



## 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 **Thirtieth Annual General Meeting (AGM) of the members of Krypton Industries Limited (CIN: L25199WB1990PLC048791) will be held on Wednesday, the 30th day of September, 2020 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, 2020 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 re-appoint Mr. Ravi Prakash Pincha (DIN: 00094695) 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 an **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 as amended ("the Act"), and the rules made there under (including any statutory modification(s) 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. Ravi Prakash Pincha (DIN: 00094695) 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 from the conclusion of the 30th Annual General Meeting of the Company or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

Registered Office:

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

CIN : L25199WB1990PLC048791

Date : 31.07.2020

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

**Arti Baid**  
Company Secretary

#### NOTES :

1. A copy of this notice has been placed on the website of the Company [www.kryptongroup.com](http://www.kryptongroup.com). The Notice can also be accessed from the website of BSE Limited (stock exchange) at [www.bseindia.com](http://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) i.e. [www.evotingindia.com](http://www.evotingindia.com).
2. In view of the massive outbreak of the COVID-19 pandemic and to follow the social distancing norms and pursuant to the Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue. Members can attend and participate at the ensuing AGM through VC/OAVM only.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf. A proxy need not be a member and of the Company. Since, the AGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
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 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect 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. 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 inspection upon login at CDSL e-voting system [www.evotingindia.com](http://www.evotingindia.com).
7. 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](mailto: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 Monday, 21st September, 2020, through email at [krypton@kryptongroup.com](mailto:krypton@kryptongroup.com). The same will be replied by the Company suitably.
8. For convenience of the Members and proper conduct of AGM, Members can login and join atleast 30 (thirty) 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.

9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
10. Institutional/Corporate Stakeholders (i.e. other than Individual/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board or governing body Resolution/ Authorization etc, authorizing there 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.
11. 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.
12. In case of joint holders, there will be one vote for every Client ID/ registered folio number irrespective of the number of Joint Holders.
13. 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.
14. The Register of Members and Share Transfer books will remain closed from 24/09/2020 to 30/09/2020. (Both days inclusive).
15. Electronic dispatch of Annual Report and Process for registration of Email Ids for obtaining Annual Report and user id/ password for e-voting for the resolutions set out in this notice:
  - i. In accordance with, the General Circular No. 20/2020 dated 5th May 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated 12th May 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent only in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
  - ii. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company, are requested to provide copy of signed request letter mentioning name, address, Folio No., mobile number and email id of Member alongwith scanned copy of the share certificate (front and back), self-attested copy of PAN card and self-attested copy of any address proof (i.e. Aadhar, Driving License, Passport etc.) in support of the address of the Member as registered with the Company by sending an email to [krypton@kryptongroup.com](mailto:krypton@kryptongroup.com) or through its Registrar and Transfer Agent i.e. Maheshwari Datamatics Private Limited, for receiving the Annual Report for 2019-20. The link for registration of email address is: <https://mdpl.in/form/email-update>

Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [krypton@kryptongroup.com](mailto:krypton@kryptongroup.com)
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting 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 instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **September 27, 2020 at 10.00 A.M.** and ends on September **29, 2020 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 23, 2020)** 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

**OR**

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below :

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <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>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**II. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- i. 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.
- ii. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

**III. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- iv. 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.
- v. 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 atleast by **Monday, 21st September, 2020** mentioning their name, demat account number/folio number, email id, mobile number at [krypton@kryptongroup.com](mailto: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.

#### **IV. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM 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 AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the 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.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v. 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- vi. 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](mailto:mdpldc@yahoo.com).

#### **General Instructions:**

- 17. The Board of Directors has appointed CA Pooja Ranka, Practicing Chartered Accountant (Membership No. 305265) (Email id: [ca.poojaranka@outlook.com](mailto:ca.poojaranka@outlook.com)) as the scrutinizer for conducting the evoting process in a fair and transparent manner.
- 18. The e-voting period commences on 27th September, 2020 (10.00 A.M.) and ends on 29th September, 2020 (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 23rd September, 2020 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.
- 19. 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 23rd September, 2020. In case of Joint holders, only one of the Joint holder may cast his/her vote.
- 20. The Scrutinizer shall, immediately after the conclusion of e-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 .

21. 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:

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

**Arti Baid**  
Company Secretary

Date : 31.07.2020

### **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 24th September, 2015 approved the appointment of Mr. Ravi Prakash Pincha (DIN: 00094695) 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. Ravi Prakash Pincha (DIN: 00094695), as Independent Director of the Company for a second term of five (5) consecutive years from the conclusion of the 30th 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) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) 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. Ravi Prakash Pincha 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. Ravi Prakash Pincha 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 Ravi Prakash Pincha have been received by the company and also consent have been filed by him, pursuant to section 152 of the Act.

Mr. Ravi Prakash Pincha 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 . They are 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. Ravi Prakash Pincha, to whom the resolution relates, is interested or concerned in the 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. Ravi Prakash Pincha	12.08.1978	Under Graduate	Experienced in Real Estate Business	1. RDB Realty & Infrastructure Limited 2. Rimjihim Vanijya Pvt. Ltd. 3. Mangalahat Construction & Builders Pvt. Ltd. 4. Johri Towers Pvt. Ltd. 5. RD Devcon Pvt. Ltd. 6. Bengal Regent Infrastructure Ltd. 7. Samspa Expo Pvt. Ltd. 8. Regent Finance Corporation Pvt. Ltd. 9. Regent Capital Pvt. Ltd. 10. Regent Forex Pvt. Ltd. 11. Bhagwati Plastoworks Pvt. Ltd. 12. Raj Construction Projects Pvt. Ltd. 13. Namokar Duplicating Pvt Ltd	2	-
Mrs. Vimala Devi Bardia	03.08.1949	Under Graduate	-	NIL	NIL	282000

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

**Arti Baid**  
Company Secretary

Date: 31.07.2020