

Date: 29.08.2019

TO,	
The Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	The Calcutta Stock Exchange Association Ltd Department of Corporate Services 7, Lyons Range Kolkata-700001

Sub: Notice of the 29th Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, please find the attached herewith the Notice of the Twenty Ninth (29th) Annual General Meeting (AGM) of the Company scheduled to be held on Thursday, 26th September, 2019 at Falta Special Economic Zone, Sector-1, Plot no. 31 & 32, 24 Parganas South, West Bengal-743504.

This is for your reference and record.

Thanking You.

For **KRYPTON INDUSTRIES LIMITED**

Arti Baid

Arti Baid
(Company Secretary)

Encls: As stated.



KRYPTON INDUSTRIES LIMITED

CIN : L25199WB1990PLC048791

Regd. Office : FSEZ, Sector 1, Plot No. 31 & 32, P. S. : Diamond Harbour, 24 parganas(s)

Pin - 743 504, E-mail : krypton@kryptongroup.com, Ph. : 03174-222227, 033-2287 1366

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the members of Krypton Industries Limited (CIN : L25199WB1990PLC048791) will be held at Falta Special Economic Zone, Sector 1, Plot No. 31 & 32, P S Diamond Harbour, 24 Parganas (s), Pin 743504 on Thursday, the 26th day of September, 2019 at 11.30 A.M. to transact the following business

ORDINARY BUSINESS:

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March, 2019, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tilok Chand Bachhawat (DIN: 00580356), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Pradeep Kumar Singh (DIN: 00386800) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or re-enactment thereof for the time being in force) and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") Mr. Pradeep Kumar Singh (DIN: 00386800) Independent Director, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations and who is eligible for reappointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five (5) consecutive years to hold office upto the conclusion of 34th Annual General Meeting in the Calendar year 2024, not liable to retire by rotation.

4. To re-appoint Mr. Jay Singh Bardia (DIN:00467932) as Managing Director and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approval of the Board, the Company hereby accords its approval to the re-appointment of Mr. Jay Singh Bardia (DIN: 00467932) as Managing Director of the Company for a period of three years from 1st January, 2020 to 31st December, 2022, on terms and conditions as set out in the explanatory statement annexed to the Notice convening the Annual General Meeting, including the remuneration payable to him."

"RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorized to vary the terms and conditions of appointment including the increase of remuneration and perquisites of Mr. Jay Singh Bardia in such manner as may be agreed to by and between the Board and him, within the limits hereby approved

and within the overall maximum ceiling of managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board
For **Krypton Industries Limited**

Place : Kolkata
Date: 30.05.2019

Arti Baid
Company Secretary

NOTES:

1. A copy of this notice has been placed on the website of the Company www.kryptongroup.com.
2. The Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). The notice is being sent to all the members of the Company, whose names appear on the register of members / record of Depositors as on 16th August, 2019.
3. **A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on poll on his behalf. A proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting i.e. by 11:30 A.M of 24/09/2019.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

4. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business and the relevant details pursuant to SEBI (Listing Obligation and Disclosures Requirement) Listing Regulations, 2015 executed with Stock Exchanges, of Directors seeking for re-appointment at the Annual General Meeting is annexed hereto.
5. 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, the Company at its 27th Annual General Meeting held on 22nd September, 2017 appointed M/s P. K. Luharuka & Co. (Firm registration No : 322020E), Chartered Accountants as the Statutory Auditors of the Company for five consecutive years, i.e. till conclusion of the 32th Annual General Meeting, subject to ratification at every Annual General Meeting in between.

The Ministry of Corporate Affairs (MCA) recently vide notification no. S.O. 1833(E) effective from 7th May, 2018 and pursuant to Companies (Amendment) Act, 2017 has dispensed the requirement of ratification of appointment of statutory auditors by the Members of the Company at every Annual General Meeting. In view of the above, the resolution relating to ratification of appointment of statutory auditors does not form part of this Notice and has not been placed before the Members at this AGM.

6. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which directors are interested

maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

7. Members, who wish to obtain information on the Accounts of the Company for the financial year ended 31st March, 2019 may send their queries at least 7 days before the date of Annual General Meeting to the Company Secretary at the Registered Office of the Company.
8. Members / Proxies are requested to bring their attendance slips along with copy of the Annual Report and accounts to the Annual General Meeting.
9. Members who hold the shares in dematerialized form are requested to bring their client ID and DP ID Nos. for easier identification of attendance at the meeting
10. Members holding shares in dematerialized form may please note that while opening a depository account they may have given their Bank Account details. If Members want to change/correct the Bank Account details, they should communicate immediately to the concerned Depository Participant. Members are also requested to furnish the MICR code of their Bank to the Depository Participant. The company will not entertain any direct request from members for deletion/change in Bank Account details as furnished by the Depository Participants to the Company.
11. Members holding shares in physical Form are requested to notify/send the following to the Company's Registrar and Share Transfer Agent to facilitate better servicing:
 - Any change in their address /mandate / bank details.
 - Particulars of their bank account, in case the same has not been furnished earlier and
 - Share Certificates, held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such share holdings into a single account.
12. Non-Resident Shareholders are requested to inform the company or the RTA immediately of any change in residential status on return to India for permanent settlement.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
14. The Securities and Exchange Board of India (SEBI), vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated 8th June, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 31st March, 2019, transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository.
15. **Members who have not registered their email addresses so far are requested to do register their e-mail address to support "Green Initiative" for receiving all communication including Annual Reports, Notices, etc from the company electronically. Further, in case of any change in the email address registered with the company, a fresh email id kindly send to the company.**
16. The Register of Members and Share Transfer books will remain closed from 20/09/2019 to 26/09/2019. (Both days inclusive).
17. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Rules of Companies (Management & Administration) Rules, 2014, the Company is pleased to provide an e-voting facility to the shareholders that may be transacted by the shareholders through such e-voting system. Necessary arrangements have been made by the company with the Central Depository Services Limited to facilitate the e-voting system which includes remote e-voting.
 - I. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **September 23, 2019 at 10.00 A.M.** and ends on **September 25, 2019 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (i.e. September 19, 2019)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through Ballot papers/Polling papers shall be made available at the **AGM on September 26, 2019** and the members as on the cutoff date i.e. **September 19, 2019**, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper/ polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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</p> <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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Any person who acquire share and became the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at (email id of RTA).

General Instructions:

- (II) The Board of Directors has appointed CA Pooja Ranka, Practicing Chartered Accountant (Membership No. 305265) as the scrutinizer for conducting the evoting process in a fair and transparent manner.
- (III) The e-voting period commences on **23rd September, 2019 (10.00 A.M.)** and ends on **25th September, 2019 (5.00 P.M.)**. During this period, the shareholders of the Company, holding shares either in physical or dematerialized form, as on the **cut-off date of 19th September, 2019** may cast their vote electronically. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (IV) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 19th September, 2019. In case of Joint holders, only one of the Joint holder may cast his/her vote.
- (V) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later three days from the conclusions of the

Annual General Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any forthwith to the chairman of the Company, or a person authorized by him in writing, who shall countersign the same & declares the results of the voting .

- (VI) The results on the resolutions will be declared not later than 48 hours of the conclusion of the AGM i.e., 26th September, 2019 of the Company or any adjournment thereof, the results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company and on the websites of the Agency and communicated to the Stock Exchanges.

By Order of the Board
For **Krypton Industries Limited**

Place : Kolkata
Date: 30.05.2019

Arti Baid
Company Secretary

Annexure to the Notice

Extract of Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

The members of the Company on 27th August, 2014 approved the appointment of Mr. Pradeep Kumar Singh (DIN : 00386800) as Independent Director of the Company for a period of five years and this term will complete on the conclusion of this Annual General Meeting (AGM).

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of the Mr. Pradeep Kumar Singh, as Independent Director of the Company for a second term of five (5) consecutive years from the conclusion of the 29th Annual General Meeting of the Company, in terms of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the appointment is subject to the approval of the Shareholders of the Company at the ensuing Annual General Meeting by a Special Resolution. The Committee and Board, are of the view that, given the knowledge, experience and performance of Mr. Pradeep Kumar Singh and contributed to Board process, would benefit the Company.

The Company has also received a declaration from him that he met the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. He has further affirmed that he is not debarred from holding the office of an Independent director by virtue of any SEBI order or any other such Authority. In the opinion of the Board, Mr. Pradeep Kumar Singh fulfils the conditions specified in the Act and rules made thereunder for their re-appointment as Independent Director of the Company and are independent of the management.

Requisite notice under section 160 of the Act proposing the re-appointment of Mr. Pradeep Kumar Singh have been received by the company and also consent have been filed by him, pursuant to section 152 of the Act.

Mr. Pradeep Kumar Singh do not hold any shares in the Company and is interested in resolution set out at Item No. 3 of the Notice with regard to his re-appointment. He is not related to any Director of the Company or Key Managerial Personnel of the Company in any way.

No Director or key managerial personnel or their relatives except Mr. Pradeep Kumar Singh, to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO. 4

The resolution seeks to obtain the members approval in respect of re-appointment and remuneration of the Company's Managing Director Mr. Jay Singh Bardia (DIN: 00467932).

Mr. Jay Singh Bardia (DIN: 00467932) was re-appointed as Managing Director of the Company for a period of 3 years from January 1, 2017 to December 31, 2019. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of the Mr. Jay Singh Bardia, as Managing Director of the Company for a further period of 3 years from January 1, 2020 to December 31, 2022 who is not liable to retire by rotation. The appointment is subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting by a Special Resolution and on the remuneration as approved by the Nomination and Remuneration Committee of the Company.

The Nomination and Remuneration Committee has fixed and approved the minimum remuneration as payable in case of loss or inadequacy of the profits as detailed below in its meeting held on 10.07.2019. The Board in its meeting held on 10.07.2019 approved the re-appointment and remuneration as approved by the Nomination and Remuneration Committee.

GENERAL INFORMATION :

The Company is engaged in the business of manufacturing and sale of MCP Tubeless Tyres, Rehab Products & its parts and PU Footwear Sole and sandals. The Company has started its production from April 20, 1990 with having its first unit at Falta Special Economic Zone and thereafter at present company has 6 units situated at Falta Special Economic Zone and Bangnagar and Sadhurhat, 24 Parganas (South). The Company has a profit before tax of Rs. 91.10 Lakhs against a total income of Rs. 3617.56 Lakhs during the financial year ended March 31, 2019.

INFORMATION ABOUT THE APPOINTEE:

Mr. Jay Singh Bardia is a Bachelor of Engineering (Electrical) and has rich experience of more than 20 years in the field of the Tyre manufacturing. He joined the company in the year 1992 as an Additional Director and then he became the Managing Directors of the Company in the year 1993 with the approval of the Shareholders of the Company. Since then he is continuing as Managing Director of the Company with a remuneration of Rs. 30,00,000/- p.a. and has played a key role in the diversification and growth of the Company. As the Promoter Director of the Company, he is responsible for advising and counseling management on corporate decisions, providing strategic guidance and supervising actively the day to day management and administration of the Company. Other details in respect to Regulation 36(3) of SEBI (LODR) Regulations, 2015 are annexed to this Notice.

OTHER INFORMATION:

During the year, the company attains Turnover of Rs. 36.17 Crores with a profit before tax of Rs.91.10 lakhs the previous year. Our export was stable and we are working to increase our export in European market and other Asian & African markets. We are pretty confident to improve our performance in coming years with better topline and bottom line. Company is also focusing on high end products for disables persons and to increase its product portfolio. Also company is aggressively betting for government tenders for Wheelchairs & other support equipment. The company has posted positive growth for its footwear business due to change in business model and the company has also restructured the business from complete manufacturing to job work & manufacturing to get better results in the current and future years. The Company is taking all the efforts to ensure the sustained growth and profitability of the company with an average increase in turnover of 15-20% every year and a profit margin of 5 -7% to sales.

Terms of Appointment:

The said appointment is subject to the approval of the members at the ensuing Annual General Meeting. The terms and conditions of the re-appointment including remuneration payable to Mr. Jay Singh Bardia are as follows:

Period of Appointment : 3years from January 1, 2020 to December 31, 2022

Position & Title : Managing Director under Companies Act, 2013

Remuneration

1. **Salary:** Rs. 2,50,000/- per month subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee subject to the overall maximum ceiling of managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V or such other limits as may be prescribed from time to time.
2. **Provident Fund :** Contribution to Provident Fund and Superannuation Fund or Annuity Fund in accordance with the Rules and Regulations of the Company.
3. **Leave travel Assistance:** As per the Rules of the Company.
4. **Gratuity :** As per the Gratuity Scheme of the Company payable at the end of the tenure/ resignation /retirement.
5. **Medical Expenses :** Re-imbursment of Medical Expenses incurred and Medclaim insurance for self and family.
6. **Telephone :** Telephone at Residence.
7. **Leave for Encashment :** Encashment of accumulated leave at the end of the tenure as per rules of the company.
8. **Club Fees :** Fees of Club subject to a maximum of two clubs. This will not include admission and life membership fees.
9. **Personal Accident Insurance:** The annual premium of which does not exceed Rs. 15,000 p.a.
10. **Other Terms:** He shall not be entitled to any fees for attending meetings of the Board of Directors or committees thereof.

The above may be treated as an extract of the Draft Agreement proposed to be entered into between the Company and Mr. Jay Singh Bardia pursuant to sec. 190 of the Companies Act, 2013.

The terms and conditions of the said appointment and / or the Agreement are subject to the provisions of Section 196, 197 and Section 203 of the Companies Act, 2013 and may be altered, and varied from time to time by the Board of Directors as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

However, the total remuneration including perquisites payable to Mr. J.S. Bardia under Section 197 of the Companies Act, 2013 shall not exceed 5% of the net profits of the company. In case of inadequacy of profits, the remuneration shall be payable in compliance with Schedule V of the Companies Act, 2013.

The Board recommends passing of the Resolution as Special Resolution in the best interest of the Company.

Mr. Jay Singh Bardia holds 1542208 nos. of the equity shares of the company and is related to Mr. Pannalal Bardia, CEO and Mrs. Vimala Devi Bardia, Director of the company.

Except Mr. Jay Singh Bardia, Mr. Pannalal Bardia, CEO and Mrs. Vimala Devi Bardia, Director, no other Directors and KMPs of the company and their relatives, is interested or concerned in the aforesaid Resolution.

INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015

Name of Director	Date of Birth	Qualification	Experience	Directorship held in other Indian Companies	Membership/ Chairmanship of Committees in other Companies	No. of shares held in the Company
Mr. Jay Singh Bardia (DIN : 00467932)	21.12.1968	Bachelor of Engineering (Electrical)	He has more than 28 years of experience in Tyre, Footwear and Rehabcare manufacturing industry.	1. Swastik Projects Private Ltd 2. Tarachand Estates Private Ltd 3. Narayani Complex Private Limited	NIL	1542208
Mr. Pradeep Kumar Singh (DIN : 00386800)	15.01.1962	M.A.	25 years	1. Swastik Projects Pvt. Ltd. 2. Nawhal Financial & Services Pvt. Ltd. 3. Captivate Developers & Services Pvt. Ltd. 4. Tarachand Estates Pvt. Ltd. 5. Narayani Complex Private Limited 6. Alishan Realtor Pvt. Ltd. 7. Nishchinta Realtor Pvt. Ltd. 8. Deeprekha Tracom Pvt. Ltd.	NIL	NIL
Mr. Tilok Chand Bachhawat (DIN:00580356)	07.12.1953	C.A	25 years	1. Sherawali Trade-Link Private Limited 2. Fiddle Dealtrade Private Limited	NIL	224657