



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 **Thirty-fourth Annual General Meeting (AGM) of the members of Krypton Industries Limited (CIN: L25199WB1990PLC048791) will be held on Saturday, the 28th day of September, 2024 at 11.30 A.M. IST 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:

(This Notice supersedes the earlier communication regarding the dates which was initially circulated for Communication of deduction of tax at source on Dividend. Revised dates and additional information are detailed in the ANNEXURE C to this notice. Please review the annexure carefully for updated timelines and other relevant information)

ORDINARY BUSINESS:

1. To adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2024 and the Reports of the Directors and the Auditors thereon.
2. To confirm the payment of final dividend of Re. 1/- per equity shares of face value of Re. 10/- as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the SEBI (LORD) Regulations, 2015.

SPECIAL BUSINESS:

1. **Approval of Grant of Stock Options to the Employee of Krypton Industries Limited:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014 and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the company be and is hereby accorded to grant the stock options under the company Employees stock Option Scheme to the present and future, permanent employees of the company and their director, whether Whole time director or not, but excluding independent directors, from time to time as contained in the scheme, on such terms and conditions, as set out in the scheme and summarized in the Explanatory Statement."

"RESOLVED FURTHER THAT the Board of directors of the Company and the Nomination & Remuneration Committee, be and are hereby authorized to do all such acts, deeds and things as may in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or representatives, being incidental to the effective implementation and administration of ESOS as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary

actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

2. **Continuation of Mrs. Vimala Devi Bardia as a Non-Executive Independent Director of the Company on completion of 75 years of age:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for continuation of Mrs. Vimala Devi Bardia as a Non-Executive Independent Directors of the Company liable to retire by rotation, who would attain the age of 75 Years."

3. **Appointment of Mr. Probal Chakraverty as an Independent Director:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provision of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time ("the Act") read with Schedule IV to the Act and Regulation 16(1)(b), regulation 25(2)(A) and any other applicable provisions of the Securities and Exchange Board of India, Mr. Probal Chakraverty, who was appointed as an Additional director of the Company by the Board of Directors with effect from 31.08.2024 in terms of Section 161(1) of the Act and Article 107 of the Articles of Association of the Company and whose terms of office expires at the Annual General Meeting and who has submitted a declaration he meets the criteria for independence as provided in the Act and SEBI Listing regulation, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 31st August, 2024 till 31st July, 2029."

4. **To Adopt New set of Memorandum of Association of the Company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of Schedule I of the Act, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company by replacing the existing set of Memorandum of Association.

"RESOLVED FURTHER THAT the words "Companies Act, 1956" be substituted with the words "Companies Act 2013" whenever appears in the existing Memorandum of Association of the Company."

RESOLVED FURTHER THAT Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

5. **To Adopt new set of Articles of Association of the Company in Accordance with Companies Act 2013**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 ("the Act"), Schedule I made thereunder, read with Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, things, deeds and matters as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Directors and Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

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

Place : Kolkata
Date : 05.09.2024

Jay Singh Bardia
Managing Director
DIN 00467932

NOTES :

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the Meeting is annexed to this Notice.

1. The details of Directors seeking appointment and reappointment in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their appointment and re-appointment.
2. A copy of this notice has been placed on the website of the Company www.kryptongroup.com. The Notice can also be accessed from the website of BSE Limited (stock exchange) at 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.
3. The AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue in accordance with the clarification Circular(s) issued by the Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") from time to time. The Members can attend and participate at the ensuing AGM through VC/OAVM only. The venue of the AGM shall be deemed to be the head office of the Company at 410, Vardaan Building, 25A Camac Street, Kolkata-700016. The VC/OAVM facility will be provided by Central Depository Services (India) Limited (CDSL).
4. ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM. The facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
5. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business set out in this notice and relevant details under Regulation 36(3) & 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors/Statutory Auditors seeking for re-appointment at the Annual General Meeting is annexed hereto.
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 on-line inspection upon login at CDSL e-voting system 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 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 Tuesday, 17th September, 2024, through email at 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 at least 15 (fifteen) 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 Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its

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 anil@mandaassociates.in with a copy marked to helpdesk.evoting@cdslindia.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

11. Physical Share certificates have no value after April 1, 2023. They yield zero value and zero return unless converted into a De-mat of shares (Dematerialised) form. You can't encash your paper share certificates. There-fore, to realise the worth of your investments, the first and immediate step you need to take is to do your KYC. KYC is critical to converting physical shares into a De-mat of shares format. If you do not do this on priority, your investment will get frozen, compounding the problem further. SEBI has said that if any of the documents mentioned below are not made available on or before April 1, 2023, they will be frozen by RTA. SEBI has made KYC essential for all investors in its circular dated November 3 2021.
12. Investors holding physical share certificates have got a reprieve, with the Securities and Exchange Board of India extending the timeline for complying with know your customer (KYC) norms from March 31 to September 30. It is now mandatory for all holders of physical securities in listed companies to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folio numbers to their registrar and transfer agents.

Any failure in doing so will result in folios being frozen by RTAs after October 1.
13. In case of Joint holders, there will be one vote for every Client ID / registered folio number irrespective of the number of joint holders. The facility for making nomination is available for the members in respect of the shares held by them and those who have not done the same are advised to do so by submitting SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in form ISR-3/SH-14 as the case may be.
14. The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The ISR-1 is also uploaded in the website of the Company www.kryptongroup.com. Attention of the members are sought to submit the said form ISR-1.
15. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of Duplicate Securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly signed and filled ISR-4, the format for which is available on the Company's website at www.kryptongroup.com.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents i.e., Maheshwari Datamatics Private Ltd ("MDPL") or can email in the email-id i.e., mdpldc@yahoo.com for assistance in this regard.
17. The Register of Members and Share Transfer books will remain closed from 22.09.2024 to 28.09.2024. (Both days inclusive).

18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://www.kryptongroup.com> , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.
19. In compliance with section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, substituted by Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services 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 INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 25, 2024 at 10.00 A.M. and ends on September 27, 2024 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 20, 2024) 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in de-mat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing De-mat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the De-mat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. <p>Individual Shareholders holding securities in de-mat mode with NSDL Depository</p>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit de-mat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in de-ddmat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> ● 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.
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"> ● 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non-Individual Shareholders and Custodians for Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; krypton@kryptongroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

II. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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
7. 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 at least by Tuesday, 17th September, 2024 mentioning their name, demat account number/folio number, email id, mobile number at 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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.
10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

General Instructions:

1. The Board of Directors has appointed CS Anil Dubey, Practicing Company Secretary (COP. 12588) (Email id: anil@mandaassociates.in) as the scrutinizer for conducting the evoting process in a fair and transparent manner.
2. The e-voting period commences on 25th September, 2024 (10.00 A.M.) and ends on 27th September, 2024 (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 20th September, 2024 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.
3. 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 20th September, 2024. In case of Joint holders, only one of the Joint holder may cast his/her vote.
4. The Scrutinizer shall, immediately after the conclusion of 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 .
5. 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.

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

Jay Singh Bardia
Managing Director

Place: Kolkata
Date:

Annexure to the Notice

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

ITEM NO. 1

Based on the recommendations and approval of the Board of Directors, subject to approval of the members, the Krypton Industries Limited Employee Stock Option 2024 has been adopted for eligible employees of the Company and its subsidiary(ies) and its holding company, as applicable.

The purpose of the ESOP Plan is to attract, retain and motivate the Company and its subsidiary Companies or holding Company's employees whose present and potential contributions are important to the success of the Company, the Subsidiary(ies) and the holding Company of the Company, by offering them an opportunity to participate in the Company's future and also acquire a proprietary interest in the Company by award of options. The ESOP plan shall be administered by the Board.

No.	Particulars	Login Method
(a)	Total number of stock options to be granted	The maximum available options under this ESOP Plan shall be 7,34,856 (Seven Lakh Thirty-Four Thousand Eight Hundred Fifty-Six). The aggregate number of options which will be granted under the ESOP plan shall correspond to 7,34,856, in one or more tranches, on such terms and conditions as the administrator, may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company
(a)	Identification of Classes of employees entitled to participate in ESOP Plan	The following classes of employees are entitled to participate in the ESOP Plan: (a) a Permanent employee of the Company who has been working in India or outside India; (b) a Director of the Company, whether a Whole-time director or not but excluding an independent director (c) an employee as defined in Clause (a) or (b) above of a Subsidiary Company of the Company, in India or Outside India, or of a holding company of the Company. but does not include: (a) an employee who is a promoter or a person belonging to the promoter group: or (b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

No.	Particulars	Login Method
(c)	The appraisal process for determining the eligibility of employees for ESOP Plan	The appraisal process for determining the eligibility of the employees will be specified by the Administrator (i.e. the Board or any person authorised by the Board in accordance with the ESOP Plan) and will be based on (i) the periodic appraisal of employee(s) and / or any team or group of the employer company of which such employee(s) is/are part of; (ii) subject to such employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the Administrator or assessing the contribution of employee(s) towards the employer company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether employee(s) is/ are eligible employee(s) and satisfy(ies) the eligibility criteria for the grant of options under the ESOP Plan.
(d)	Requirements of vesting and period of vesting	The options granted under the ESOP Plan would vest not less than 1 (one) year and not more than 4 (four) years from the date of grant of an option. The specific vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the grant letter issued to the option holder at the time of grant which may inter alia, include performance and time-based conditions. The options (base or special) will vest upon the satisfaction of the vesting conditions as determined by the Administrator in addition to the Minimum Performance Condition(s) (i.e. the rating of at least satisfactory or any other equivalent rating as determined by the Administrator during the annual performance review) as determined by the Administrator in accordance with this ESOP Plan. The Administrator, in its absolute discretion, for any option holder or class of option holder(s), permit options to be vested and exercised within an accelerated time and as per modified terms and conditions in accordance with the ESOP Plan. However, the options cannot vest less than 1 (one) year from the date of grant of an option.
(e)	The maximum period within which the options shall be vested	All the options granted under the ESOP Plan shall vest on such dates and such proportions as maybe determined by the Administrator. However, such options would not vest later than 4 (four) years from the date of grant of option.
(f)	The exercise price or the formula for arriving at the same	The exercise price will be the fair market value (i.e. the value of an equity share of the Company as may be determined by an independent registered valuer / chartered accountant as per accepted pricing methodology and applicable laws) on the date of grant payable by the option holder for exercising each of the vested options, unless the Administrator specifically decides to provide for a lower price (but not lower than the face value of the shares) and included in the grant letter, provided that the price is in conformity with applicable accounting standards.

No.	Particulars	Login Method
(g)	The exercise period and process of exercise	<p>(a) Exercise Period: Exercise Period under the ESOP Plan means "the time period commencing from the date of vesting within which the employee should exercise the vested option. This shall be provided for in the grant letter." Accordingly, vested options can be exercised within the exercise period as determined by the Administrator and set out in the grant letter.</p> <p>(b) Vested options are to be exercised as follows:</p> <p>(i) During employment - within the Exercise Period set out in the grant letter.</p> <p>(ii) In the event of death of an option holder while in employment with the Employer Company - within 6 (six) months from the date of death of the option holder.</p> <p>(iii) In the event of separation of an option holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company - within 6 (six) months from the date of separation from employment of the option holder from the Employer Company due to such Permanent Disability.</p> <p>(iv) In the event of the option holder's separation from the Employer Company for reasons of normal retirement, superannuation or a retirement specifically approved by the Employer Company, or resignation by the option holder, or termination by Employer Company for any reason other than 'Cause'- on the last working date.</p> <p>(v) In case of termination of the option holder's employment with the Employer Company due to Cause or breach of post-employment obligations - all options (unvested and vested) will lapse.</p> <p>(c) Exercise Process: The method of payment of the exercise price shall be determined by the administrator and may include (i) option holder making the payment to the Company through normal banking channels, such as NEFT/RTGS or issuance of demand draft; (ii) the option holder's approval or consent to the Company to deduct such amount from her/his salary or other entitlements, due and payable; (iii) consideration received by the Company under a cashless exercise program implemented by the Company in connection with this ESOP Plan; or (iv) any combination of the foregoing methods of payment, provided that any such mechanism at the relevant point is allowed under applicable laws.</p>

No.	Particulars	Login Method
(g)	The exercise period and process of exercise	(d) The options shall be deemed to have been exercised for shares only when the Company receives: <ul style="list-style-type: none"> (i) a written notice of exercise from the option holder, in such form as may be prescribed; and (ii) full payment of exercise price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of shares.
(h)	The lock-in period, if any	The shares issued under the ESOP Plan will be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company, shareholders' agreement executed by the option holders, the grant letter or as maybe prescribed under applicable laws.
(i)	The maximum number of options to be granted per employee and in aggregate	Maximum number of options to be granted per employee shall be as determined by the Board (or any person authorised by the Board in accordance with the ESOP Plan subject to overall limits as approved by the shareholders - Maximum number of options to be granted in aggregate-7,34,856 (Seven lakh thirty-four thousand eight hundred fifty-six)
(j)	The method which the company shall use to value its options	company shall use to value its options The Company shall follow the fair value method for computing the compensation cost for options.
(k)	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	Vested options will lapse in the following conditions: <ul style="list-style-type: none"> (a) The vested options which are not exercised by the options holders within the exercise period set out in the grant letter. (b) The vested options which are not exercised by the option holders/option holders' nominee within 6 (six) months from the date of (i) death of option holder; and (ii) separation due to permanent disability. (c) The vested options which are not exercised by the option holders on the last working date in case of (i) normal retirement, superannuation or a retirement specifically approved by the Employer Company; (ii) resignation; or (iii) termination of employment by the Employer Company for any reason other than 'Cause'. (d) All options (unvested and vested) as on the date on which (i) the Company terminates the employment of option holder for 'Cause' (as defined in the ESOP Plan), or (ii) in case option holder violates any post-employment obligations shall lapse.

No.	Particulars	Login Method
(l)	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	Please refer to details as provided in items (g) and (k) above.
(m)	A statement to the effect that the Company shall conform to the applicable accounting standards	The Company shall conform to the accounting policies regarding options prescribed and applicable to it, from time to time.

The Resolution contained at item No. 2 seek to obtain the members' approval to authorize the Board (or any person authorized by the Board in accordance with the ESOP Plan) to create, issue, offer and allot shares, from time to time, to the employees of the Company or its subsidiaries or holding Company under the ESOP Plan and undertake such actions as may be necessary for the administration of the options.

Accordingly, the resolutions set out in Item no. 2 are being placed for the approval of the members.

Pursuant to Section 102 of the Companies Act, 2013, the Board of the Company does hereby confirm that none of its directors or Key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the Stock options may be granted to them pursuant to the ESOP Plan, in accordance with the applicable law.

The Board thereby recommends the passing of the proposed resolutions stated in Item 2 (Special Business) of the notice of meeting for approval of members as a Special Resolution.

ITEM NO. 2

Continuation of Mrs. Vimala Devi Bardia as a Non-Executive Independent Director of the Company on completion of 75 years of age:

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), inter alia, provides that "no Listed Company shall appoint a person or continue the directorship of any person as a non- executive director who has attained the age of 75 (Seventy-Five) years unless it is approved by the members by passing a special resolution to that effect". Accordingly, Mrs. Vimala Devi Bardia has attained the age of 75 years on 03rd August, 2024 and hence, continuation of her directorship beyond the age of 75 years requires the approval of members by way of Special Resolution.

ITEM NO. 3

Regularization of Additional Director Mr. Probal Chakraverty (Din: 08093945) by appointing him as Independent Director of the Company.

RESOLVED THAT, pursuant to provision of Section 149, 150, 152 read with schedule IV to the Companies Act, 2013 and all other applicable provisions of the companies Act, and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr Probal Chakraverty (DIN: 08093945) who was appointed as an Additional Director of the Company w.e.f 31st August 2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office

up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period up to 31st July 2029."

ITEM NO. 4

To Adopt New set of Memorandum of Association of the Company:

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The alteration of MOA is necessary to bring the existing MOA in line with the Companies, Act, 2013.

A copy of the proposed set of new Memorandum of Association of the company would be available for inspection at the registered office of the company during the business hours on any working day

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

The Board of Directors recommend passing of the resolution set out at Item No.4 for the approval of the members of the company by a special resolution.

ITEM NO. 5

To Adopt new set of Articles of Association of the Company in Accordance with Companies Act 2013

The existing Articles of Association (AOA) are based on the Companies Act, 1956 (the erstwhile Act) and several regulations in the existing AOA contained references to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the new Act). Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

A copy of the proposed set of new Articles of Association of the company would be available for inspection at the registered office of the company during the business hours on any working day.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

The Board of Directors recommend passing of the resolution set out at Item No.3 for the approval of the members of the company by a special resolution.

INFORMATION ABOUT THE APPOINTEE:**Annexure-A**

Details of Directors seeking appointment/re-appointment at the 34th Annual General Meeting to be held on September 28, 2024 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Probal Chakraverty	VIMALA DEVI BARDIA
Date of Birth	04.08.1962	03.08.1949
Age 62	75	
Date of appointment	31.08.2024	18.03.2015
Relationship with Directors and Key Managerial Personnel	NA	Mother of Managing Director Mr. Jay Singh Bardia & Wife of the CEO Panna Lal Bardia
Qualification	Engineer	Under graduate
Board Membership of other listed Companies as on March 31, 2024	Nil	Nil
Terms and conditions of appointment/ reappointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2024	Nil	Nil
Number of equity shares held in the Company as at March 31, 2024	NIL	282000

Annexure-B

Brief profile of Directors seeking appointment/re-appointment at the 34th Annual General Meeting to be held on September 28, 2024.

Probal Chakraverty

Sr. No.	Particulars	Details
1.	Name of Director	Mr. Probal Chakraverty
2.	Reason for Change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr. Probal Chakraverty as an Additional director designated as Non- Executive Independent Director.

3.	Date of appointment & terms of appointment	Appointment of Mr. Probal Chakraverty as an Additional director (till the next general meeting or for a period of three months from the date of appointment, whichever is earlier) designated as Non- Executive Independent Director, not liable to retire by rotation, for a tenure of 5 consecutive years commencing from August 31, 2024 to July 31, 2024, subject to approval of the shareholders.
4.	Brief Profile (in case of appointment)	Mr. Probal Chakraverty is an Engineer. He is knowledgeable in Company related compliances His expertise includes internal control systems, corporate governance, and compliance with laws and regulations. Currently, he is a director 4(four) Companies.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not related with any Director of the Company.

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 appointment including remuneration payable to Mr. Probal Chakraverty are as follows:

Position & Title: Non- Executive Independent Director under Companies Act, 2013

Remuneration:

Sitting Fees: The Company with the approval of the Board decides the amount to be paid to Mr. Probal Chakraverty will be Rs.3000/- for Board and Rs.3000/- for committee meetings attended physically or participated in electronically.

The Board recommends passing of the Resolution as Special Resolution in the best interest of the Company.

Mr. Probal Chakraverty is not related with any Directors of the Company and no other Directors and KMP of the Company and their relatives is interested or concerned in the aforesaid Resolution.

Registered Office:
Banganagar, Diamond Harbour Road,
Falta, 24 Parganas (S) 743 513
CIN: L25199WB1990PLC048791

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

Jay Singh Bardia
Managing Director

Date:

ANNEXURE C

Update on TDS Communication Letter

Dear Member,

We are writing to inform you of important updates concerning the Tax Deducted at Source (TDS) Communication letter that was previously sent to you on 08th August 2024. Due to the rescheduling of the Annual General Meeting (AGM), there have been changes to certain dates and deadlines mentioned in the TDS Communication.

Revised Key Dates: 21st September, 2024, Saturday

Closure of Register of Member: 21st September, 2024, Saturday at the close of business hours

Furnishing of Form 15G/15H: 21st September, 2024

All the links given above will be disabled at the close of the business hours on 21st September 2024.

If the tax on Dividend is deducted at a higher rate in the absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by 21st September 2024, the shareholder may claim an appropriate refund in the return of income filed with their respective Tax authorities.

For any questions or further assistance regarding the updated dates or submission process, please contact:

- Contact Person: Priya Agarwal
- Phone: 033- 22871366
- Email: cs@kryptongroup.com

Your prompt attention to these updates is crucial for ensuring accurate tax deduction and timely dividend processing. We apologize for any inconvenience this may cause and appreciate your cooperation in this matter.

For **KRYPTON INDUSTRIES LIMITED**

CS Priya Agarwal
Company Secretary