

Date: 13/04/2015

To  
The General Manager  
**The Bombay Stock Exchange Ltd.**  
P J Towers, Dalal Street,  
Mumbai-400001, India.

**Scrip Code Physical – 523550**

Dear Sir,

**Sub.:Submission of Corporate Governance Report of the Company for the  
Quarter ended 31.03.2015**

With reference to above, we are herewith attaching the signed copy of the entire Corporate Governance Report of the Company for the quarter ended 31.03.2015 and the hard copy of the same has been sent to you.

We kindly request you to do the needful.

Thanking you.

For **Krypton Industries Limited**

*Arti Bothra,*  
CS Arti Bothra  
Company Secretary

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**
**NAME OF THE COMPANY: KRYPTON INDUSTRIES LIMITED**
**Quarter Ending on 31<sup>st</sup> March, 2015**

Particulars	Clause of the Listing Agreement	Compliance Status	Remarks
<b>II) Board of Directors</b>	<b>49(II)</b>		
(A) Composition of Board	49(IIA)	Yes	<p>The Board of Directors of the company consists of Mr. Jay Singh Bardia, Managing Director and four Non-Executive Directors Mr. Ravi Prakash Pincha, Mr. Tilok Chand Bachhav, Mrs. Vimala Devi Bardia, and Mr. Pradeep Kumar Singh, of whom - Mrs. Vimala Devi Bardia, is a Women Director.</p> <p>Mr. Pradeep Kumar Singh is elected as the Chairman of the Company. There are two Non- Executive Independent Directors - Mr. Ravi Prakash Pincha &amp; Mr. Pradeep Kumar Singh.</p> <p>Mrs. Vimala Devi Bardia &amp; Mr. Ravi Prakash Pincha were appointed on 18.03.2015 as an Additional Director who holds office till the next AGM.</p> <p>Mr. Pradeep Kumar Singh was appointed as elected as the chairman of the Company w.e.f. 18.03.2015 and Mr. Tanu Gulgulia resigned from the Board w.e.f. 18.03.2015.</p>
(B) Independent Directors	49(IIB)	Yes	The Board consists of two Independent Directors, namely, Mr. Ravi Prakash Pincha and Mr. Pradeep Kumar Singh.
(C) Non-Executive Directors' Compensation & Disclosure	49(IIC)  for Krypton Industries Ltd.  <i>Smiti Botuna</i> Company Secretary	Yes	Except Mr. Jay S. Bardia, all other Directors are Non-Executive. Non-Executive directors draw only sitting fees from the Company.

(D) Other Provisions as to Board & Committees	49(IID)	Yes	The Board Meetings are held more than four times a year and Maximum time gap between two Board Meetings is less than one hundred and twenty days. None of the Directors of the Company is a member in more than 10 committees or acts as chairman of more than 5 Committees across all companies in which he is a Director.
(E) Code of Conduct	49(IIE)	Yes	Code of Conduct has been laid by the Board.
(F) Whistle Blower Policy	49(IIF)	Yes	The Company has duly established a vigil mechanism for directors & employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
<b>III) Audit Committee</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	The Company has reconstituted an Audit Committee w.e.f. 18 <sup>th</sup> March, 2015 in accordance with the Companies Act, 2013 & revised clauses of Listing Agreement consisting of Mr. Jay Singh Bardia, Managing Director and other two non executive Independent Directors viz., Mr. Ravi Prakash Pincha and Mr. Pradeep Kumar Singh (MA). Mr. Pradeep Kumar Singh, an Independent Director, acts as Chairman of the committee.  Ms. Arti Bothra, Company Secretary acts as Secretary to the Committee.
(B) Meeting of Audit Committee	49(IIIB)	Yes	Audit Committee Meeting is held minimum four times a year.
(C) Powers of Audit Committee	49(IIIC)	Yes	Audit committee exercises its full power.
(D) Role of Audit Committee	49(IIID)	Yes	Audit Committee plays its Role as laid in the Clause 49 of the Listing Agreement read together with the Companies Act.
(E) Review of information by Audit Committee	49(IIIE) for Krypton Industries Ltd <i>Arti Bothra</i>	Yes	Audit Committee reviews the information required mandatorily under clause 49 of the Agreement.

<b>IV. Nomination &amp; Remuneration Committee</b>	<b>49(IV)</b>	<b>Yes</b>	<p>The Company has reconstituted the Nomination &amp; Remuneration Committee w.e.f. 18<sup>th</sup> March, 2015 in accordance with the Companies Act, 2013 &amp; revised clauses of Listing Agreement, consisting of Mr. Tilok Chand Bachhawat, Non Executive Director with two Non-Executive Independent Directors viz., Mr. Ravi Prakash Pincha and Mr. Pradeep Kumar Singh.</p> <p>Mr. Pradeep Kumar Singh, an Independent Director, acts as Chairman of the committee.</p>
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	<b>N.A</b>	Not Applicable
<b>VI. Risk Management</b>	<b>49(VI)</b>	<b>Yes</b>	<p>The company has constituted a Risk Management Committee w.e.f. 18<sup>th</sup> March, 2015 in accordance with the Companies Act, 2013 &amp; revised clauses of Listing Agreement, consisting of Mr. Jay Singh Bardia, Managing Director and other two non executive Independent Directors viz., Mr. Ravi Prakash Pincha and Mr. Pradeep Kumar Singh.</p> <p>Mr. Pradeep Kumar Singh, an Independent Director, acts as Chairman of the committee.</p>
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	<b>Yes</b>	Related Party Transactions are held on the basis of prevailing market prices.
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	<b>Yes</b>	
(A) Related Party Transaction	<b>49(VIIIA)</b>	<b>Yes</b>	Details of all material transactions with related parties are disclosed annually in Annual Accounts.
(B) Disclosure of Accounting Treatment	<b>49(VIIIB)</b>	<b>Yes</b>	Where in the preparation of financial statement, treatment different from that prescribed in an Accounting Standard has been followed, the fact is disclosed in the financial statement.
(C) Remuneration of Directors	<b>49(VIIIC)</b> <b>for Krypton Industries Ltd</b>	<b>Yes</b>	(i) The Remuneration to Directors is paid as per recommendations of the Nomination & Remuneration Committee.
	<i>Arto Batura</i> <b>Company Secretary</b>		

			(ii) Remuneration is paid to Managing Director only. Other Directors get only sitting fees.
(D) Management	49(VIIID)	Yes	Management Discussion and Analysis Report forms part of the Directors Report to the shareholders of the company on Annual Report.
(E) Shareholders	49(VIIIE)	Yes	<p>The Stakeholders Relationship Committee has been reconstituted w.e.f. 18<sup>th</sup> March, 2015 in accordance with the Companies Act, 2013 &amp; revised clauses of Listing Agreement consisting of Mr. Ravi Prakash Pincha and Mr. Pradcep Kumar Singh</p> <p>Mr. Ravi Prakash Pincha has been designated as the Chairman of the Committee.</p> <p>Ms. Arti Bothra, Company Secretary, acts as Secretary to the Committee.</p> <p>The RTA has not received any grievance / Complaints in the quarter and there was no complaint pending at the beginning and at the end of the quarter.</p> <p>In view of the SEBI Directive dated 27th December, 2002, all the work relating to shares whether in dematerialized or in physical mode has now been entrusted to one single agency.</p>
(F) Proceeds from public issues, right issue, preferential issues, etc	49 (VIIIF)	N.A.	Not Applicable
<b>IX) CEO/CFO Certification</b>	49(IX)	Yes	The Chief Executive Officer, Mr. Pannalal Bardia and Chief Financial Officer Mr. Vinay Sipani, lays before the Board the certificate regarding the financial statements as True & Fair in all respects.
<b>X) Report on Corporate Governance</b>	49(X) for Krypton Industries Ltd <i>Arti Bothra</i> Company Secretary	Yes	The Company includes a separate section on Corporate Governance in the Annual Report of the Company for the respective Financial Year.

<b>XI) Compliance</b>	49(XI)	Yes	The Company has obtained Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in the clause 49 of the Listing Agreement and the same has been sent to the Stock Exchanges along with the Annual Report.
-----------------------	--------	-----	---

Yours Faithfully  
Krypton Industries Limited

or Krypton Industries Ltd

*Anil Bhatnagar*  
Company Secretary