



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 Sixth Annual General Meeting of the members of Krypton Industries Limited (CIN : L25199WB1990PLC048791) will be held at Falta Special Economic Zone, Sector 1, Plot No. 31 & 32, P S: Diamond Harbour, 24 Parganas (s), Pin 743504 on Thursday, the 22th day of September, 2016 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, 2016, 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 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, offers herself for re-appointment.
3. To ratify the appointment of Auditors and in this regard 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, the Company hereby ratifies the appointment of M/s Jagdish Agarwal & Associates (Firm registration No : 320253E), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty-seventh 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."

SPECIAL BUSINESS:

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 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) read with Schedule V of the Companies Act, 2013 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, 2017 to 31st December, 2020, 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."

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

Date : 30.05.2016

NOTES :

1. A copy of this notice has been placed on the website of the Company 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 19th August, 2016.
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 20/09/2016.**

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) Listing Regulations, 2015 executed with Stock Exchanges, of Directors seeking for 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, 2016 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 16/09/2016 to 22/09/2016. (Both days inclusive).
14. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 & 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 voting period begins on **September 19, 2016 at 10.00 A.M.** and ends on **September 21, 2016 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, 2016) 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, 2016** and the members as on the **cut-off date i.e. September 15, 2016**, 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.
- (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.
- (iv) Click on Shareholders.

- (v) 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.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> 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. 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.
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 as mentioned in instruction (iv).

- (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 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 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.
 - 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 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) 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 (email id of RTA).

General Instructions:

- (I) The Board of Directors, have, at their meeting held on 16th July, 2016, 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, 2016 (10.00 A.M.) and ends on 21st September, 2016 (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, 2016 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, 2016.
- (IV) The Scrutinizer shall at first, count the votes cast at the meeting and there after unblock the votes cast through e-voting 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 and declare the results of the voting.

- (VI) The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company and on the websites of the Agency within two days of passing of the resolutions at the relevant Annual General Meeting 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

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

Date : 30.05.2016

Annexure to the Notice

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

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, 2014 to December 31, 2016. 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, 2017 to December 31, 2020 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 30.05.2016. The Board in its meeting held on 30.05.2016 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. 48.63 Lakhs against a total income of Rs. 3864.36 Lakhs during the financial year ended March 31, 2016.

INFORMATION ABOUT THE APPOINTEE:

Mr. Jay Singh Bardia is a Bachelor of Engineering (Electrical) and has rich experience of more than 20 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 a profit before tax of Rs.48.63 lakhs with a growth of appx. 20% in its profit from the previous year. Although the slowdown in the European market and lesser export orders during the year has affected the expected turnover and profit margin but still the company is in process to increase its market reach by induction of various distribution centers in the Domestic markets for our products along with outside India. The Company is also in process to come with more high value footwear products like safety shoes in the coming year. The Company is taking all the efforts to ensure the sustained growth and profitability of the company with an average increase in turnover of 15-20% every year and a profit margin of 5 -7% to sales.

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, 2017 to December 31, 2020

Position & Title : Managing Director under Companies Act, 2013

Remuneration

- 1 Salary: Rs. 2,50,000/- 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-imbursement 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 1583550 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 CLAUSE 49 OF THE LISTING AGREEMENT

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 25 years of experience in Tyre, Footwear and Rehabcare manufacturing industry.	1. Swastik Projects Pvt. Ltd. 2. Tarachand Estates Pvt. Ltd. 3. Narayani Complex Pvt. Ltd.	NIL	1583550
Mrs. Vimala Devi Bardia	03.08.1949	Under Graduate	-	NIL	NIL	282000

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

Date: 30.05.2016