

**CA. HARI RAM AGARWAL**

B.COM (Hons.), LL.B, FCS, FCA, DISA (ICAI)

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## **SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To  
The Chairman,  
KRYPTON INDUSTRIES LIMITED  
Falta Special Economic Zone,  
Sector-1,  
Plot No. 31 & 32,  
24 Parganas (S)  
Pin-743504

*Dear Sir,*

I, CA. Hari Ram Agarwal (M. No. FCA 057625), Chartered Accountant in Practice and Managing Partner of M/s. H. R. AGARWAL & ASSOCIATES, Chartered Accountants, at 219-C, Old China Bazar Street, 1st Floor, Room no. B-6, Kolkata – 700 001, was appointed as the scrutinizer for conducting the e voting process and voting at the AGM in a fair and transparent manner by the Board of Directors at their meeting held on 26th June, 2015, in connection with 25th AGM of the members of KRYPTON INDUSTRIES LIMITED (the “Company”) held on 24th September, 2015, at 11.30 A.M. at its Registered office Falta Special Economic Zone, Sector 1, Plot No. 31 & 32, P S: Diamond Harbour, 24 Parganas (s), Pin 743504 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 30<sup>th</sup> May, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Pvt. Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Monday, the 21<sup>st</sup> September, 2015 up to 5.00 PM IST on Wednesday, the 23<sup>rd</sup> September, 2015.
2. The Shareholders holding shares as on the “cut off” date, i.e. Thursday, 18<sup>th</sup> September, 2015 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 30<sup>th</sup> day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24<sup>th</sup> day of September, 2015 around 6.17 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Prashant Gupta, residing at 9B Sikdar Para Street, Kolkata – 700007 and Mr. Sumit Agarwal residing at 13, Topsia Rd., Kolkata – 700 046 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)

The result of the remote e-voting [EVSN: 150811013] is as under:

<A> **ORDINARY BUSINESS:**

**a) Resolution 1**

*To consider and adopt the Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,17,753</b>	<b>31,17,753</b>	<b>0</b>

**b) Resolution 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.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,17,753</b>	<b>31,17,753</b>	<b>0</b>

**c) Resolution 3**

*To Ratify the Appointment of M/s. Jagdish Agarwal & Associates, Chartered Accountants as Statutory Auditors and to authorize the Board of Directors to fix their remuneration.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,17,753</b>	<b>31,17,753</b>	<b>0</b>

**<B> SPECIAL BUSINESS:**

**d) Resolution 4**

**Type of Resolution: Ordinary Resolution**

*To Appoint Mrs. Vimala Devi Bardia (DIN: 07125170) as a Director of the Company.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,17,753</b>	<b>31,17,753</b>	<b>0</b>

**e) Resolution 5**

**Type of Resolution: Ordinary Resolution**

*To Appoint Mr. Ravi Prakash Pincha (DIN: 00094695) as an Independent Director of the Company.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,17,753</b>	<b>31,17,753</b>	<b>0</b>

5. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
6. The result of **the voting through ballot forms** are as under :

**<A> ORDINARY BUSINESS:**

**a) Resolution 1**

*To consider and adopt the Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>64,898</b>	<b>64,897</b>	<b>1</b>

**b) Resolution 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.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>64,898</b>	<b>64,897</b>	<b>1</b>

**c) Resolution 3**

*To Ratify the Appointment of M/s. Jagdish Agarwal & Associates, Chartered Accountants as Statutory Auditors and to authorize the Board of Directors to fix their remuneration.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>64,898</b>	<b>64,897</b>	<b>1</b>

**<B> SPECIAL BUSINESS:**

**a) Resolution 4**

**Type of Resolution: Ordinary Resolution**

*To Appoint Mrs. Vimala Devi Bardia (DIN: 07125170) as a Director of the Company.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>64,898</b>	<b>64,897</b>	<b>1</b>

**d) Resolution 5**

**Type of Resolution: Ordinary Resolution**

*To Appoint Mr. Ravi Prakash Pincha (DIN: 00094695) as an Independent Director of the Company.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>64,898</b>	<b>64,897</b>	<b>1</b>

7. Thus, the **combined result** of the remote e-voting [EVSN : 150811013] and votes casted through physical ballot papers distributed at the venue are as under:

<A> **ORDINARY BUSINESS:**

a) **Resolution 1**

*To consider and adopt the Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,82,651</b>	<b>31,82,650</b> (99.9999%)	<b>1</b> (0.0001%)

b) **Resolution 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.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,82,651</b>	<b>31,82,650</b> (99.9999%)	<b>1</b> (0.0001%)

c) **Resolution 3**

*To Ratify the Appointment of M/s. Jagdish Agarwal & Associates, Chartered Accountants as Statutory Auditors and to authorize the Board of Directors to fix their remuneration.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
<b>31,82,651</b>	<b>31,82,650</b> (99.9999%)	<b>1</b> (0.0001%)

*JS*

<B> SPECIAL BUSINESS:

**d) Resolution 4**

**Type of Resolution: Ordinary Resolution**

***To Appoint Mrs. Vimala Devi Bardia (DIN: 07125170) as a Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
<b>31,82,651</b>	<b>31,82,650</b> (99.9999%)	<b>1</b> (0.0001%)

**e) Resolution 5**

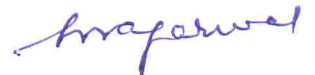
**Type of Resolution: Ordinary Resolution**

***To Appoint Mr. Ravi Prakash Pincha (DIN: 00094695) as an Independent Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
<b>31,82,651</b>	<b>31,82,650</b> (99.9999%)	<b>1</b> (0.0001%)

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,  
Yours Faithfully,



CA. HARI RAM AGARWAL  
Practicing Chartered Accountant  
M. No: FCA 057625

Place: KOLKATA  
Dated: 28.09.2015

**Verified the contents and received the Report of the Scrutinizer**  
**For Krypton Industries Limited**

*Arti Bothra*  
(Arti Bothra)  
Company Secretary  
ACS - 35234.

