

KRYPTON INDUSTRIES LIMITED

REMUNERATION POLICY

(As Revised and approved by the Board of Directors as on May 07, 2026)

Krypton Industries Limited
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1. BACKGROUND

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, the Board of Directors (“the Board”) of Krypton Industries Limited (“the Company”) has constituted the Nomination and Remuneration Committee (“NRC”) and adopted this Nomination and Remuneration Policy (“Policy”).

2. OBJECTIVE OF THE POLICY

This Policy is designed to:

- ensure a transparent and fair framework for appointment and remuneration of Directors, Key Managerial Personnel (“KMP”) and Senior Management;
- attract, retain and motivate qualified and competent individuals;
- ensure that remuneration is reasonable, sufficient and linked to performance;
- align remuneration with the Company’s long-term objectives and shareholder value creation; and
- comply with applicable statutory and regulatory requirements.

3. DEFINITIONS

- “**Act**” means the Companies Act, 2013 and rules made thereunder.
- “**Board**” means the Board of Directors of the Company.
- “**Committee/NRC**” means the Nomination and Remuneration Committee.
- “**Key Managerial Personnel (KMP)**” shall have the meaning ascribed under the Act.
- “**Senior Management**” means officers/personnel of the Company who are members of its core management team.
- “**Independent Director**” shall have the meaning assigned under the Act and SEBI Listing Regulations.

4. ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The NRC shall, inter alia:

- identify persons qualified to become Directors and who may be appointed in Senior Management;
- recommend to the Board their appointment and removal;
- evaluate the performance of Directors;
- formulate criteria for determining qualifications, positive attributes and independence of Directors;
- recommend remuneration policy for Directors, KMP and Senior Management;
- devise a policy on Board diversity; and
- ensure compliance with applicable laws.

5. APPOINTMENT CRITERIA

5.1 Directors

The NRC shall consider the following while recommending appointment of Directors:

- qualifications, skills, experience and expertise;
- integrity, independence and ethical standards;
- diversity of thought, background and perspective;
- ability to devote sufficient time and attention.

5.2 Independent Directors

In addition to the above, Independent Directors shall meet the criteria of independence as prescribed under the Act and SEBI Listing Regulations.

5.3 KMP and Senior Management

Appointments shall be based on:

- qualifications, experience and domain expertise;
- leadership capabilities;
- alignment with Company's values and culture.

6. REMUNERATION FRAMEWORK

6.1 Guiding Principles

- Remuneration shall be competitive and aligned with industry standards;
- It shall be linked to individual and Company performance;
- It shall be reasonable and sufficient to attract and retain talent;
- It shall ensure a balance between fixed and variable pay.

6.2 Remuneration to Executive Directors

The remuneration payable to Managing Director / Whole-time Director shall include:

- **Fixed Pay:** Salary, allowances and perquisites;
- **Variable Pay:** Performance-linked incentives;
- **Perquisites & Benefits:** As per Company policy (including retirement benefits, insurance, etc.);

Remuneration shall be in accordance with the provisions of the Act, read with Schedule V, and subject to approval of the Board and shareholders, wherever required.

6.3 Remuneration to Non-Executive Directors

- Non-Executive Directors may be paid sitting fees for attending meetings of the Board and Committees;
- They may also receive commission within the limits approved by shareholders;
- Reimbursement of expenses incurred for participation in meetings shall be provided.

6.4 Remuneration to Independent Directors

- Independent Directors shall receive sitting fees and profit-related commission as approved by shareholders;
- They shall not be entitled to stock options;
- Their remuneration shall comply with the provisions of the Act and SEBI Listing Regulations.

6.5 Remuneration to KMP and Senior Management

- Remuneration shall comprise fixed and variable components;
- It shall be based on role, responsibilities, experience, and performance;
- Annual increments and incentives shall be performance-driven;
- The structure shall be reviewed periodically by the NRC.

7. PERFORMANCE EVALUATION

The NRC shall carry out evaluation of:

- the Board as a whole;
- individual Directors;
- Committees of the Board;

based on criteria such as participation, contribution, effectiveness, and governance standards.

8. BOARD DIVERSITY

The Company believes in maintaining an optimal mix of diversity on the Board, including:

- professional background;
- experience;
- gender diversity;
- skills and competencies.

9. REMOVAL AND RETIREMENT

- The NRC may recommend removal of any Director/KMP/Senior Management subject to applicable laws;
- Retirement shall be in accordance with the provisions of the Act and Company policies.

10. DISCLOSURE

This Policy shall be disclosed on the website of the Company and the salient features shall be disclosed in the Annual Report in accordance with the SEBI Listing Regulations.

11. REVIEW AND AMENDMENT

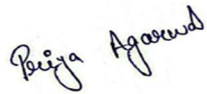
The Board may review and amend this Policy from time to time based on recommendations of the NRC and in line with statutory requirements.

12. AMENDMENT AND INTERPRETATION

In case of any inconsistency between this Policy and applicable laws, the provisions of the Companies Act, 2013 and SEBI Listing Regulations shall prevail.

13. EFFECTIVE DATE

This Policy shall be effective from the date of approval by the Board of Directors.



Priya Agarwal
Company Secretary & Compliance Officer
Reviewed and adopted on: 07/05/2026