



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 **Thirty Second Annual General Meeting (AGM) of the members of Krypton Industries Limited (CIN: L25199WB1990PLC048791) will be held on Tuesday, the 27th day of September, 2022 at 11.30 A.M. through Video Conferencing/ other Audio Visual Means (VC/OAVM)** in conformity with the regulatory provisions and circulars issued by the Ministry of corporate Affair, Government of India to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March 2022 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Vimala Devi Bardia (DIN: 07125170), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

3. To appoint the statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder as amended from time to time, and pursuant to the recommendation of Audit Committee, M/s P. K. Luharuka & Co. (Firm registration No : 322020E), Chartered Accountants, be and are re-appointed as Statutory Auditors of the Company, for the second term of three (3) consecutive years commencing from the conclusion of the 32nd Annual General Meeting till the conclusion of the 35th Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Auditors, for the purpose of audit on a year to year basis."

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, 2023 to 31st December, 2025, 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 : 30.05.2022

Arti Baid
Company Secretary

NOTES :

1. A copy of this notice has been placed on the website of the Company www.kryptongroup.com. The Notice can also be accessed from the website of BSE Limited (stock exchange) at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
2. The AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue in accordance with the clarification Circular(s) issued by the Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") from time to time. The Members can attend and participate at the ensuing AGM through VC/OAVM only. The venue of the AGM shall be deemed to be the head office of the Company at 410, Vardaan Building, 25A Camac Street, Kolkata-700016. The VC/OAVM facility will be provided by Central Depository Services (India) Limited (CDSL).
3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.** The facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
4. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business set out in this notice and relevant details under Regulation 36(3) & 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors/Statutory Auditors seeking for re-appointment at the Annual General Meeting is annexed hereto.
5. During the AGM, 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 shall be made available for on-line inspection upon login at CDSL e-voting system www.evotingindia.com.
6. All the documents referred to in the accompanying Notice and Explanatory Statements will be available for inspection in electronic mode from date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company on krypton@kryptongroup.com for inspection of the said documents.

Members desirous of obtaining any relevant information with regard to the accounts of the Company to be placed at the Meeting are requested to write to the Company on or before Friday, 16th September, 2022, through email at krypton@kryptongroup.com. The same will be replied by the Company suitably.

7. For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 11.30 AM onwards and shall be kept open throughout the proceedings of the AGM. Institutional Members are also encouraged to attend and vote at the AGM through VC/OAVM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
9. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ca.poojaranka@outlook.com with a copy marked to helpdesk.evoting@cDSLindia.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held by them in electronic form and to the Registrar of the Company in case the shares are held by them in physical form. Effective from 1 January, 2022, any service requests or complaints received from the members will not be processed by the RTA till the aforesaid details/documents are provided to RTA. On or after 1 April, 2023, in case any of the above, cited documents are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).
11. In case of Joint holders, there will be one vote for every Client ID / registered folio number irrespective of the number of joint holders. The facility for making nomination is available for the members in respect of the shares held by them and those who have not done the same are advised to do so by submitting SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination he/she may submit the same in form ISR-3/SH-14 as the case may be.
12. The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The ISR-1 is also uploaded in the website of the Company www.kryptongroup.com. Attention of the members are sought to submit the said form ISR-1.
13. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 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 signed and filled ISR-4, the format for which is available on the Company's website at www.kryptongroup.com.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents i.e., Maheshwari Datamatics Private Ltd ("MDPL") or can email in the email-id i.e., mdpldc@yahoo.com for assistance in this regard.

15. The Register of Members and Share Transfer books will remain closed from 21/09/2022 to 27/09/2022. (Both days inclusive).
16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <https://www.kryptongroup.com>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.
17. In compliance with section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, substituted by Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

I. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 **September 24, 2022 at 10.00 A.M.** and ends on **September 26, 2022 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 20, 2022**) 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 SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Pursuant to abovesaid 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.the meeting

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.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.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 22 55 33
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.: 1800 1020 990 and 1800 22 44 30

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:

PAN	<p>For Physical shareholders and other than individual shareholders holding shares in Demat.</p> <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"> ● 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)	<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.

- (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 <Company Name> 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.
- 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - 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.
 - 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; krypton@kryptongroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

II. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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 **by Friday, 16th September, 2022** mentioning their name, demat account number/folio number, email id, mobile number at krypton@kryptongroup.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. In the interest of time, each Speaker is requested to express his / her views in 2 minutes.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 Company/RTA email id.
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 022- 23058738 and 022-23058542/43.

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 mdpldc@yahoo.com.

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.

General Instructions:

18. The Board of Directors has appointed CA Pooja Ranka, Practicing Chartered Accountant (Membership No. 305265) (Email id: ca.poojaranka@outlook.com) as the scrutinizer for conducting the evoting process in a fair and transparent manner.
19. The e-voting period commences on **24th September, 2022 (10.00 A.M.)** and ends on **26th September, 2022 (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 20th September, 2022** 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.
20. 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 20th September, 2022**. In case of Joint holders, only one of the Joint holder may cast his/her vote.
21. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall prepare not later 48 hours 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 .
22. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.kryprongroup.com and on the websites of the CDSL www.evotingindia.com immediately after the declaration of the results by the Chairman or person authorized by him in writing. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Registered Office: Falta Special Economic Zone
Sector-1, Plot-31&32, Falta
24-Parganas (S), Pin-743504
West Bengal
CIN : L25199WB1990PLC048791

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

Arti Baid
Company Secretary

Date: 30.05.2022

Annexure to the Notice

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

ITEM NO. 3

Disclosure as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

M/s P. K. Luharuka & Co. (Firm registration No : 322020E), Chartered Accountants was appointed as the Statutory Auditors of the Company by the members at its 27th Annual General Meeting held on 22nd September, 2017 for five consecutive years, i.e. till conclusion of the 32th Annual General Meeting, on a remuneration to be mutually agreed upon with the Board of Directors.

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with Rules framed thereunder, M/s P. K. Luharuka & Co. Chartered Accountants, being eligible, has given their written consent for re-appointment as statutory auditors of the Company.

Taking into consideration the qualifications and experience of M/s P. K. Luharuka & Co., Chartered Accountants and also the performance of the auditors during their present tenure, the Board of Directors, agreeing with the recommendation of the Audit Committee, recommend the re-appointment of M/s P. K. Luharuka & Co., Chartered Accountants as the statutory auditors of the Company to hold office for a second term of 3 (three) consecutive years from conclusion of 32nd AGM till conclusion of 35th AGM as set out at Item No. 3 of the Notice.

None of the directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 3 of the notice.

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, 2020 to December 31, 2022. 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, 2023 to December 31, 2025 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 30.05.2022. The Board in its meeting held on 30.05.2022 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. 140.83 Lakhs against a total income of Rs. 4058.25 Lakhs during the financial year ended March 31, 2022.

INFORMATION ABOUT THE APPOINTEE:

Mr. Jay Singh Bardia is a Bachelor of Engineering (Electrical) and has rich experience of more than 25 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. 40.58 Crores with a profit before tax of Rs.140.83 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 have improved our performance in current year and we are very hopeful for coming years both in terms of topline and bottomline. Company is also focusing on high end products for differently abled persons and to increase its product portfolio. Also company is aggressively betting for government tenders for Wheelchairs & other support equipment. Our Company is taking all the efforts to ensure the sustained growth and profitability of the company in coming year.

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 : 3 years from January 1, 2023 to December 31, 2025
Position & Title : Managing Director under Companies Act, 2013

Remuneration

- 1 Salary: Rs. 3,50,000/- 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 Mediclaim 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 1560226 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	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	1560226
Mrs. Vimala Devi Bardia	03.08.1949	Under Graduate	-	NIL	NIL	282000

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For **Krypton Industries Limited**

Arti Baid
Company Secretary

Date: 30.05.2022