

# **KRYPTON INDUSTRIES LIMITED**

---

## **CONTENTS**

---

1.	Notice to Shareholders	03
2.	Directors' Report	10
3.	Annexure to Directors' Report	17
4.	Report of Corporate Governance	19
5.	CEO / CFO Certificate	29
6.	Auditors' Certificate on Corporate Governance	30
7.	Auditors' Report & Annexure	31
8.	Balance Sheet	36
9.	Statement of Profit & Loss	37
10.	Cash Flow Statement	38
11.	Notes of the Financial Statements	40

---

AGM ON WEDNESDAY, 27TH AUGUST, 2014

Venue

**KRYPTON INDUSTRIES LIMITED**

**CIN : L25199WB1990PLC048791**

Falta Special Economic Zone, Sector - 1, Plot No. 31 & 32  
P. S. Diamond Harbour, 24 Parganas (South), West Bengal - 743 504  
Time : 11:30 A.M.

**ALL SHAREHOLDERS ARE WELCOME**

**24TH ANNUAL REPORT  
BOARD OF DIRECTORS**

JAY S. BARDIA	:	MANAGING DIRECTOR
TANSUKH GULGULIA	:	DIRECTOR
T. C. BACHHAWAT	:	DIRECTOR
PRADEEP KUMAR SINGH	:	DIRECTOR

**ADMINISTRATIVE**

P. L. BARDIA	:	CHIEF EXECUTIVE
TARUN KUMAR DAS	:	COMPANY SECRETARY
BANKER	:	1) BANK OF BARODA International Business Branch 4, India Exchange Place Kolkata - 700 001. 2) THE FEDERAL BANK LTD. 1, R. N. Mukherjee Road Branch Kolkata - 700 001
AUDITORS	:	M/s. JAGDISH AGARWAL & ASSOCIATES Chartered Accountants 446, City Centre, 19, Synagogue Street, Kolkata - 700 001.
DEMAT REGISTRAR & SHARE TRANSFER AGENT	:	MAHESHWARI DATAMATICS (P) LTD. 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001 Phone : 033-22435809/5029, Fax : 033-22484787
HEAD OFFICE	:	410, Vardaan Building 25A, Abanindra Nath Tagore Sarani 4th Floor, Kolkata - 700 016 Phone : 033-22871366, Fax : 033-22871084 Website : <a href="http://www.kryptongroup.com">www.kryptongroup.com</a> E-mail : <a href="mailto:krypton@vsnl.com">krypton@vsnl.com</a>

REGISTERED OFFICE & WORKS - I	:	FALTA SPECIALECONOMIC ZONE Sector - 1, Plot No. 31 & 32 Falta, 24 Parganas (S) Pin - 743 504, West Bengal Phone : 91-3174-222227
WORKS - II	:	P. O. & Village Banganagar, Diamond Harbour Road 24-Parganas (S), West Bengal - 743 513 Phone : 91-3174-241005
WORKS - III	:	FALTA SPECIALECONOMIC ZONE Sector - 2, Plot No. 48, 24 Parganas (S) Pin - 743 504, West Bengal Phone : 91-3174-222262 / 67
WORKS - IV	:	FALTA SPECIALECONOMIC ZONE Sector - 2, 24 Parganas (S) Pin - 743 504, West Bengal Phone : 91-3174-222602
WORKS - V	:	FALTA SPECIALECONOMIC ZONE Sector - 2, Plot No. 49, 24 Parganas (S) Pin - 743 504, West Bengal Phone : 91-3174-222719
WORKS - VI	:	Sarisa Falta Road, Sadhurhat P.S. - Ramnagar, 24 Parganas (S) West Bengal - 743 504

# KRYPTON INDUSTRIES LIMITED

---

## NOTICE

NOTICE is hereby given that the Twenty Fourth 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 Wednesday, the 27th day of August, 2014 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, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tilok Chand Bachhawat (DIN: 00580356) who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013, M/s Jagdish Agarwal & Associates (Firm registration No : 320253E), Chartered Accountants, the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three (3) years subject to ratification by members at every Annual General Meeting commencing from the conclusion of this Annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company on a year to year basis."

### SPECIAL BUSINESS :

4. To Appoint Mr. Pradeep Kumar Singh (DIN: 00386800) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the rules made there under and Clause 49 of the Listing Agreement, Mr. Pradeep Kumar Singh (DIN: 00386800) Independent Director, from whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying his intentions for the Directorship of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to the conclusion of 29th Annual General Meeting in the calendar year 2019, not liable to retire by rotation."

Registered Office:

Falta Special Economic Zone  
Sector-1, Plot-31&32, Falta,  
24-Parganas (S), Pin-743504  
West Bengal  
CIN : L25199WB1990PLC048791

Date : 30.05.2014

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

**Tarun Kumar Das**  
Company Secretary

**NOTES :**

1. A copy of this notice has been placed on the website of the Company [www.kryptongroup.com](http://www.kryptongroup.com).
2. The notice is being sent to all the members of the Company, whose names appear on the register of members / record of Depositors as on 18th July, 2014.
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 25/08/2014.
4. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to Section 173(2) of the Companies Act, 1956), in respect of the Special Business and the details pursuant to Clause 49 of the Listing Agreement 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, 2014 may send their queries at least 10 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 physical form are requested to advise immediately, change in their address, if any, quoting their folio number(s), to the company's Registrar & Share Transfer Agent.
8. 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.**
9. 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.
10. 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.

# KRYPTON INDUSTRIES LIMITED

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 2B (in duplicate) as prescribed under the Companies (Central Government's) General Rules & Forms, 1956, 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. The Register of Members and Share Transfer books will remain closed from 20/08/2014 to 27/08/2014 (both day inclusive).
13. In accordance with Clause 35B of the Listing Agreement 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 and the necessary arrangements have been made by the company with the Central Depository Services Limited to facilitate the e-voting system.

**I. The instructions for members for voting electronically are as under :-**

**A. In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of O'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. - Sequence number is communicated in the Attendance Slip/ Covering Letter.</li> </ul>

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

## KRYPTON INDUSTRIES LIMITED

---

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### **B. In case of members receiving the physical copy:**

- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (ii) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **General Instruction :**

- (II) The Board of Directors, have, at their meeting held on 18th June, 2014, 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.
  - (III) The e-voting period commences on 20th August, 2014 (10.00 A.M.) and ends on 22nd August, 2014 (6.00 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 18th July, 2014 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.
  - (IV) 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 18th July, 2014.
  - (V) The Scrutinizer shall within a period of not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - (VI) The results shall be declared at the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company and the websites of the Agency within two days of passing of the resolutions at the relevant Annual General Meeting and communicated to the NSE and BSE Limited.
14. 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

Date : 30.05.2014

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

**Tarun Kumar Das**  
Company Secretary



**Annexure to the Notice**

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

**ITEM NO. 4**

Mr. Pradeep Kumar Singh is a Non-Executive (Independent) Director (DIN: 00386800) of the Company. He joined the Board of Directors in December, 2010. As per Section 149, 152 and any other applicable provisions of the Companies Act, 2013, and as per Clause 49 of Listing Agreement (Revised), Mr. Pradeep Kumar Singh is to be re-appointed as an Independent Director for a term of five years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Pradeep Kumar Singh along with a deposit of Rs. 100,000/- proposing the candidature of him for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Pradeep Kumar Singh (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub- Section (6) of Section 149 of the Companies Act, 2013 .

The resolution seeks the approval of members for the appointment of Mr. Pradeep Kumar Singh as an Independent Director, of the Company up to the conclusion of sixth Annual General Meeting pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Pradeep Kumar Singh, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Pradeep Kumar Singh as an Independent Director setting out the terms and conditions is available for inspection without any fees by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Pradeep Kumar Singh as an Independent Director.

No director, key managerial personnel or their relatives, except Mr. Pradeep Kumar Singh, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No.4 for the approval of the members.

Mr. Pradeep Kumar Singh is interested in the resolutions set out respectively in item No 4 of the Notice with regard to his appointment.

The relatives of Mr. Pradeep Kumar Singh may be deemed to be interested in the resolution set out in item no 4 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item No 4.

# KRYPTON INDUSTRIES LIMITED

## 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. T. C. Bachhawat	07.12.1953	CA	20 years	1. Sherawali Trade-Link Pvt. Ltd. 2. Fiddle Deal Trade Pvt. Ltd. 3. Pune Plasto Engineers Pvt. Ltd.	NIL	160849
Mr. Pradeep Kumar Singh	15.01.1962	M.A.	25 years	1. Swastik Project Ltd. 2. Indus Earth Movers & Infrastructures Pvt. Ltd. 3. Captivate Developers & Services Pvt. Ltd. 4. Tarachand Estates Pvt. Ltd. 5. Narayani Complex Private Limited 6. Alishan Realtor Pvt. Ltd. 7. Nishchinta Realtor Pvt. Ltd. 8. Deeprekha Tracom Pvt. Ltd. 9. Amar Appartments Pvt. Ltd.	NIL	NIL

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**

**Tarun Kumar Das**  
Company Secretary

Date: 30.05.2014