables		
Secured, considered good - -	-	-
Unsecured, considered good	4,861.77	6,674.38
Trade Receivables which have significant increase in Credit Risk	-	-
Less: Impairment for trade receivable		
Trade Receivables - credit impaired		
Current trade receivables	4,861.77	6,674.38

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-9 TRADE RECEIVABLES (Contd.)

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2025						Total
	Not Due	Less Than 6 month	6 month-1 years	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables-considered good	2,958.50	873.37	341.21	289.75	10.31	69.53	4,542.67
ii) Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade receivables-credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade receivables-considered good	-	-	-	-	-	319.10	319.10
v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2024						Total
	Not Due	Less Than 6 month	6 month-1 years	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables-considered good	5,454.68	143.10	189.99	129.64	5.68	608.54	6,531.63
ii) Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade receivables-credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade receivables-considered good	-	-	-	-	-	142.75	142.75
v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firm or private companies respectively in which any director is a partner, a director or a member other than stated above.

NOTE-10 CASH AND CASH EQUIVALENTS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
10.1 Balances with Banks	0.10	0.10
10.2 Cash on hand	7.23	0.89
Total	7.33	0.99

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-11 OTHER BANK BALANCES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
11.1 Unpaid dividend	10.82	11.70
11.2 Unpaid CSR	79.22	61.90
11.3 Fixed deposit with banks against margin money (Maturity less than 12 months)	2,738.81	1,933.72
Total	2,828.85	2,007.32

NOTE NO -12 INCOME TAX ASSET

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
12.1 Advance Tax & TDS (Net)	330.49	39.70
Total	330.49	39.70

NOTE-13 OTHER CURRENT ASSETS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
13.1 Sundry Deposits	51.42	51.42
13.2 Other Current Assets (GST,Excise etc.)	668.62	831.51
13.3 Accrued Interest/ Income	1,374.83	1,351.28
13.4 Advance to Vendor/creditors (Vendor Debit Balances)	612.61	524.51
13.5 Advances recoverable in cash or kind or for value to be recieved	1,207.13	632.80
Total	3,914.61	3,391.52

NOTE NO -14 SHARE CAPITAL

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
14.1 AUTHORIZED		
14.1.1 80000000 Equity Shares of Re. 1/- each	800.00	800.00
14.1.2 2000000 Optional convertible Preference Shares of ₹10/- each	200.00	200.00
14.2 ISSUED, SUBSCRIBED AND PAID UP		
14.2.1 49603520 equity shares of ₹1/- each fully paid up. which are issued as fully paid up Shares on 27.01.2010 on account of scheme of arrangement as approved by The Hon'ble High Court of M.P. Indore Bench.		
14.2.2 Reconciliation of shares		
14.2.2.1 Opening Balance of 49603520 shares of ₹1/- each Total	496.04	496.04
14.2.2.2 Issued during the year 1500000 shares of ₹1/- each	15.00	-
14.2.2.3 Closing Balance 51103520 shares of ₹1/- each	511.04	496.04
The company has issued only one class of shares referred to as equity shares having a par value of ₹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. 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.		
	511.04	496.04
14.3 SHAREHOLDER HOLDING MORE THAN 5 % OF SHARES OF THE COMPANY AND ITS PERCENTAGE		
14.3.1 SAKAM TRADING PRIVATE LIMITED		
No. of Shares	30475702	30475702
% of Shares	61.44%	61.44%

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -14 EQUITY SHARE CAPITAL (Contd.)

14.4 Promoter's Share holding

(₹ In Lakh)

Name of promoter	As at 31 March 2025			As at 31 March 2024		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
1) SHIV SINGH MEHTA	20,67,299	4.17	0.00	20,67,299	4.17	0.00
2) PURNIMA MEHTA	3,09,487	0.62	0.00	2,97,587	0.60	0.00
3) DEVKI MEHTA	38,743	0.08	0.00	38,736	0.08	0.01
4) SAURABH MEHTA	30,423	0.06	0.00	30,423	0.06	0.00
5) SAKAM TRADING PRIVATE LIMITED	3,04,75,702	61.44	9.34	2,58,43,673	52.10	0.00
6) CHETAK BUILDERS PRIVATE LIMITED	-	0.00	0.00	46,32,029	9.34	0.00
7) KRITI NUTRIENTS LIMITED	16,97,519	3.42	-9.34		0.00	0.00
Total	3,46,19,173	69.79	0.00	3,29,09,747	66.35	0.01

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 Services Pvt.Ltd., Kriti Auto Accessories Private Ltd., Kasta Pipes Pvt.Ltd.and Shipra Pipes 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 (I) Ltd..

NOTE NO -15 RESERVES & SURPLUS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
15.1.1 General Reserve		
15.1.1 Opening Balance	3,975.00	3,825.00
15.1.2 Add: Transfer from P&L	-	150.00
15.1.3 Closing Balance	3,975.00	3,975.00
15.2 SHARE PREMIUM ACCOUNT		
15.2.1 Opening Balance	466.14	466.14
15.2.2 Received during the year (Ref.note no.15.6.1)	2,362.50	-
15.2.3 Closing Balance	2,828.64	466.14
15.3 SHARE FOREFEITURE ACCOUNT		
15.3.1 Opening Balance	2.73	2.73
15.3.2 Add: Transfer from P&L	-	-
15.3.3 Closing Balance	2.73	2.73
15.4 SURPLUS		
15.4.1 Statement of Profit & Loss		
15.4.1 Opening Balance	10,128.90	8,137.43
15.4.2 Add Profit & Loss during the period	(449.55)	2,141.47
	9,679.35	10,278.90
Less:		
15.4.3 Final Dividend @ ₹0.20 per share (Previous Year @ Nil)	99.20	-
15.4.4 Transferred to General Reserve	-	150.00
Balance in Surplus	9,580.15	10,128.90
15.5 OTHER COMPREHENSIVE INCOME (OCI)		
15.5.1 Opening Balance	(27.20)	10.29
15.5.2 Movement in OCI during the year	(8.29)	(37.49)
15.5.3 Closing Balance	(35.49)	(27.20)

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -15 RESERVES & SURPLUS (Contd.)

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
15.6.1 Convertible Share Warrant Account	3,154.74	-
15.6.1 94,61,480 Share Warrants issued at ₹158.50 per Warrant convertible into 94,61,480 Shares at ₹158.50 per share including premium ₹157.50 per share (Partly Paid up ₹ 39.625 per warrant) out of which 15,00,000 warrants converted to fully paid equity shares on 11 th Feb 2025 on receipt of balance amount being ₹118.875 (Previous year Nil)		
Total	19,652.87	14,670.99

NOTE NO -16 FINANCIAL LIABILITIES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
16.1 TERM LOAN		
(Installment due within 12 months shown in Current Liabilities)		
16.1.1 SECURED		
16.1.1.1 From Banks		
TATA CAPITAL	50.00	650.00
TATA CAPITAL	233.34	633.34
INDUSIND BANK TERM LOAN	900.00	1,200.00
Total	1,183.34	2,483.34
Term of Repayment of Long Term Borrowings (Above loans are secured by First charge/ Mortgage on fixed assets of the company and personal guarantee of Managing Director)		
16.1.2 UNSECURED		
16.1.2.1 Loans & Advances from Related parties	2,340.00	3,294.00
(Long Term Deposit received from Kriti Nutrients Limited & Kriti Auto Engineering Private Limited)		
Total	3,523.34	5,777.34
16 i) Lease Liabilities		
The company has entered into lease contract for its office building and as per IND AS 116, the right of use Assets have been created and lease liability for the same has been accounted for.		
Reconciliation of Lease Liabilities		
Opening Balance as on 1 st April	241.20	266.77
Addition during the Year	-	-
Deletion during the Year	-	-
Accredition of Interest	-	-
Lease Liabilities paid during the Year	30.94	25.57
Balance as on 31 st March	210.26	241.20
Out of the Above	-	-
Current Liability	37.00	30.94
Non Current Liability	173.26	210.26
Amount recognized in Statement of Profit & Loss		
Depreciation on right of use assets	32.47	32.47
Interest Expenses on lease liabilities	25.33	28.01

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO-17 DEFERRED TAX LIABILITY NET

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
17.1 Deferred Tax Liability (Net)	946.60	1,134.91
On account of tax effects on timing difference arising due to difference in Depreciation	-	-
Total	946.60	1,134.91

NOTE NO -18 OTHER NON CURRENT LIABILITIES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
18.1 Other Loans and advances	465.52	450.92
(Security Deposit received from dealers)	-	-
Total	465.52	450.92

NOTE NO -19 SHORT TERM BORROWINGS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
19. 1 Loans repayable on Demand		
19.1.1 SECURED	-	-
From banks	2,831.44	5,168.27
(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)	-	-
Current maturities of Long term debt	1,300.00	1,361.66
19.1.2 UNSECURED	-	-
19.1.2.1 From banks	-	-
19.1.2.2 From others	1,436.50	-
19.1.2.3 Loans & Advances from Related parties	1,647.00	1,147.50
Total	7,214.94	7,677.43

NOTE NO -20 TRADE PAYABLES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
20.1 Trade Payables		
(a) Total outstanding dues of micro enterprises and small enterprises	166.77	236.64
(b) Total outstanding dues of creditors other than micro and small enterprises	12,777.50	13,101.41
Total	12,944.27	13,338.05

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -20 TRADE PAYABLES (Contd.)

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2025					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	166.77	-	-	-	-	166.77
(ii) Others	11,501.16	1,262.67	-	13.68	-	12,777.51
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2024					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	207.10	29.54	-	-	-	236.64
(ii) Others	11,771.44	1,294.50	1.51	6.27	27.69	13,101.41
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-

NOTE NO -21 OTHERS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
20.1 Unpaid dividends	10.82	11.70
Total	10.82	11.70

NOTE NO -22 OTHER CURRENT LIABILITIES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
22.1 Other Current Liabilities (Outstanding Expenses, Advance from Customer etc.)	1,814.82	1,687.90
22.2 Statutory Liabilities	109.65	128.94
22.3 Employee Payable	268.20	282.89
Total	2,192.17	2,055.86

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -23 PROVISIONS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
23.1 Provision for Employees Benefits	176.48	156.24
23.2 Provision for Doubtful debts	61.94	61.50
	238.42	217.74
23.3 Provision for Employees Benefits (Long Term)	172.45	113.73
Total	410.87	331.47

NOTE-24 REVENUE FROM OPERATIONS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
24.1 Sale of Products	72,116.97	86,594.01
24.2 Other operating revenues (Penalty , Secondary Transportation etc.)	73.70	68.60
Total	72,190.67	86,662.61

NOTE-25 OTHER INCOME

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
25.1 Interest Income	278.16	285.44
25.2 Net Gain on foreign currency transactions	58.25	47.24
25.3 Profit on Sale of Fixed asse	-	-
25.4 Income Tax Refund	17.32	-
25.5 Other Non-operating Income	9.32	4.91
Total	363.05	337.59

NOTE-26 EMPLOYEE BENEFITS EXPENSES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
26.1 Salaries & Wages	3,321.89	2,998.85
26.2 Contribution to provident and other fund	166.70	161.09
26.3 Staff Welfare Expenses	191.32	234.53
26.4 Director Remuneration	120.00	120.00
26.5 P.F on Director Remuneration	12.96	12.96
Total	3,812.87	3,527.43

NOTE-27 FINANCIAL COST

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
27.1 Interest Expenses	1,736.56	1,457.04
27.2 Other Borrowing Cost (LC/BG Charges, Bank Commission etc.)	653.50	639.22
Total	2,390.06	2,096.26

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-28 OTHER EXPENSES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
(I)		
28.1 Stores and Spares Consumed	477.19	405.91
28.2 Power Charges	2,427.70	2,811.54
28.3 Freight & Cartage	1,223.90	1,226.89
28.4 Repairs & Maintenance	203.32	242.97
28.5 Insurance Charges	102.92	125.57
28.6 Water Charges	54.92	66.79
28.7 Job Work Charges	204.42	196.54
28.8 Miscellaneous Manufacturing Expenses (Testing Charges, Security Charges etc.)	163.08	162.60
Sub Total (I)	4,857.45	5,238.81
(II)		
28.9 Stationery & Printing	9.98	10.64
28.10 Computer Expense	101.63	52.99
28.11 Rent, Rates and Taxes	50.42	38.04
28.12 Postage, Telegram and Telephones	38.85	26.69
28.13 Auditor's Fees	4.75	4.75
28.14 Conveyance Expenses	44.12	45.89
28.15 Legal & Professional Charges	330.25	406.24
28.16 Miscellaneous Expenses (House Keeping, Repair & Maintenance- Other etc.)	106.92	65.04
28.17 Director's Meeting Fee	4.50	4.72
28.18 Net loss on foreign currency transactions	-	-
28.19 Corporate Social Responsibility	11.09	26.12
Sub Total (II)	702.00	681.13
(III)		
28.20 Advertisement & Publicity	3.21	4.01
28.21 Sales Promotion Expenses	1,058.03	498.97
28.22 Market Development Expenses	44.54	68.85
28.23 Brokerage & Commission	-	19.03
28.24 Service Charges	-	-
28.25 Freight Outward	2,242.51	1,071.82
28.26 Statutory Levies	13.01	1.72
28.27 Travelling Expenses	733.61	684.33
28.28 Expected credit Loss	0.44	0.37
Sub Total (III)	4,095.35	2,349.10
TOTAL (I+II+III)	9,654.80	8,269.02

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

29. 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.

30. CONTINGENT LIABILITIES

- Estimated amount of contracts remaining to be executed on Capital Account ₹12.98 Lakh net of advance given (Previous Year ₹593.13 Lakh).
- Bank has given guarantee on behalf of the Company to various parties to the extent of ₹624.55 Lakh (Previous Year ₹1204.16 Lakh.)
- Claims Against company not acknowledge as debt by the company are as under:

₹ In Lakh

S. No.	Particulars	Amount of Demand as on 31.03.2025	Amount Deposited / Relief against demand till 31.03.2025	Amount of Demand as on 31.03.2024	Amount Deposited against demand till 31.03.2024
1	Demand for Excise duty Act various years pending appeals at various levels	74.87	2.52	150.42	11.84
2	Demand for Commercial Tax Act various years pending appeals at various levels	267.22	124.83	244.11	133.57
3	Demand for Income Tax Act various years pending appeals at various levels	NIL	NIL	0.94	NIL
4	Demand for Goods and Service Tax Act various years pending appeals at various levels	100.77	9.79	NIL	NIL

31. REMUNERATION PAID/PAYABLE TO MANAGING DIRECTOR / EXECUTIVE DIRECTOR

(₹ In Lakh)

Paid / Payable	Current Year	Previous year
Remuneration	132.96	132.96
Commission	0.00	0.00
TOTAL	132.96	132.96

32. Unpaid overdue amount due on March 31, 2025 to Micro Small and Medium Enterprises and/or ancillary industrial suppliers on account of principal together with interest aggregate to ₹Nil.

This disclosure is on the basis of the information available with the company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

32.(Contd.)

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2025 is given below. This information has been determined to the extend such parties have been identified on the basis of information available with the company.

Particulars	As at March 31, 2025	As at March 31, 2024
a) The principal amount remaining unpaid to any supplier at the end of the year	166.77	236.64
b) Interest due remaining unpaid to any supplier at the end of the year	0	0
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	0	0
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	0	0
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	0	0
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	0	0

33. The amount of Foreign Exchange gain/ (loss) included in the profit & loss account is ₹58.25 Lakh (Previous Year gain/ (loss) ₹47.24 Lakh).

34. CORPORATE SOCIAL RESPONSIBILITY (AS PER AMENDMENT)

(Amount in Lakh)

(i)	Amount required to be spent by the company during the year	11.09	26.12
(ii)	Amount spent during the year	0.76	0.50
(iii)	Shortfall at the end of the year	10.33	25.62
(iv)	Total of previous years shortfall	82.72	61.90
(v)	Reason for shortfall	The Company endeavored to ensure full utilization of the allocated CSR budget. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeavor to spend the amount on CSR activities in accordance with the statutory requirements. Shortfall is on account of On-going projects.	The Company endeavored to ensure full utilization of the allocated CSR budget. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeavor to spend the amount on CSR activities in accordance with the statutory requirements. Shortfall is on account of On-going projects.

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

34. CORPORATE SOCIAL RESPONSIBILITY (AS PER AMENDMENT) (Contd.)

(vi)	Nature of CSR activities	Promoting Education etc., Promoting Health Care and making available safe drinking water.	Promoting Education etc., Promoting Health Care and making available safe drinking water.
(vii)	details of related party transaction	NIL	₹12.50 Lakh spent on account of On-going project (2021-22) through Sakam Charitable Trust
(viii)	Any amount paid under contractual agreement	NIL	NIL

35. EMPLOYEE BENEFIT OBLIGATIONS

The disclosure required as per Indian Accounting Standard (IndAS) 19 "Employees Benefit" issued by the Institute of Chartered Accountants of India (ICAI) and as specified under section 133 of the Companies Act, 2013 (The Act) read with rule 7 of the Companies (Accounts) Rules, 2014., and based on the report generated by the actuarial valuer.

The Company has schemes (funded) for payment of gratuity to all eligible employees calculated at specified number of days of last drawn salary depending upon the tenure of service for each year of completed service subject to minimum service of five years payable at the time of separation upon superannuation or on exit otherwise. These defined benefit gratuity plans are governed by Payment of Gratuity Act, 1972

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

(a) Funded status of the plan

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Present value of unfunded obligations		
Present value of funded obligations	450.97	400.96
Fair value of plan assets	-214.68	-229.78
Net Defined Benefit Liability/(Assets)	236.28	171.19

(b) Profit and loss account for the period

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Service cost:		
Current service cost	57.45	46.90
Net interest cost	10.25	5.82
Expected Return on Plan Assets	-	-
Actuarial Gain Loss	-	-
Total included in 'Employee Benefit Expenses/(Income)	67.71	52.72

(c) Other Comprehensive Income for the period

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	17.01	6.97
Due to experience adjustments	(11.46)	27.84
Return on plan assets excluding amounts included in interest income	2.74	2.69
Amounts recognized in Other Comprehensive (Income) / Expense	8.29	37.49

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

35. EMPLOYEE BENEFIT OBLIGATIONS (Contd.)

(d) Reconciliation of defined benefit obligation

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Opening Defined Benefit Obligation	400.96	307.70
Current service cost	57.45	46.90
Interest cost	26.95	21.40
Components of actuarial gain/losses on obligations:		
Due to financial assumption	17.01	6.97
Due to experience adjustments	(11.46)	27.84
Benefit paid from fund	(39.96)	(9.84)
Closing Defined Benefit Obligation	450.97	400.96

(e) Reconciliation of plan assets

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Opening value of plan assets	229.78	205.57
Interest Income	16.70	15.58
Return on plan assets excluding amounts included in interest income	-2.73	-2.69
Contributions by Employer	10.90	21.15
Benefits paid	-39.96	-9.84
Closing value of plan assets	214.68	229.78

(f) Reconciliation of asset Ceiling

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Opening value of asset ceiling	0	0
Interest on opening value of asset ceiling	0	0
Loss/(gain) on assets due to surplus/deficit	0	0
Closing value of plan asset ceiling	0	0

(g) Composition of the plan assets

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Government of India Securities	0%	0%
State Government Securities	0%	0%
High quality corporate bonds	0%	0%
Equity shares of listed companies	0%	0%
Property	0%	0%
Special Deposit Scheme	0%	0%
Policy of insurance	100%	100%
Bank Balance	0%	0%
Other Investments	0%	0%
Total	100%	100%

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

35. EMPLOYEE BENEFIT OBLIGATIONS (Contd.)

(h) Reconciliation of Net Defined Benefit Liability/(Assets)

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Net opening provision in books of accounts	171.19	102.13
Transfer in/(out) obligation	-	-
Transfer (in)/out plan assets	-	-
Employee Benefit Expense as per (b)	67.71	52.72
Amounts recognized in Other Comprehensive (Income) / Expense	8.29	37.49
	247.19	192.34
Benefits paid by the Company	-	-
Contributions to plan assets	-10.90	-21.15
Closing provision in books of accounts	236.28	171.19

(i) Principle actuarial assumptions

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Discount Rate	6.60% p.a.	7.20% p.a.
Salary Growth Rate	7.00% p.a.	7.00% p.a.
Withdrawal Rates		
	10.00% p.a at all ages	10.00% p.a at all ages
Rate of Return on Plan Assets	6.60% p.a.	7.20% p.a.

(j) Sensitivity to key assumptions

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
Discount rate Sensitivity		
Increase by 0.5%	436.71	386.87
(% change)	-3.16%	-3.52%
Decrease by 0.5%	466.07	411.61
(% change)	3.35%	2.66%
Salary growth rate Sensitivity		
Increase by 0.5%	464.88	410.69
(% change)	3.08%	2.43%
Decrease by 0.5%	437.50	387.55
(% change)	-2.99%	-3.35%
Withdrawal rate (W.R.) Sensitivity		
W.R. x 110%	449.03	398.52
(% change)	-0.43%	-0.61%
W.R. x 90%	452.87	399.17
(% change)	-0.42%	-0.45%

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

35. EMPLOYEE BENEFIT OBLIGATIONS (Contd.)

(j) A description of methods used for sensitivity analysis and its Limitations:

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. Discount rate Sensitivity Salary growth rate Sensitivity Withdrawal rate (W.R.) Sensitivity The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any. Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

(k) A Description of any Asset-Liability Matching Strategies.

It was informed by the company that Gratuity Benefits liabilities of the company are funded. There are no minimum funding requirements for a Gratuity Benefits plan and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan. The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

(l) The Effect of the Plan on the Entity's Future Cash Flows

The Company has purchased an Insurance policy to settle the Gratuity Payment to their employees. Company may do the contribution every years based on the funding valuation carry out by insurance company based on the latest data provided by Company.

36. DEFERRED TAX AND CURRENT TAX CALCULATIONS

36.1 Deferred Tax Liability / (Assets)

(₹ In Lakh)

Sr. No.	Particulars	Current Year	Previous Year
a.	Deferred Tax (Assets) / Liability (NET) for the year	(188.31)	848.09
b.	Opening Balance of Deferred Tax Liability	1134.91	286.82
c.	Closing Balance of Deferred Tax Liability	946.60	1134.91

36.2 Tax Expenses

a. Income tax expenses recognized in Statement of Profit & Loss

(₹ In Lakh)

Particulars	Current Year	Previous Year
Current Tax Expenses	0.00	0.00
Tax Adjustment for Earlier Years	0.00	0.00
	0.00	0.00

b. Reconciliation of estimated income to income tax expense

(₹ In Lakh)

Particulars	Current Year	Previous Year
Profit Before Tax as per P&L	(637.86)	2989.56
Expected income tax expense at statutory income tax rate of 25.168 % (Previous year: 25.168 %)	0.00	0.00
Tax Effect of adjustments to reconcile Income Tax Expenses reported		
Income Exempt from Tax	0.00	0.00
Long Term Capital Gains / Losses	0.00	0.00
Expenses not deductible in determining Taxable Profit	411.31	231.74
Expenses deducted in determining Taxable Profit	451.58	188.77
Total Adjustment	40.27	42.97
Income Tax Expenses recognized in the Statement of Profit and Loss	0.00	0.00

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

37. Since the company has presented Consolidated Financial Statements, it is not required to present segment information in the standalone financial statements as per Ind AS 108- Operating Segments.

38. EARNING PER SHARE

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

Sr. No.	Nature of Transaction	Current Year	Previous Year
1	Number of Shares	51103520	49603520
2	Profit contribution for Basic EPS (₹in Lakh)	(449.55)	2141.47
3	Basic Earning Per Share	(0.88)	4.32
4	Diluted Earning Per Share	(0.80)	4.32
5	Nominal Value Per Share	1	1

39. In accordance with the Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures" issued by The Institute of Chartered Accountants of India (ICAI) and as specified under section 133 of the Companies Act, 2013 (The Act) read with rule 7 of the Companies (Accounts) Rules, 2014. 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, Chairman & Managing Director
 Smt. Purnima Mehta, Executive Director
 Shri Manoj Fadnis, Independent Director (Upto 31st March, 2024)
 Shri Chandrasekharan Bhaskar, Independent Director
 Shri Rakesh Kalra, Independent Director (Upto 31st March, 2024)
 Shri Hitendra Mehta, Independent Director
 Shri Siddharth Sethi, Independent Director (Appointed w.e.f. 1st April, 2024)
 Shri Rajesh Sisodia, Chief Financial Officer
 Shri Tanuj Sethi, Company Secretary

ii. Relatives of Key Management Personnel

Shri Saurabh Singh Mehta (Son of Chairman & Managing Director / Executive Director)
 Smt. Devki Hirawat (Daughter of Chairman & Managing Director/ Executive Director)
 Smt. Nidhi Mehta (Daughter-in-law of Chairman & Managing Director/Executive Director)

iii. Subsidiary Company

1) Kriti Auto & Engineering Plastics 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. (Fellow Subsidiary)
 3) Chetak Builders Pvt. Ltd. (Fellow Subsidiary) (Merged with Sakam Trading Pvt. Ltd. by order of Hon'ble NCLT, Indore Bench dated 19th October, 2023)
 4) Sakam Charitable Trust, Indore

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

v. Associate Company

1) F.P. Elite Energy Private Limited (w.e.f. 7th October 2022)

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

(₹ In Lakh)

Sr. No.	Nature of Transaction	Subsidiary	Key Management Personnel	Relatives of Key Management Personnel	Companies/entities under the control of Key Management Personnel	Associate Company
1	DEPB License purchased	NIL	NIL	NIL	48.21	NIL
		(NIL)	(NIL)	(NIL)	(7.51)	(NIL)
2	Sale of Consumable Items	NIL	NIL	NIL	2.58	NIL
		(NIL)	(NIL)	(NIL)	(4.02)	(NIL)
3	Sale of Capital Goods	NIL	NIL	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)	(NIL)
4	Purchase of Consumable Items	NIL	NIL	NIL	0.33	2.58
		(NIL)	(NIL)	(NIL)	(0.28)	(102.83)
5	Purchase of Capital Goods	NIL	NIL	NIL	0.00	NIL
		(NIL)	(NIL)	(NIL)	(18.93)	(NIL)
6	Remuneration	NIL	179.90	12.22	NIL	NIL
		(NIL)	(182.91)	(11.22)	(NIL)	(NIL)
7	Rent Paid	NIL	0.28	NIL	NIL	NIL
		(NIL)	(0.28)	(NIL)	(NIL)	(NIL)
8	Unsecured Loan Repaid Back	(NIL)	833.00	177.00	700.00	(NIL)
		(NIL)	(460.00)	(40.00)	(5077.00)	(NIL)
	Taken	46.00	340.00	169.50	700.00	NIL
		(59.00)	(205.00)	(50.00)	(5015.00)	(NIL)
	Closing Balances	905.00	490.00	157.00	2435.00	NIL
		(859.00)	(983.00)	(164.50)	(2435.00)	(NIL)
9	Interest Received	NIL	NIL	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)	(NIL)
10	Interest Given	62.41	55.25	16.96	222.84	NIL
		(58.74)	(91.91)	(13.37)	(208.52)	(NIL)

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

* The related party transactions were made on terms equivalent to those that prevail in an arm's length transactions.

40. AUDITOR'S REMUNERATION

(₹ In Lakh)

Sr. No.	Particulars	31.03.2025	31.03.2024
a.	Statutory Audit/ Tax Audit Fees	4.75	4.75
b.	Taxation & Other matters including Legal & Professional Expenses.	0.86	1.22
	Total	5.61	5.97

*Figures are exclusive of taxes

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

41. A. Capital Management

For the purpose of Company's Capital Management, capital includes Issued Equity Capital, Securities Premium, and all other Equity Reserves attributable to the Equity Holders of the Company. The primary objective of the Company's Capital Management is to maximize the Share Holder Value.

The Company monitors using a gearing ratio which is net debts divided by total capital plus net debt. The company includes within net debt, interest bearing loans and borrowings, less cash and Cash Equivalents.

(₹ In Lakh)

Particulars	As at 31 st March,2025	As at 31 st March,2024
Interest Bearing Loans and Borrowings	9438.28	12093.11
Current maturities of Long Term debts	1299.99	1361.66
Gross Debt	10738.27	13454.77
Less: Cash and Cash Equivalents	7.33	0.99
Net Debt (A)	10730.94	13453.78
Total Equity (as per Balance Sheet) (B)	20016.80	15041.61
Net Gearing (A/B)	0.54	0.89

B. Financial Risk Management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The principal financial assets include trade and other receivables and cash and short term deposits.

The Company has assessed market risk, credit risk and liquidity risk to its financial liabilities.

i. Market Risk

Is the risk of loss of future earnings, fair values or cash flows that may result from change of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans & borrowings and foreign currency payables.

Company's Term Loans & Working Capital interest rates are linked to 1 year MCLR rate, reset annually. Short Term Borrowings as and when taken are governed by prevailing rates at the time of disbursement.

If the interest rates had been 1% higher / lower and all other variables held constant, the company's profit for the year ended 31st March, 2025 would have been decreased/ increased by ₹195.11 Lakh.

The Company is exposed to risk with regard to foreign currency payables.

The Company is affected by the price volatility of Polymer prices. The Company enters into purchase contracts on a short term and forward foreign exchange contracts (matching the purchase contracts) are entered into to minimize price fluctuations.

ii. Credit Risk

Is the risk that a counter party will default on its contractual obligations resulting in a financial loss to the Company. It arises from cash and cash equivalents as well as credit exposure to customers.

The Company holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

Company's marketing policies & credit period is determined on the basis of segments sales history and credit worthiness of the customers. The sales affected through dealer network is normally 7-10 days credit period & in institutional sales some customers open Letters of Credit and some large corporate enjoys the credit facilities ranging 30-90 days.

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

41 B. Financial Risk Management (Contd.)

iii Liquidity Risk

The Company manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowings facilities by continuously monitoring forecasts and actual cash flows.

The Company has a system of forecasting next month cash inflow and outflow and all liquidity requirements are planned.

All Long term borrowings are for a fixed tenor and generally these cannot be foreclosed.

The Company has access to various source of Short term funding and debit maturing within 12 months can be rolled over with existing lenders/new lenders, or repaid based on short term requirements. Trade and other payables are plugged as per credit terms and paid accordingly.

All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.

42. FINANCIAL RATIOS

Particulars	2024-25	2023-24	% Variance
Current Ratio (Current assets / Current Liabilities)	1.23	1.19	3.64%
Debt to Equity ¹ (Total Debt /Shareholders Equity)	0.54	0.89	-40.03%
Debt Service Coverage ratio ¹ (Profit after tax+Depreciation+Finance Cost+loss on sale of fixed asset/interest and lease payment+ Term loan repayment)	0.97	1.57	-38.59%
Return on Equity ² (PAT / Average shareholders equity)	-3%	15%	-116.75%
Inventory Turnover ratio ³ (COGS / Average Inventory)	4.16	4.99	-16.58%
Trade receivable Turnover ratio (Revenue From Operations / Average Trade Receivable)	12.52	14.42	-13.22%
Trade payable Turnover ratio (Raw material+Other expenses / Average Trade payable)	5.22	5.97	-12.64%
Net capital turnover ratio ⁴ (Revenue from operation/working capital)	11.85	19.89	-30.27%
Return on Sales ² (PA T / Sales)	-0.62%	2.47%	-125.20%
Return on Capital Employed(ROCE) ² (EBIDT / E.Capital + R & Surplus + Long term Liabilities)	12.64%	27.62%	-54.29%
Return on Investment ² (PAT/Total Asset)	-0.94%	4.65%	-120.17%

- Equity during the current financial year has increased due to issue of convertible warrants
- Due to loss in current financial year
- Due to decrease in turnover in current financial year
- Due to decrease in turnover during the current financial year

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

43. GOVERNMENT GRANTS

Madhya Pradesh Industrial Development Corporation, a Government of Madhya Pradesh Undertaking, has approved a sum of ₹19.15 Crores (Rupees Nineteen Crores and Fifteen Lakh only) as Investment Promotion Assistance out of the eligible investment of ₹49.02 Crores (Rupees Forty Nine Crores and Two Lakh only). The total assistance is to be spread over a period of seven years, subject to compliance with the terms and conditions. Out of the above sum of ₹19.15 Crores, the State Level Empowered Committee (SLEC) has sanctioned a sum of ₹2.73 Crore [previous year ₹NIL] as Investment Promotion Assistance (IPA) under the Investment Promotion Assistance (IPA) Scheme of Government of Madhya Pradesh. The same has been reduced from the carrying cost of the eligible assets and such reduced cost of the assets are depreciated over their useful lives.

44. The company has invested 788141 shares of ₹10 each (34.78% stake) for ₹78,81,410 of FP Elite Energy Private Limited. The company has recognized its share in the profit /loss of Associate Company as "Share in Net Profit /(Loss) of Associate" in consolidated Financial statements.

45. Fire broke out at the Pithampur (M.P.) Plant, on 28th April, 2022. Due to robust safety measures adopted by the Company, the situation was brought under control without any casualties, but stock and other assets valued at ₹19.04 crores were damaged. These items were adequately insured and the Company has filed necessary insurance claim which is under process, deduction (if any) by Insurance company at the time of settlement of claim shall be Accounted for in the year of settlement. The management is confident of realization of the claim made.

46. Pursuant to the special resolution passed at the Extraordinary General Meeting held on July 15, 2024, and the relevant regulatory provisions, the Company had allotted on July 27, 2024 by way of preferential allotment, 94,61,480 warrants at a price of ₹158.50 each, each warrant carrying an option to apply and be allotted upon being fully paid up within a period of 18 months from date of allotment one equity share of face value ₹1 of the Company (including premium of ₹157.50 per share). The subscription and allotment money - ₹3749.11 Lakh, being 25% of the total warrant price, was received during the second quarter and in accordance with earlier approval of shareholders and following early exercise of the option on payment of balance 75% payable in respect of 15,00,000 warrants [₹1783.125 Lakh], during the quarter ended March 2025, the Company issued and allotted 15,00,000 equity shares of face value of ₹ 1 of the Company (including premium of ₹157.50 each) to Kriti Nutrients Limited on 11th February, 2025. Following this allotment, the issued and paid-up Equity Share Capital of the Company comprises of 5,11,03,520 shares of Re.1 each.

47. OTHER DISCLOSURES

- i. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the Rules made thereunder
- ii. The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- iii. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956
- iv. The Company has complied the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- v. No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the current as well as the previous year.
- vi. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,
- vii. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall: (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

- viii. The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- ix. The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year as well as in the previous financial year.
- x. The Company has not made any contribution to any political party during the current financial year as well as in the previous financial year.
- xi. The Company does not have any benami property as defined under Benami Transaction (Prohibition) Act 1988.
- xii. All the immovable property held by the company are in the name of the company.

48. APPROVAL OF FINANCIAL STATEMENTS

The financial statements are approved by the Board of Directors in their meeting held on 22.05.2025.

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Place: Indore

Date:- 22nd May'2025

Purnima Mehta

Executive Director

DIN 00023632

Independent Auditor's Report

To,
The Members,
Kriti Industries (India) Limited

Report on the Audit of the Consolidated Financial Statements:

Opinion:

We have audited the accompanying consolidated financial statements of **KRITI INDUSTRIES (INDIA) LIMITED** ("the Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group") and its associate, which comprises the Consolidated Balance Sheet as at **March 31, 2025**, the Consolidated Statement of Profit and Loss (including other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of management certified separate financial statements/ financial information of such associate as were audited by other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31st March, 2025, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion:

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our Responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant

to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that audit evidence obtained by us along with consideration of separate financial statements/ financial information certified by the management of the associate, referred to in "Other Matters" section below is sufficient and appropriate to provide a basis for our opinion on our consolidated financial statements.

Related to Going Concern (Emphasis of Matter):

We draw attention to Note No. 36 to the consolidated financial statements which indicates that the wholly owned Subsidiary of the Group [Kriti Auto & Engineering Plastics Private Limited] has discontinued its operations. As a result of COVID-19 pandemic, the subsidiary was not having sustainable business, hence, it has sold off substantial portion of its assets. Therefore, the Financial Statements of the subsidiary have not been prepared on going concern basis. Our opinion is not modified in respect of this matter.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the financial year ended on March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

S.No.	Key Audit Matter	Auditor's Response
1.	<p><u>Evaluation of Litigations and Tax Positions</u></p> <p>[Note No. 30(c) of the Consolidated Financial Statements read with Note No. 2.2.9 to the standalone financial statements of the Holding Company]:</p> <p>The Group's operations are subject to periodic challenges by local tax authorities on a range of tax matters arising in the normal course of business including direct tax and indirect tax matters. Estimating the income tax expense also requires the Group to determine the probability of tax authorities accepting a particular tax treatment for potential tax exposures. These involve significant judgment by the Group to determine the possible outcome of the tax litigations and potential tax exposures, consequently having an impact on related accounting and disclosures in the consolidated financial statements.</p>	<p>Our audit approach involved: -</p> <ol style="list-style-type: none"> Obtaining an understanding of the current status of the key tax litigations/tax assessments; Evaluating the Group's assessment of the possible outcome of tax litigations, potential tax exposures and related disclosures in the standalone financial statements. Examining communication received from various Tax Authorities/ Judicial forums and consultations carried out by the Group including with external tax experts for key tax litigations and follow up action thereon; Evaluating the status of the recent tax assessments / inquiries, results of previous tax assessments, legal precedence / judicial rulings and changes in the tax environment. This is performed to assess and challenge the Group's estimate of the possible outcome of key tax litigations. Evaluating the merit of the subject matter under consideration with reference to available independent legal / tax advice; and Review and analysis of evaluation of the contentions of the Group through discussions, collection of details of the subject matter under consideration and the likely outcome.
	We determined the above areas as a Key Audit Matter in view of associated uncertainty relating to the outcome of these matters.	

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information ("the Other Information"), but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements:

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and its associate are responsible for the maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates is responsible for assessing each company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis for accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements:

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of the users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintains professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company, its subsidiary and its associate has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding company and such other entities included in consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated financial statements also include the Group's share of net Loss after tax (net) of ₹23.52 Lacs for the year ended 31 March 2025, in respect of one associate, whose financial statements / financial information have not been audited either by us or by the other auditors. These unaudited financial statements / financial information has been furnished to us by the Management of the associate and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on the unaudited financial statements / financial information certified by the management of the associate furnished to us. In our opinion and according to the information and explanations given to us by the Management, this financial statements / financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements / financial information certified by the Management of the associate furnished to us.

Report on Other Legal and Regulatory Requirements:

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2)

(A) As required by Section 143 (3) of the Act, based on our audit and on the consideration of financial statements/financial information certified by the Management of the associate furnished to us, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for

the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company and its Subsidiary as on 31st March, 2025 taken on record by the respective Board of Directors of the Company and its subsidiary and based on the consideration of financial statements / financial information certified by the Management of the associate furnished to us, none of the directors of the companies included in the Group and its associate is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Company, its subsidiary company and its associate and the operating effectiveness of such controls, refer to our separate report in "Annexure – B" which is based on the auditor's report of the Holding Company and its subsidiary and its associate company. Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the internal financial controls with reference to consolidated financial statements of those companies, for reasons stated therein.

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of financial statements / financial information certified by the Management of the associate as mentioned in "Other Matters" paragraph:

a) The Consolidated financial statements has disclosed the impact of pending litigations on the

consolidated financial position of the Group and its associate - Refer Note 30(c) to the consolidated Ind AS financial statements.

- b) The Group and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There was no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company and there was no amount required to be transferred by the subsidiary and its associate during the year ended 31st March 2025.
- d) (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 39 (vi) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company or its associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the by the Holding Company or its subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 39 (vii) to the accounts, no funds have been received by the by the Holding Company or its subsidiary company or its associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the by the Holding Company or its subsidiary company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

- e) The final dividend paid by the Holding Company during the current year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. The Board of Directors of the Holding Company have not proposed any final dividend for the current year.
- f) Based on our examination which included test checks in respect of the Holding Company and its subsidiary and that as communicated to us by the management of the associate (as audit of the associate was not completed till the date of this report) the company, subsidiary and its associate have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective management of the above referred associate did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Holding Company, its subsidiary and its associate as per the statutory requirements for record retention.

(C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of financial statements / financial information certified by the Management of the associate furnished to us, the remuneration paid by the Group and its associate to its directors during the year is in accordance with the provisions of section 197 of the Act.

FOR RAKESH KUMAR & ASSOCIATES

Chartered Accountants
Firm Reg. No.: 002150C

CA. PUNEET GUPTA

Partner

Place : Indore
Date : 22nd May 2025

Membership No.: 413168
UDIN :

"Annexure A" to the Auditor's Report

The Annexure referred to in paragraph 1 under "Report on other Legal and Regulatory Requirements" of our Independent Auditor's Report of even date on the consolidated Ind AS financial statements to the members of Kriti Industries (India) Limited for the year ended 31st March 2025.

(xxi) There has been no qualifications or adverse remarks in the Companies (Auditor's Report) Order, 2020 reports of the companies included in the Consolidated Financial Statements.

FOR RAKESH KUMAR & ASSOCIATES

Chartered Accountants

Firm Reg. No.: 002150C

CA. PUNEET GUPTA

Partner

Membership No.: 413168

UDIN :

Place : Indore

Date : 22nd May 2025

“Annexure B” to the Auditor’s Report

The Annexure referred to in paragraph 2(A)(f) under “Report on other Legal and Regulatory Requirements” of our Independent Auditor’s Report of even date on the consolidated Ind AS financial statements to the members of Kriti Industries (India) Limited for the year ended 31st March 2025.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to consolidated financial statements of **Kriti Industries (India) Limited** (“the Holding Company”) and its subsidiary and its associate company which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its subsidiary company and its associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate

internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant associate referred to in the “Other Matters” paragraph, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to consolidated financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary company and its associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March

2025, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one associate, which is company incorporated in India, is based solely on the financial statements / financial information certified by the management of such company. Our opinion is not modified in respect of this matter.

FOR RAKESH KUMAR & ASSOCIATES

Chartered Accountants
Firm Reg. No.: 002150C

CA. PUNEET GUPTA

Partner

Membership No.: 413168

Place : Indore

Date : 22nd May 2025

Consolidated Balance Sheet as on 31.03.2025

(₹. in Lakh)

Sr. No	Particulars	Note No	As at 31.03.2025	As at 31.03.2024
	ASSETS			
(1)	NON CURRENT ASSETS			
	(a) Property, Plant and Equipment	3	16,464.02	15,529.15
	(b) Capital work-in-progress	4	2,055.87	1,322.21
	(c) Other Intangible assets	5	2.38	3.75
	(d) Financial Assets			
	(i) Investments	6	405.03	428.55
	(ii) Loans		-	-
	(iii) Other financial assets	7	389.65	335.73
	Total Non Current Assets		19,316.95	17,619.39
(2)	CURRENT ASSETS			
	(a) Inventories	8	15,898.93	15,574.04
	(b) Financial Assets			
	(i) Trade receivables	9	4,861.77	6,674.38
	(ii) Cash and cash equivalents	10	8.39	29.77
	(iii) Bank balances other than (ii) above	11	2,858.21	2,034.95
	(iv) Loans	11	-	-
	(c) Income tax assets (Net)	12	330.49	39.70
	(d) Other current assets	13	3,923.52	3,399.33
	Sub Total		27,881.31	27,752.17
	Total Current Assets		27,881.31	27,752.17
	Total Assets		47,198.27	45,371.56
	EQUITY AND LIABILITIES			
(1)	Equity			
	(a) Equity Share capital	14	511.04	496.04
	(b) Other Equity	15	19,652.87	14,670.99
	Total Equity		20,163.91	15,167.03
	LIABILITIES			
(2)	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	16	2,618.34	4,918.34
	(a) Lease Liability	16	173.26	210.26
	(b) Deferred tax liabilities (Net)	17	946.60	1,134.91
	(c) Other non-current liabilities	18	465.52	450.92
	(d) Provisions	23	172.45	113.73
	Total non current Liabilities		4,376.17	6,828.16
(3)	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	19	7,214.94	7,677.43
	(ii) Lease Liability	16	37.00	30.94
	(iii) Trade payables			
	(a) Total outstanding dues of micro enterprises and small enterprises (Refer Note No.33)	20	166.77	236.64
	(b) Total outstanding dues of creditors other than micro and small enterprises	20	12,777.50	13,101.41
	(iv) Others	21	10.82	11.70
	(b) Other current liabilities	22	2,212.72	2,100.51
	(c) Provisions	23	238.42	217.74
	Current Liabilities		22,658.17	23,376.37
	Total Equity and Liabilities		47,198.27	45,371.56

Significant accounting policies & Notes to the accounts 1 - 40

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Purnima Mehta

Executive Director

DIN 00023632

Place: Indore

Date:- 22nd May'2025

Consolidated Statement of Profit & Loss For the period ended 31.03.2025

(₹ in Lakh)

Particulars	Note No	For the year ended 31.03.2025	For the year ended 31.03.2024
REVENUE			
Revenue From Operations	24	72,190.69	86,662.61
Other Income	25	364.58	339.44
Total Income		72,555.25	87,002.05
EXPENSES			
Cost of materials consumed		57,893.46	68,403.37
Changes in inventories of finished goods, Stock-in-Trade and Work-in-Progress		(2,005.10)	515.10
Employee benefits expense	26	3,812.87	3,527.43
Finance costs	27	2,327.65	2,037.53
Depreciation and amortization expense	3-4	1,445.50	1,199.45
Other expenses	28	9,657.58	8,269.88
Total Expenses		73,131.98	83,952.76
Profit/(loss) before exceptional items and tax		(576.69)	3,049.29
Exceptional Items (Impairment Loss)		-	-
Profit/(loss) before tax		(576.69)	3,049.29
Tax expense:			
(1) Current tax		15.58	15.05
(2) Deferred tax		(188.31)	848.09
(3) Earlier Period Tax		-	-
Total Tax Expenses		(172.73)	863.14
Net Profit/(Loss) for the period from continuing operations		(403.96)	2,186.14
Profit/(Loss) for the period from discontinued operations		-	-
Tax expense:			
(i) Current tax		-	-
(ii) Deferred tax		-	-
Net Profit/(Loss) for the period from discontinued operations		-	-
Net Profit/(Loss) for the period.		(403.96)	2,186.14
Share in Net Profit/(Loss) of Associate Company		(23.52)	6.83
Net Profit/(Loss) for the period after shared Profit/(Loss) of Associate		(427.48)	2,192.98
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of Defined Benefit Plan		(8.29)	(37.49)
Total Other Comprehensive Income		(8.29)	(37.49)
Total Comprehensive Income for the period		(435.77)	2,155.49
Earnings per equity share			
(1) Basic		(0.84)	4.42
(2) Diluted		(0.76)	4.42

Significant accounting policies & Notes to the accounts 1 - 40

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Purnima Mehta

Executive Director

DIN 00023632

Place: Indore

Date:- 22nd May'2025

Consolidated Statement of Cash Flow as on 31.03.2025

(₹ in Lakh)

Particulars	Year Ended 31.03.2025		Year Ended 31.03.2024	
	Amount	Amount	Amount	Amount
Cash Flow From Operating Activities				
Net Profit/(Loss) before Tax		(576.71)		3,049.29
Add: Loss/ (profit) from Discontinued Operations		-		-
Net Profit before Tax (Net of Discontinued Operations)		(576.71)		3,049.29
Adjustments for :				
Depreciation	1,445.50		1,199.45	
(Profit)/ Loss on Sale of Fixed Assets	-		-	
Financial Income	(279.68)		(287.28)	
OCI Income	(8.29)		(37.49)	
Financial Expense	2,390.06	3,547.59	2,096.26	2,970.94
Cash Operating Profit before working capital changes		2,970.88		6,020.23
(Increase) / Decrease in Inventories	(324.89)		369.67	
(Increase) / Decrease in Trade Receivables	1,812.61		(1,331.04)	
(Increase) / Decrease in Deposit given	-		-	
(Increase) / Decrease in Other Current Assets	(524.19)		400.23	
(Increase) / Decrease in Loan Given	-		-	
(Increase) / Decrease in other Financial assets	(53.92)		(128.06)	
Increase / (Decrease) in Trade Payables	(393.77)		416.96	
Increase / (Decrease) in Other Financial Liabilities	5.18		1.95	
Increase / (Decrease) in Other Current Liabilities	112.21		(134.76)	
Increase / (Decrease) in Provisions	79.40		77.64	
Increase / (Decrease) in Other Tax Liabilities	-		-	
		712.62		(327.41)
Tax Paid		(306.74)		150.10
Net Cash From Operating Activities (A)		3,376.76		5,842.92
Cash Flow From Investing Activities				
Financial Income	279.68		287.28	
Sale Proceed Of Fixed Assets (Net)	-		-	
Purchase of Property, Plant & Equipment Including CWIP Net of Govt. Grant.	(3,114.04)		(4,012.47)	
Purchase of Intangible assets Including WIP	1.37		0.80	
Advance received against asset held for sale (Net of Asset)	-		-	
Investment in Fixed Deposits against margin money	(823.26)		(729.10)	
(Increase) / Decrease in Non Current Investment	23.52		(142.84)	
Profit/ (Loss) of Associate Company	(23.52)		6.83	
Add: (Loss)/ profit from Discontinued Operations	-		-	
Net Cash Used In Investing Activities (B)		(3,656.24)		(4,589.50)
Cash Flow From Financing Activities				
Proceeds from Long Term Borrowings	(2,300.00)		2,393.51	
Repayment of Long Term Borrowings	(2,300.00)		2,393.51	
Net Increase / (Decrease) in Long Term Borrowings	(22.40)		(10.10)	
Increase / (Decrease) in Other Non Current Liability	(462.50)		(1,517.12)	
Increase / (Decrease) in Short Term Borrowings	(99.20)		-	
Dividend Paid on Equity Shares	3,154.74		-	
Proceeds from Convertible share warrants	2,377.50			
Proceeds from Issued of Share Capital	(2,390.06)		(2,096.26)	
Financial Expenses				
Net Cash Used In Financing Activities (C)		258.09		(1,229.97)

Consolidated Statement of Cash Flow as on 31.03.2025

(₹ in Lakh)

Particulars	Year Ended 31.03.2025		Year Ended 31.03.2024	
	Amount	Amount	Amount	Amount
Net Decrease In Cash and Cash Equivalents (A + B + C)		(21.39)		23.45
ADD :Cash and cash equivalents - Opening - 1 st April		29.77		6.32
Cash and cash equivalents - Closing - 31 st March, 2025		8.39		29.77

Footnote to Cash Flow Statement:

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

Particulars	2024-25	2023-24
Cash & Cash Equivalents		
Balances with Banks		
Current Account	1.15	28.87
Cash on hand	7.24	0.90
Total of Cash & Cash Equivalent	8.39	29.77

Significant accounting policies & Notes to the accounts 1 - 40

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Purnima Mehta

Executive Director

DIN 00023632

Place: Indore

Date:- 22nd May'2025

Statement of Change in Equity for the Year ended 31st March, 2025

A. Equity Share capital

(1) Current Reporting period

(₹ In Lakh)

Equity Share Capital	Balances as at 1 st April, 2024	Changes in equity share capital during the year due to prior period item	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at 31 st March, 2025
Paid up Capital	496.04	-	-	15.00	511.04

(2) Previous Reporting period

(₹ In Lakh)

Equity Share Capital	Balances as at 1 st April, 2023	Changes in equity share capital during the year due to prior period item	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at 31 st March, 2024
Paid up Capital	496.04	-	-	-	496.04

B. Other Equity

(1) Current Reporting period

(₹ In Lakh)

Equity Share Capital	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Share Forfeiture Account	Retained Earnings	Convertible Share Warrant	
Balance as at 1 st April 2024	-	466.14	3,975.00	2.73	10,227.12	-	14,670.99
Total Comprehensive income for 2024-25					(427.50)		(427.50)
Actuarial Gain/Loss on Defined Benefit Plan recognised in Other Comprehensive Income					(8.29)		(8.29)
Dividends					(99.20)		(99.20)
Share Warrant Issued 2024-25	-	2,362.50	-	-		3,154.74	5,517.24
Transfer of retained earning			-		-		-
Short IT Provision Earlier Year					(0.36)		(0.36)
Balance as at 31 st March 2025	-	2,828.64	3,975.00	2.73	9,691.76	3,154.74	19,652.87

(2) Previous Reporting period

(₹ In Lakh)

Equity Share Capital	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Share Forfeiture Account	Retained Earnings	Convertible Share Warrant	
Balance as at 1 st April 2023	-	466.14	3,825.00	2.73	8,222.52	-	12,516.39
Total Comprehensive income for 2023-24					2,192.97		2,192.97
Actuarial Gain/Loss on Defined Benefit Plan recognised in Other Comprehensive Income					(37.49)		(37.49)
Dividends					-		-
Transfer of retained earning			150.00		(150.00)		-
Short IT Provision Earlier Year					(0.88)		(0.88)
Balance as at 31 st March 2024	-	466.14	3,975.00	2.73	10,227.12	-	14,670.99

Share Premium Account

Share Premium to be used in future to pay the expenses of issuing equity, such as underwriter fees or for issuing bonus shares to shareholders.

General Reserve

General Reserve are the retained earnings of a company which are kept aside out of company's profits to meet future (known or unknown) obligations.

Retained Earnings

The Balance in the Retained Earnings represents the accumulated profit after payment of dividend, transfer to General reserve and adjustment of Actuarial gains/(losses) on Defined benefit Plans.

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

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 12.03.1990 and having its Registered office in Indore (MP). The company's shares are listed in the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). KILL manufactures premium quality piping products and solution, accessories, gas pipe, telecom ducts, submersible pipes and casing pipes.

The Group includes Kriti Industries (India) Ltd as the holding company, its wholly owned subsidiary Kriti Auto and Engineering Plastics Private Limited and the associate company FP Elite Energy Private Limited.

The Consolidated Financial Statements have been prepared as required u/s 129 (5) of the Companies Act 2013 ("the Act").

2. STATEMENT OF COMPLIANCE OF INDIAN ACCOUNTING STANDARDS (IND AS)

These financial statements are consolidated financial statements of the Group (also called consolidated financial statements). The Group has prepared and presented its consolidated financial statements for the year ended March 31, 2025 together with the comparative period information as at and for the year ended March 31, 2024 in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

2.1 Basis of Preparation and Presentation

The Group has consistently applied all the accounting policies to all periods presented in these consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value:

- i) Certain financial assets and liabilities (including derivative instruments),
- ii) Defined benefit plans - plan assets

The financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on going concern basis except in the case of the wholly owned subsidiary Kriti Auto and Engineering Plastics Private Limited.

Historical cost measures provide monetary information about assets, liabilities and related income and expenses, using information derived, at least in part, from the price of the transaction or other event that gave rise to them. Unlike current value, historical cost does not reflect changes in values, except to the extent that those changes relate to impairment of an asset or a liability becoming onerous.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

2.2. Principles of consolidation

- a) The accompanying consolidated financial statements have been prepared and presented in Indian Rupees (INR) being the functional currency and the presentation currency of the Parent Company.
- b) The consolidated financial statements of the Group have been prepared on a line-by-line consolidation of Kriti Industries Limited and its wholly owned subsidiary by adding together the like items of assets, liabilities, equity, income, expenses and cash flows, after fully eliminating intra-group balances and intra-group transaction

Notes - 1 Material Accounting Policy Information and Notes to the Accounts 31.03.2025

including unrealized gain or losses from such transactions and cash flows relating to transactions between members of the Group are eliminated upon consolidation.

- c) 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.
- d) The Subsidiary and Associate considered in the consolidated financial statements are:

Name of Company	Country of incorporation	% Voting Power held as at 31 st March 2025	% Voting power held as at 31 st March 2024
Kriti Auto & Engineering Plastics Pvt. Ltd (KAEPPPL) (Subsidiary)	India	100	100
FP Elite Energy Private Limited (Associate)	India	34.78	34.78

- e) The financial statements of the Subsidiary have been consolidated on line by line basis in accordance with Ind AS 110 Consolidated Financial Statements. The financial statements of the Associate have been consolidated in accordance with Ind AS 28 Investments in Associates and Joint Ventures.

2.3. Other Material Accounting Policy Information

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

2.3.1 Recent pronouncements:

Ministry of Corporate Affairs (MCA) notified Companies (Indian Accounting Standards) Amendment Rules, 2022 vide Notification dated 23 March 2022. Following amendments and annual improvements to Ind AS are applicable from 1 April 2022.

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO. 3-4-5 Property, Plant, Equipment and Intangible Assets (2024-25)

(₹ In Lakh)

Note	Particular	Gross Block		Depreciation		Net Block					
		01.04.2024	Addition	Deduction	Total	01.04.2024	For the Year	Written back	Total	31.03.2025	31.03.2024
3	Tangible Assets										
3.1	Land	-	-	-	-	-	-	-	-	-	-
3.1.1	Free hold Land	318.36	-	-	318.36	-	-	-	-	318.36	318.36
3.1.2	Lease hold Land	36.66	-	-	36.66	3.89	0.49	-	4.38	32.29	32.77
3.2	Buildings	4,008.06	213.49	206.44	4,015.11	821.34	257.73	-	1,079.07	2,936.04	3,186.72
3.3	Plant & Machinery	16,447.38	2,587.96	371.45	18,663.89	4,725.48	1,129.54	28.84	5,826.18	12,837.72	11,721.91
3.4	Furniture	60.08	1.30	-	61.38	35.78	5.03	-	40.81	20.58	24.30
3.5	Vehicles	24.35	107.38	-	131.73	24.35	1.13	-	25.48	106.25	-
3.6	Office Equipment	222.12	17.92	-	240.04	147.51	17.76	-	165.27	74.77	74.61
3.7	Right-of-Use Asset:										
3.7.1	Office Building	324.72	-	-	324.72	154.24	32.47	-	186.71	138.01	170.48
	Total (3)	21,441.73	2,928.05	577.89	23,791.89	5,912.59	1,444.14	28.84	7,327.89	16,464.02	15,529.15
	Previous Year	17,064.86	4,376.87	-	21,441.73	4,715.28	1,197.31	-	5,912.58	15,529.15	12,349.59
4	Intangible Assets										
4.1	Other Computer Software	56.41	-	-	56.41	52.66	1.36	-	54.03	2.38	3.75
	Total (4)	56.41	-	-	56.41	52.66	1.36	-	54.03	2.38	3.75
	Previous Year	55.07	1.34	-	56.41	50.52	4.43	-	52.66	3.75	4.54
	Grand Total (3+4)	21,498.14	2,928.05	577.89	23,848.30	5,965.25	1,445.50	28.84	7,381.92	16,466.40	15,532.90
	Previous Year	17,119.93	4,378.23	-	21,498.15	4,765.80	1,199.45	-	5,965.24	15,532.90	12,354.13

CWIP Ageing

As at 31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,869.58	186.30	-	-	2,055.87
Projects temporarily suspended	-	-	-	-	-

CWIP Ageing

As at 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,155.12	167.09	-	-	1,322.21
Projects temporarily suspended	-	-	-	-	-

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-6 INVESTMENT

(₹ in Lakh)

Particular	31.03.2025	31.03.2024
6.1 Investment in Trust Securities		
6.1.1 National Saving Certificate	0.14	0.14
6.2 Unquoted		
Non Trade Investment in equity instruments		
6.2.1 Sahkari Audhyogik Vasahat LIMITED (1 Share of ₹500/-)	0.01	0.01
6.2.2 The Cosmos Co-operative Bank Ltd. (1000 Equity Shares of ₹100/- each)	1.00	1.00
Trade Investment in equity instruments		
6.2.3 Kriti Auto Engineering & Plastic Private Limited (100% Subsidiary) (3885000 Shares of Rs10/-each)	1.00	1.00
Less:- Provision For Impairment Loss		
Trade Investment in equity instruments		
6.2.4 FP Elite Energy Private Limited (788141 share @ ₹10 each of FP Elite energy Pvt Ltd- 34.78% Stake) (Previous Year - 788141 share @ ₹10 each)	85.39	78.57
Add/Less:- Provision For Impairment Profit / (Loss)	(23.52)	6.83
Investment in Mutual Fund	341.00	341.00
6.2.5 SBI Short Term debt Fund (1241954.637 Units of ₹27.456 each) (Previous Year - 757493.092 Units of ₹27.06 each)		
Nav as on 31/3/2024 ₹36084992 (Previous Year - 20550788)		
Total	405.03	428.55

NOTE-6 LOANS

(₹ In Lakh)

Particular	31.03.2025	31.03.2024
6.1 SECURITY DEPOSITS	-	-
Total	-	-

NOTE-7 OTHER FINANCIAL ASSETS

(₹ In Lakh)

Particular	31.03.2025	31.03.2024
7.1 Security deposit	389.65	335.73
Total	389.65	335.73

NOTE-8 INVENTORIES

(₹ In Lakh)

Particular	31.03.2025	31.03.2024
8.1 Raw Material	3,958.67	5,669.21
8.2 Finished Goods	11,174.28	9,169.18
8.3 Stores and Spares & others	765.98	735.65
Total	15,898.94	15,574.04

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-9 TRADE RECEIVABLES

(₹ In Lakh)

Particular	31.03.2025	31.03.2024
9.1 Trade Receivables	-	-
Unsecured considered good	4,861.77	6,674.38
Total	4,861.77	6,674.38
Trade receivables		
Secured, considered good - -	-	-
Unsecured, considered good	4,861.77	6,674.38
Trade Receivables which have significant increase in Credit Risk	-	-
Less: Impairment for trade receivable		
Trade Receivables - credit impaired - -		
Current trade receivables	4,861.77	6,674.38

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2025						Total
	Not Due	Less Than 6 month	6 month-1 years	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables-considered good	2,958.50	873.37	341.21	289.75	10.31	69.53	4,542.67
ii) Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade receivables-credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade receivables-considered good	-	-	-	-	-	319.10	319.10
v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2024						Total
	Not Due	Less Than 6 month	6 month-1 years	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables-considered good	5,454.68	143.10	189.99	129.65	5.68	608.54	6,531.64
ii) Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade receivables-credit impaired	-	-	-	-	-	-	-

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2024						Total
	Not Due	Less Than 6 month	6 month-1 years	1-2 years	2-3 years	More than 3 years	
iv) Disputed Trade receivables-considered good	-	-	-	-	-	142.74	142.74
v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firm or private companies respectively in which any director is a partner, a director or a member other than stated above.

NOTE-10 CASH AND CASH EQUIVALENTS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
10.1 Balances with Banks	1.15	28.87
10.2 Cash on hand	7.24	0.90
Total	8.39	29.77

NOTE-11 OTHER BANK BALANCES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
11.1 Unpaid dividend	10.82	11.70
11.2 Unpaid CSR	79.22	61.90
11.3 Fixed deposit with banks against margin money (Maturity less than 11 months)	2,768.16	1,961.35
Total	2,858.20	2,034.95

NOTE NO -12 INCOME TAX ASSET

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
12.1 Advance Tax & TDS (Net)	330.49	39.70
Total	330.49	39.70

NOTE-13 OTHER CURRENT ASSETS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
13.1 Sundry Deposits	55.15	55.16
13.2 Other Current Assets	668.62	829.57
13.3 Accrued Interest/ Income	1,380.01	1,357.29
13.4 Advance to Vendor/creditors (Vendor Debit Balances)	612.61	524.51
13.5 Advances recoverable in cash or kind or for value to be received	1,207.13	632.80
Total	3,923.52	3,399.33

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-13(a) NON CURRENT ASSETS HELD FOR SALE

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
13a.i. Non current assets held for sale	-	-

NOTE NO -14 SHARE CAPITAL

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
14.1 AUTHORIZED		
14.1.1 80000000 Equity Shares of Re. 1/- each	800.00	800.00
14.1.2 2000000 Optional convertible Preference Shares of ₹10/- each	200.00	200.00
14.2 ISSUED, SUBSCRIBED AND PAID UP		
14.2.1 49603520 equity shares of ₹1/- each fully paid up. which are issued as fully paid up Shares on 27.01.2010 on account of scheme of arrangement as approved by The Hon'ble High Court of M.P. Indore Bench		
14.2.2 Reconciliation of shares		
14.2.2.1 Opening Balance of 49603520 shares of ₹1/- each Total	496.04	496.04
14.2.2.2 Issued during the year 1500000 Share of ₹1/- each	15.00	-
14.2.2.3 Closing Balance 50103520 shares of ₹1/- each	511.04	496.04
The company has issued only one class of shares referred to as equity shares having a par value of ₹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. 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.		
	511.04	496.04
14.3 SHAREHOLDER HOLDING MORE THAN 5 % OF SHARES OF THE COMPANY AND ITS PERCENTAGE		
14.3.1 SAKAM TRADING PRIVATE LIMITED		
No. of Shares	30475702	30475702
% of Shares	61.44%	61.44%

14.4 Promoter's Share holding

(₹ In Lakh)

Name of promoter	As at 31 March 2025			As at 31 March 2024		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
1) SHIV SINGH MEHTA	20,67,299	4.05	-0.12	20,67,299	4.17	0.00
2) PURNIMA MEHTA	3,09,487	0.61	0.01	2,97,587	0.60	0.00
3) DEVKI MEHTA	38,743	0.08	0.00	38,736	0.08	0.00
4) SAURABH MEHTA	30,423	0.06	0.00	30,423	0.06	0.00
5) SAKAM TRADING PRIVATE LIMITED	3,04,75,702	59.64	-1.80	3,04,75,702	61.44	9.34
6) CHETAK BUILDERS PRIVATE LIMITED	-	0.00	0.00	-	0.00	-9.34
7) KRITI NUTRIENTS LIMITED	16,97,519	3.32	3.32	-	0.00	0.00
Total	3,46,19,173	67.74	1.40	3,29,09,747	66.35	0.00

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 Services Pvt.Ltd., Kriti Auto Accessories Private Ltd., Kasta Pipes Pvt.Ltd.and

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -14 EQUITY SHARE CAPITAL (Contd.)

Shipra Pipes 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 (I) Ltd.

NOTE NO -15 OTHER EQUITY

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
15.1.1 General Reserve		
15.1.1 Opening Balance	3,975.00	3,825.00
15.1.2 Add: Transfer from P&L	-	150.00
15.1.3 Add: Transfer from Contingency Reserves	-	-
15.1.3 Closing Balance	3,975.00	3,975.00
15.2 SHARE PREMIUM ACCOUNT		
15.2.1 Opening Balance	466.14	466.14
15.2.2 Add: Received during the year	2,362.50	-
15.2.3 Closing Balance	2,828.64	466.14
15.3 SHARE FOREFEITURE ACCOUNT		
15.3.1 Opening Balance	2.73	2.73
15.3.2 Add: Transfer from P&L	-	-
15.3.3 Closing Balance	2.73	2.73
15.4 SURPLUS		
15.4.1 Statement of Profit & Loss		
15.4.1 Opening Balance	10,254.32	8,212.23
15.4.2 Add Profit & Loss during the period	(427.50)	2,192.97
Less: Short IT provision for Earlier Year (NET)	-	-
Total	9,826.82	10,405.20
Less:		
15.4.3 Final Dividend Nil @ ₹0.20 per share (PY NIL)	99.20	-
15.4.4 Transferred to General Reserve	-	150.00
15.4.5 Short IT Provision	0.36	0.88
Balance in Surplus	9,727.26	10,254.32
15.5 OTHER COMPREHENSIVE INCOME (OCI)		
15.5.1 Opening Balance	(27.20)	10.29
15.5.2 Movement in OCI during the year	(8.29)	(37.49)
15.5.3 Closing Balance	(35.49)	(27.20)
15.5.4 Convertible Share Warrant Account	3,154.74	-
15.6.1 94,61,480 Share Warrants issued at ₹158.50 per Warrant convertible into 94,61,480 Shares at ₹158.50 per share including premium ₹157.50 per share (Partly Paid up ₹39.625 per warrant) (Previous year Nil)		
Total	19,652.89	14,670.99

NOTE NO -16 FINANCIAL LIABILITIES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
16.1 TERM LOAN		
(Installment due within 12 months shown in Current Liabilities)		
16.1.1 SECURED		
16.1.1.1 From Banks		
Term of Repayment of Long Term Borrowings		
TATA CAPITAL	50.00	650.00

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -16 FINANCIAL LIABILITIES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
TATA CAPITAL	233.34	633.34
INDUSIND BANK TERM LOAN	900.00	1,200.00
Total	1,183.34	2,483.34
(Above loans are secured by First charge/ Mortgage on fixed assets of the company and personal guarantee of Managing Director)		
16.1.2 UNSECURED		
16.1.2.1 Loans & Advances from Related parties	1,435.00	2,435.00
(Long Term Deposit received from Kriti Nutrients Ltd)		
Total	2,618.34	4,918.34
16 i) Lease Liabilities		
The company has entered into lease contract for its office building and as per IND AS 116, the right of use Assets have been created and lease liability for the same has been accounted for.		
Reconciliation of Lease Liabilities		
Opening Balance as on 1 st April	241.20	266.77
Addition during the Year	-	-
Deletion during the Year	-	-
Accredition of Interest	-	-
Lease Liabilities paid during the Year	30.94	25.57
Balance as on 31 st March	210.26	241.20
Out of the Above	-	-
Current Liability	37.00	30.94
Non Current Liability	173.26	210.26
Amount recognized in Statement of Profit & Loss		
Depreciation on right of use assets	32.47	32.47
Interest Expenses on lease liabilities	25.33	28.01
Expenses relating to short term lease	-	-
Expenses relating to low value assets lease	-	-
Variable lease payments	-	-

NOTE NO-17 DEFERRED TAX LIABILITY NET

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
17.1 Deferred Tax Liability (Net)		
On account of tax effects on timing difference arising due to difference in Depreciation	946.60	1,134.91
Total	946.60	1,134.91

NOTE NO -18 OTHER NON CURRENT LIABILITIES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
18.1 Other Loans and advances	465.52	450.92
(Security Deposit received from dealers)	-	-
Total	465.52	450.92

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -19 SHORT TERM BORROWINGS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
19.1 Loans repayable on Demand		
19.1.1 SECURED	-	-
From banks	2,831.44	5,168.27
(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)	-	-
Current maturities of Long term debt	1,300.00	1,361.66
19.1.2 UNSECURED		
19.1.2.1 From banks	-	-
19.1.2.2 From others	1,436.50	-
19.1.2.3 Loans & Advances from Related parties	1,647.00	1,147.50
Total	7,214.94	7,677.43

NOTE NO -20 TRADE PAYABLES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
20.1 Trade Payables		
(a) Total outstanding dues of micro enterprises and small enterprises	166.77	236.64
(b) Total outstanding dues of creditors other than micro and small enterprises	12,777.50	13,101.41
Total	12,944.27	13,338.05

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2025					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	166.77	-	-	-	-	166.77
(ii) Others	11,501.16	1,262.67	-	13.68	-	12,777.51
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-

(₹ In Lakh)

Particular	Outstanding for the following periods from due date of payment as on 31.03.2024					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	207.10	29.54	-	-	-	236.64
(ii) Others	11,771.43	1,294.50	1.51	6.27	27.69	13,101.40
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE NO -21 OTHERS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
20.1 Unpaid dividends	10.82	11.70
Total	10.82	11.70

NOTE NO -22 OTHER CURRENT LIABILITIES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
22.1 Other Current Liabilities	1,814.82	1,687.90
22.2 Statutory Liabilities	109.65	128.94
22.3 Employee Payable	268.20	282.89
22.4 Income Tax Provision	0.19	0.78
22.5 Other Payable	19.86	
Total	2,212.72	2,100.51

NOTE NO -23 PROVISIONS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
23.1 Provision for Employees Benefits	176.48	156.24
23.2 Provision for Doubtful debts	61.94	61.50
	238.42	217.74
23.3 Provision for Employees Benefits (Long Term)	172.45	113.73
Total	410.87	331.47

NOTE-24 REVENUE FROM OPERATIONS

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
24.1 Sale of Products	72,116.97	86,594.01
24.2 Other operating revenues (Penalty , Secondary Transportation etc.)	73.71	68.60
Total	72,190.68	86,662.61

NOTE-25 OTHER INCOME

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
25.1 Interest Income	279.68	287.28
25.2 Net Gain on foreign currency transactions	58.26	47.24
25.3 Other Non-operating Income	9.32	4.92
25.4 Profit on Sale of Fixed asset	-	-
25.5 Income Tax Refund	17.32	-
Total	364.57	339.44

NOTE-26 EMPLOYEE BENEFITS EXPENSES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
26.1 Salaries & Wages	3,321.89	2,998.85
26.2 Contribution to provident and other fund	166.70	161.09
26.3 Staff Welfare Expenses	191.32	234.53
26.4 Director Remuneration	120.00	120.00
26.5 P.F on Director Remuneration	12.96	12.96
Total	3,812.87	3,527.43

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

NOTE-27 FINANCIAL COST

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
27.1 Interest Expenses	1,674.15	1,398.30
27.2 Other Borrowing Cost (LC/BG Charges, Bank Commission etc.)	653.51	639.23
Total	2,327.65	2,037.53

NOTE-28 OTHER EXPENSES

(₹ In Lakh)

Particulars	31.03.2025	31.03.2024
(I)		
28.1 Stores and Spares Consumed	477.19	405.91
28.2 Power Charges	2,427.70	2,811.54
28.3 Freight & Cartage	1,223.90	1,226.89
28.4 Repairs & Maintenance	203.32	242.97
28.5 Insurance Charges	102.92	125.57
28.6 Water Charges	54.92	66.79
28.7 Loss on Sale of Fixed asset	-	-
28.7 Job Work Charges	204.42	196.54
28.8 Miscellaneous Manufacturing Expenses (Testing Charges, Security Charges etc.)	163.08	162.60
Sub Total (I)	4,857.45	5,238.81
(II)		
28.9 Stationery & Printing	9.98	10.64
28.10 Computer Expense	101.63	52.99
28.11 Rent, Rates and Taxes	50.58	38.21
28.12 Postage, Telegram and Telephones	38.85	26.69
28.13 Auditor's Fees	4.75	5.25
28.14 Conveyance Expenses	44.62	45.89
28.15 Legal & Professional Charges	331.85	406.42
28.16 Miscellaneous Expenses (House Keeping, Repair & Maintenance-Other etc.)	106.92	65.04
28.17 Director's Meeting Fee	4.50	4.72
28.18 Net loss on foreign currency transactions	-	-
28.19 Corporate Social Responsibility	11.09	26.12
Sub Total (II)	704.78	681.97
(III)		
28.20 Advertisement & Publicity	3.21	4.01
28.21 Sales Promotion Expenses	1,058.03	498.97
28.22 Market Development Expenses	44.54	68.85
28.23 Brokerage & Commission	-	19.03
28.24 Service Charges	-	-
28.25 Freight Outward	2,242.51	1,071.82
28.26 Statutory Levies	13.01	1.72
28.27 Travelling Expenses	733.61	684.33
28.28 Expected credit Loss	0.44	0.37
28.29 Bad Debts	-	-
Sub Total (III)	4,095.35	2,349.10
TOTAL (I+II+III)	9,657.58	8,269.88

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

29. 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.

30. CONTINGENT LIABILITIES

- Estimated amount of contracts remaining to be executed on Capital Account ₹12.98 Lakh net of advance given (Previous Year ₹593.13 Lakh)
- Bank has given guarantee on behalf of the Company to various parties to the extent of ₹624.55 Lakh (Previous Year ₹1204.16 Lakh)
- Claims Against company not acknowledge as debt by the company are as under:

₹ In Lakh

S. No.	Particulars	Amount of Demand as on 31.03.2025	Amount Deposited against demand till 31.03.2025	Amount of Demand as on 31.03.2024	Amount Deposited against demand till 31.03.2024
1	Demand for Central Excise with Commissioner Appeal, Pune	4.76	0.38	4.76	0.38
2	Demand for Goods and Service Tax Act with Commissioner Appeal, Pune	267.62	69.91	NIL	NIL
3	Demand for Commercial Tax Act various years pending appeals at various levels	281.22	127.83	258.11	136.57
4	Demand for Excise and Service Tax Act various years pending appeals at various levels	74.87	2.52	150.42	11.84
5	Demand for Income Tax Act various years pending appeals at various levels	NIL	NIL	0.94	NIL

31. The amount of Foreign Exchange gain/ (loss) included in the profit & loss account is ₹58.25 Lakh (Previous year gain/ (loss) ₹47.24 Lakh).

32. As per Ind AS 108- "Operating Segment", segment information has been provided under the Notes to Financial Statement

	2024-25	2023-24
(i) Revenue from external customers		
With in India	72190.68	86662.61
Outside India	-	-
Total	72190.68	86662.61
(ii) Non Current Asset		
With in India	19316.95	17619.39
Outside India	-	-
Total	19316.95	17619.39

iii) Detail of Revenue from Single customer more than 10% (standalone)

There are no transaction with single customer which amounts to 10% or more of the Company's revenue.

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

33. EARNING PER SHARE

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

(₹ In Lakh)

Sr No.	Nature of Transaction	Current Year	Previous Year
1.	Number of Shares	51103520	49603520
2.	Profit contribution for Basic EPS (₹ in Lakh)	(427.49)	2192.97
3.	Basic Earning Per Share	0.84	4.42
4.	Diluted Earning Per Share	0.76	4.42
5.	Nominal Value Per Share	1.00	1.00

34. Related Party Transactions

In accordance with the Indian Accounting Standard (IndAS) 24 "Related Party Disclosures" issued by The Institute of Chartered Accountants of India (ICAI) and as specified under section 133 of the Companies Act, 2013 (The Act) read with rule 7 of the Companies (Accounts) Rules, 2014. 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, Chairman & Managing Director

Smt. Purnima Mehta, Executive Director

Shri Manoj Fadnis, Independent Director (Upto 31st March, 2024)

Shri Chandrasekharan Bhaskar, Independent Director

Shri Rakesh Kalra, Independent Director (Upto 31st March, 2024)

Shri Hitendra Mehta, Independent Director

Shri Siddharth Sethi, Independent Director (Appointed w.e.f. 1st April, 2024)

Shri Rajesh Sisodia, Chief Financial Officer

Shri Tanuj Sethi, Company Secretary

ii. Relatives of Key Management Personnel

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

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

Smt. Nidhi Mehta (Daughter-in-law of Chairman & Managing Director/Executive Director)

iii. Subsidiary Company

1) Kriti Auto & Engineering Plastics 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. (Fellow Subsidiary)

3) Chetak Builders Pvt. Ltd. (Fellow Subsidiary) (Merged with Sakam Trading Pvt. Ltd. by order of Hon'ble NCLT, Indore Bench dated 19th October, 2023)

4) Sakam Charitable Trust, Indore

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

34. CORPORATE SOCIAL RESPONSIBILITY (AS PER AMENDMENT) (Contd.)

v. Associate Company

1) F.P. Elite Energy Private Limited (w.e.f. 7th October 2022)

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

(₹ In Lakh)

Sr. No.	Nature of Transaction	Key Management Personnel	Relatives of Key Management Personnel	Companies/entities under the control of Key Management Personnel	Associate Company
1.	DEPB License purchased	NIL	NIL	48.21	NIL
		(NIL)	NIL	(7.51)	(NIL)
2.	Sale of Consumable Items	NIL	(NIL)	2.58	NIL
		(NIL)	NIL	(4.02)	(NIL)
3.	Sale of Capital Goods	NIL	NIL	NIL	NIL
		(NIL)	NIL	(NIL)	(NIL)
4.	Purchase of Consumable Items	(NIL)	NIL	0.33	2.58
		(NIL)	(NIL)	(0.28)	(102.83)
5.	Purchase of Capital Goods	NIL	NIL	0	NIL
		(NIL)	(NIL)	(18.93)	(NIL)
6.	Remuneration	179.90	12.22	NIL	NIL
		(182.91)	(11.22)	(NIL)	(NIL)
7.	Rent Paid	0.28	NIL	NIL	NIL
		(0.42)	(NIL)	(NIL)	(NIL)
8.	Unsecured Loan Repaid Back	833	177	700	NIL
		(460)	(40)	(5077)	(NIL)
	Taken	340	169.50	700	NIL
		(205)	(50)	(5015)	(NIL)
	Closing Balance	490	157.00	2435	NIL
		(983)	(164.50)	(2435)	(NIL)
9.	Interest Given	55.25	16.96	222.84	NIL
		(91.91)	(13.37)	(208.52)	(NIL)

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

* The related party transactions were made on terms equivalent to those that prevail in an arm's length transactions.

35. AUDITOR'S REMUNERATION

(₹ In Lakh)

Sr No.	Nature of Transaction	31.03.2025	31.03.2024
a.	Statutory Audit/ Tax Audit Fees	5.25	5.25
b.	Taxation & Other matters including Legal & Professional Expenses.	0.86	1.22
	Total	6.11	6.47

Figures are exclusive of taxes.

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

36. Statement on Going Concern of Wholly Owned Subsidiary (WOS)

The financial statements of WOS have not been prepared on going concern basis in accordance with Ind AS 105.

37. Investment in Associates

The company has invested 788141 shares of ₹10 each (34.78% stake) for ₹78,81,410 of FP Elite Energy Private Limited. The company has recognized its share in the profit /loss of Associate Company as " Share in Net Profit /(Loss) of Associate" in consolidated Financial statements.

38. Government Grants

Madhya Pradesh Industrial Development Corporation, a Government of Madhya Pradesh Undertaking, has approved a sum of ₹19.15 Crores (Rupees Nineteen Crores and Fifteen Lakh only) as Investment Promotion Assistance out of the eligible investment of ₹49.02 Crores (Rupees Forty Nine Crores and Two Lakh only). The total assistance is to be spread over a period of seven years, subject to compliance with the terms and conditions. Out of the above sum of ₹19.15 Crores, the State Level Empowered Committee (SLEC) has sanctioned a sum of ₹2.73 Crore [previous year ₹ Nil] as Investment Promotion Assistance (IPA) under the Investment Promotion Assistance (IPA) Scheme of Government of Madhya Pradesh. The same has been reduced from the carrying cost of the eligible assets and such reduced cost of the assets are depreciated over their useful lives.

39. Other Disclosures

- i) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the Rules made thereunder
- ii) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- iii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956
- iv) The Company has complied the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- v) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the current as well as the previous year.
- vi) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,
- vii) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall: (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,
- viii) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- ix) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year as well as in the previous financial year.

Notes Forming Part of the Balance Sheet and Statement of Profit & Loss Account as on 31.03.2025

- x) The Company has not made any contribution to any political party during the current financial year as well as in the previous financial year.
- xi) The Company does not have any benami property as defined under Benami Transaction (Prohibition) Act 1988.
- xii) All the immovable property held by the company are in the name of the company.

40. Approval of Financial Statements

The financial statements are approved by the Board of Directors in their meeting held on 22.05.2025.

As per our Report of even date attached

For Rakesh Kumar & Associates

Chartered Accountants

F.R.N. 002150C

For and on behalf of the Board of Directors

Puneet Gupta

Partner

M.No. 413168

Shiv Singh Mehta

Chairman and Managing Director

DIN 00023523

Rajesh Sisodia

Chief Financial officer

Place: Indore

Date:- 22nd May'2025

Purnima Mehta

Executive Director

DIN 00023632

Corporate Information

Board of Directors

Shri Shiv Singh Mehta
Chairman & Managing Director

Smt. Purnima Mehta
Executive Director

Shri Saurabh Singh Mehta
Director

Shri Chandrasekharan Bhaskar
Independent Director

Shri Hitendra Mehta
Independent Director

Shri Siddharth Sethi
Independent Director
(appointed w.e.f. 01.04.2024)

Shri Venkat Subramaniam
Independent Director
(appointed w.e.f. 22.05.2025)

Auditors

Rakesh Kumar & Associates
Chartered Accountants
"Navaratan", 128-R, Khatiwala Tank,
Indore – 452 004 (M.P.)

Secretarial Auditors

Ajit Jain & Company
Company Secretaries
'PREM VILLA' 84, Kailash Park Colony

Near Geeta Bhawan
INDORE - 452 001 (M.P.)

Bankers

State Bank of India
HDFC Bank Ltd.
IDFC First Bank Ltd
IndusInd Bank Ltd.
Tata Capital Ltd.

Company Secretary

Ms. Aditi Randhar

Registered Office

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

Corporate Support Center

8th floor, Plot no.10, PSP, IDA Scheme no. 78-II,
Vijay Nagar Indore 452010 MP IN

Share Transfer Agent

M/s Ankit Consultancy Pvt. Ltd. 60, Electronic
Complex, Pardeshipura, Indore – 452 010 (M.P.)



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