



## 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@vsnl.com, Ph. : 03174-222227, 033-2287 1366

### NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the members of Krypton Industries Limited (CIN : L25199WB1990PLC048791) will be held at Falta Special Economic Zone, Sector - 2, Plot No. 32, 24 Parganas (S), West Bengal - 743504, on Friday, the 22nd day of September, 2017 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, 2017, 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, offers himself for re-appointment.
3. To appoint the 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 hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s Jagdish Agarwal & Associates (Firm registration No: 320253E), Chartered Accountants, for a period of five (5) years subject to ratification by members at every Annual General Meeting, commencing from the conclusion of this Annual General Meeting till the conclusion of the sixth consecutive 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."

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 Bothra**  
Company Secretary

Place: Kolkata  
Date: 30.05.2017

**NOTES :**

1. A copy of this notice has been placed on the website of the Company [www.kryptongroup.com](http://www.kryptongroup.com).
2. 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 18th August, 2017.
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 20/09/2017.**

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.

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) Regulations, 2015 executed with Stock Exchanges, of Directors retiring by rotation and seeking re-appointment at the Annual General Meeting is annexed hereto.
5. Members, who wish to obtain information on the Accounts of the Company for the financial year ended 31st March, 2017 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.
6. Members / Proxies are requested to bring their attendance slips along with copy of the Annual Report and accounts to the Annual General Meeting.
7. 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.**
8. 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.

9. Non-Resident Shareholders are requested to inform the company immediately:
- An address, in India, for sending all communications from the company.
  - E-mail address, phone no(s) / fax no(s), if any.
  - The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
  - Change in residential status on return to India for permanent settlement.
10. 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.
11. Members who hold shares in physical form in single name are advised, in their own interest to avail of the nomination facility by filling Form SH-13 (in duplicate) as prescribed under Section 72 of the Companies Act, 2013, with the Company or Registrar & Share Transfer Agent. The Company's Registrars & Share Transfer Agent on request will supply blank forms. Members holding shares in the dematerialised form may contact their Depository Participant for recording nomination in respect of their shares.
12. Members who have not registered their email addresses so far are requested to register their e-mail address 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.
13. The Register of Members and Share Transfer books will remain closed from 15/09/2017 to 22/09/2017. (Both days inclusive).
14. 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 remote e-voting period begins on **September 19, 2017 at 10.00 A.M.** and ends on **September 21, 2017 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 15, 2017**) 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 22, 2017** and the members as on the cutoff date **i.e. September 15, 2017**, 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.
- Shareholders who have already voted prior to the meeting date, would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 :

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>● 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.</li> <li>● 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.</li> </ul>
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"> <li>● 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 (v).</li> </ul>

- (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 Krypton Industries Limited.
- (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 mobileapp 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 instruction 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 (i.e. 15 September, 2017) 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:**

- . (I) The Board of Directors, have, at their meeting held on 27th June, 2017, appointed Mr. H.R.Agarwal, Chartered Accountant (in Practice) as the scrutinizer for conducting the evoting process in a fair and transparent manner. The scrutinizer's address is 219-C, Old China Bazar Street, 1st Floor, Room no. B-6, Kolkata - 700001.
- . (II) The e-voting period commences on **19th September, 2017 (10.00 A.M.)** and ends on **21st September, 2017 (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 **15th September, 2017** 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.
- . (III) 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 15th September, 2017. In case of joint holders, only one of the joint holder may cast his/her vote.
- . (IV) The Scrutinizer shall at first count the votes cast at the meeting and there after unblock the votes cast through evoting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three days of the conclusion 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 authorised by him in writing, who shall counter-sign the same & declares the results of the voting.
- . (V) The results on the resolutions will be declared not later than 48 hours of the conclusion of the AGM i.e. 22<sup>nd</sup> September, 2017 or any adjournment thereof i.e. 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.

15. 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

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

**Arti Bothra**  
Company Secretary

Place: Kolkata  
Date: 30.05.2017

**Annexure to the Notice**

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

**ITEM NO. 3**

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to section 139 of the Companies Act, 2013 ("the Act") read with the Rules made thereunder as amended from time to time, the maximum tenure for undertaking an assignment of statutory audit for specified class of companies is restricted to ten consecutive years (two tenures comprises of five years each) for audit firms. The tenure of M/s Jagdish Agarwal & Associates (Firm registration No: 320253E), Chartered Accountants is getting over at the ensuing 27th Annual General Meeting (AGM) of the Company and pursuant to the above noted provision they are not eligible to be re-appointed for a fresh term. Accordingly as per the said requirements of the Act, M/s P. K. Luharuka & Co. (Firm registration No : 322020E) , Chartered Accountants are proposed to be appointed as auditors for a period of five (5) years, commencing from the conclusion of 27th AGM till the conclusion of 32<sup>nd</sup> AGM, subject to ratification by members every year, as may be applicable. M/s P. K. Luharuka & Co. (Firm registration No : 322020E), Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a declaration in terms of Section 141 that they are eligible to be appointed as auditors and that they have not incurred any disqualification under Companies Act, 2013.

None of the Directors, key managerial personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the Resolution set out at Item No. 3 of the Notice.

**INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) 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. Tilok Chand Bachhawat (DIN:00580356)	07.12.1953	CA	22 years	1. Sherawali Trade-Link Private Limited 2. Fiddle Dealtrade Private Limited	NIL	214049

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Date: 30.05.2017

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

**Arti Bothra**  
Company Secretary

**KRYPTON INDUSTRIES LIMITED**  
**CIN:** L25199WB1990PLC048791  
**Regd. Office:** Falta Special Economic Zone,  
Sector-1, Plot No. 31 & 32,  
P.S. Diamond Harbour, 24 Parganas(S), WB -743 504

**ATTENDANCE SLIP**  
**27 TH ANNUAL GENERAL MEETING**  
**(To be Presented at the Entrance)**

I/we hereby record my/our presence at the 27th Annual General Meeting of the Company held on Friday, the 22nd day of the September, 2017 at 11.30 A.M. at Falta Special Economic Zone, Sector-2, Plot No. 32 & 24 Parganas (South), West Bengal - 743504.

\_\_\_\_\_  
**Name of Proxy (in BLOCK LETTERS)**

\_\_\_\_\_  
**Signature of Shareholder/ Proxy Present**

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E-voting Sequence Number)</b>	<b>User ID</b>	<b>PAN (Original or as per Point No. I (viii) for e-voting Instructions)</b>

Please refer to the AGM Notice for e-voting instructions.

**KRYPTON INDUSTRIES LIMITED**  
**CIN:** L25199WB1990PLC048791  
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Sector-1, Plot No. 31 & 32,  
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**PROXY FORM**  
**27 TH ANNUAL GENERAL MEETING**  
[Pursuant to section 105(6) of the Companies Act, 2013  
and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**Name of the member(s) :**  
**Registered address :**  
**E-mail Id :**  
**Folio No./Client Id :**  
**DP ID :**

I/We, being the member(s) of..... shares of the above named company, hereby appoint

- Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
- Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
- Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the company, to be held on the 22<sup>nd</sup> day of September, 2017 At 11.30 A.M. at Falta Special Economic Zone, Sector-2, Plot No. 32, 24 Parganas (South), West Bengal-743504 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>	<b>Optional*</b>	
		<b>For</b>	<b>Against</b>
1.	Adoption of Audited Financial Statements, Reports of Directors & Auditors for the year ended 31 <sup>st</sup> March, 2017		
2.	Re-appointment of Mr. T. C. Bachhawat who retires by rotation as Director of the Company		
3.	Appointment of Auditors and fixing of their remuneration		

Signed this .....day of ..... 2017.

Signature of the shareholder .....

Signature of the Proxy holder(s) .....

Affix  
Revenue  
Stamp

**Note:** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2.\* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

O.T.I. 9830027686  
08/17