



Kkalpana Industries (India) Limited

Regd. Office : 2B, Pretoria Street, Kolkata - 700 071
Tel. : +91-33-2282 3744/45/3671/99, Fax : +91-33-2282 3739
E-mail : kolkata@kkalpana.co.in, Website : www.kkalpanagroup.com
CIN : L19202WB1985PLC039431

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 32nd (Thirty-second) Annual General Meeting of the Members of KKALPANA INDUSTRIES (INDIA) LIMITED will be held at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 on Saturday, the 23rd day of September, 2017, at 10.00A.M. to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss Account and Cash Flow Statement for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Pranab Ranjan Mukherjee (DIN –00240758), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint auditors and fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s B. Mukherjee & Co., Chartered Accountants, Kolkata (Firm Registration No. 302096E), being eligible and willing to act as Auditors and having furnished certificate pursuant to Section 139 of the Companies Act, 2013, be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company, at a fee of Rupees 3,10,000/- for the year 2017-18 plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. **Ratification of Remuneration payable to the Cost Auditors of the Company for the Financial year ended March 31, 2018**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company hereby confirms and ratifies the remuneration of Rs.25000/-plus taxes as applicable and out-of-pocket expenses,as recommended by the Audit Committee of the Board and Board of Directors of the Company,payable to M/s. D.Sabyasachi& Co., who are appointed as Cost Auditors of the Company on the recommendation of Audit Committee, to conduct Audit of the cost accounting records pertaining to plastic compounds and other manufacturing items of the Company for the year ending 31st March, 2018.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts ,things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

5. **Reappointment of Mr. Narrindra Suranna as a Managing Director**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196,197 and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Act, including any statutory modification(s) or reenactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration issued by the Ministry of Corporate Affairs, from time to time, or any other law and subject to such other approvals, as may be necessary, and terms as are agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf), and as per the relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the reappointment of Mr. Narrindra Suranna (DIN – 00060127) as Managing Director of the Company, for a period of 5 (Five) years with effect from 01st August, 2017, upon the terms and conditions as are set out in the Statement annexed hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the reappointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Narrindra Suranna, subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Suranna shall be within the limits set out in the Companies Act, 2013 and Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

6. **Reappointment of Dr. Pranab Ranjan Mukherjee as a Whole Time Director**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196,197 and 198 and other applicable provisions if any, of

the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or reenactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration issued by the Ministry of Corporate Affairs, from time to time, or any other law and subject to such other approvals, as may be necessary, and terms as are agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf), and as per the relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the reappointment of Dr. Pranab Ranjan Mukherjee (DIN – 00240758) as Whole-Time-Director (Technical) of the Company, for a period of 1 (One) year with effect from 01st October, 2017, upon the terms and conditions as are set out in the Statement annexed hereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the reappointment and remuneration, from time to time, as may be agreed to by the Board and Dr. Pranab Ranjan Mukherjee subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Dr. Mukherjee shall be within the limits set out in the Companies Act, 2013 and Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution."

Registered Office:
2B, Pretoria Street,
Kolkata-700071

By Order of the Board of Directors
For Kkalpana Industries (India) Limited

Date: 30th Day of May, 2017
Place: Kolkata

A.B. Chakrabarty (FCS- 7184)
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. MEMBERS ARE REQUESTED TO NOTE THAT PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE, A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. IF A PROXY IS APPOINTED FOR MORE THAN 50 MEMBERS, THE PROXY SHALL CHOOSE ANY FIFTY MEMBERS AND CONFIRM THE SAME TO COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

IN CASE, THE PROXY FAILS TO DO SO, THE FIRST 50 PROXIES RECEIVED BY THE COMPANY SHALL BE CONSIDERED AS VALID.

THE INSTRUMENT APPOINTING PROXY, DULY COMPLETED, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED, EITHER IN PERSON OR THROUGH POST, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING (i.e. ON OR BEFORE 21ST SEPTEMBER, 2017, 10:00 A.M. IST). A PROXY FORM FOR THE AGM IS ENCLOSED.

2. Corporate Members intending to send their authorized representatives to attend the meeting are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal (for e-voting), authorizing their representative to attend and/or vote on their behalf at the AGM.
3. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. The members/proxies/authorized representatives are requested to bring duly filled attendance slip (as enclosed herewith) along with their copy of Annual Report at the AGM and hand it over at the counter at the venue.
4. The Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
5. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 of the Companies Act, 2013 ('the Act') will be available for inspection by the members at the AGM.
6. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on all resolutions set forth in the Notice convening the 32nd Annual General Meeting (AGM) electronically through electronic voting (e-voting) services facilitated by the National Securities Depository Limited (NSDL) and all items of the business may be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) services provided by National Securities Depositories Limited ("NSDL"). Instructions and other information relating to remote e-voting are given in the notice under note no.19. The Company will also send communication relating to remote e voting which inter alia would contain details about User ID and password along with a copy of this notice to the members, separately.

The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again. The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699) as the Scrutinizer for this purpose.

8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Saturday, 16th September, 2017 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM.
9. In case of joint holders attending the meeting, only such joint holder who is higher in order of names, will be

entitled to vote at the meeting.

10. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 16th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive).
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Report and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with Depository Participant(s). Members who have not registered their e-mail addresses may now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members holding physical shares may register their e-mail address with the Registrar and Share Transfer Agents of the Company. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
12. The Notice of the 32nd AGM, details and instructions for remote e-voting and the Annual Report of the Company for the year ended 31st March, 2017 along with attendance slip and proxy form are uploaded on the Company's website www.kkalpanagroup.com and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.

Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For the members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

13. Members, holding shares in physical mode are requested to notify the change in their address / mandate/ bank account to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700 019, the Registrar & Share Transfer Agent of the Company. Members holding shares in demat form, are requested to intimate any change in their address and/or bank mandate to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in demat form for any change in their particulars.
14. Members are requested to address all correspondences, including those on dividends, to the Registrar and Share Transfer Agents, as mentioned above.
15. 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 the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. CB Management Services Pvt. Limited.
16. Dividend for the financial year ended 31st March, 2010, which remains unpaid or unclaimed, will be due for transfer to Investors' Education and Protection Fund of the Central Government ('IEPF') on 05th November, 2017, pursuant to the provisions of Section 205C of the erstwhile Companies Act, 1956 (Section 125 of the Companies Act, 2013). In respect of the said dividend, it will not be possible to entertain claims received by the Company after 04th November, 2017.

Members, who are yet to encash their dividend warrants for the financial year 2009-10 or any subsequent financial years, are requested to correspond/lodge their claims with the Company's Registrar & Share Transfer Agents without delay. The details of dividend unclaimed by the members for the past years which have not yet been transferred to the Central Government are readily available for view by the members on the website of the Company (www.kkalpanagroup.com), as also on the website of the Ministry of Corporate

Affairs (www.mca.gov.in). Further, the members are advised to glance through the database and lodge their claim for dividend, which has remained unclaimed, with the Company's Registrar and Share Transfer Agents. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies, Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these, members are requested to note that dividends that are not encashed/ claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Act, be transferred to Investor Education and Protection Fund (IEPF). Shares on which dividend remains unpaid/ unclaimed for seven consecutive years will be transferred to demat account of IEPF Authority as per section 124 of the Act, and applicable rules, notifications, if any. Hence the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The shareholders whose dividend/ shares are transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

17. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all shares, as above, to demat account of the IEPF Authority, in accordance with IEPF Rules as and when notified.
18. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
19. **Process and manner for members opting for remote e-voting are as under:**
 - I. The remote e-voting period commences on 20th September, 2017 (9:00 a.m) and ends on 22nd September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The rights of members shall be proportionate to their share of the paid-up equity share capital of the company as on the cut-off date. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
 - II. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Kkalpana Industries (India) Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to daga.ashok@gmail.com with a copy marked to evoting@nsdl.co.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM, in the following format :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2017.

VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [RTA](#).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

X. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699) has been appointed

for as the Scrutinizer for providing facility to the members of the Company to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner.

- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kkalpanagroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to concerned stock exchanges where the company's shares are listed.
20. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
21. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 01.00 p.m. up to the date of Meeting.
22. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to the Notice.
23. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your depository participants (in case of demat holdings) or with the RTA (in case of physical holdings)
24. Members desiring any information/clarification relating to the accounts and operations of the company or intending to raise any query are requested to write to the Company atleast 10 days in advance of the meeting, to the Company Secretary at the registered office address, so as to enable the management to keep the information ready.
25. Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, in respect of Directors seeking appointment / re appointment at the AGM, is as under. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

(In Pursuance of Regulation 36(3) of SEBI Listing Regulations)

Name of Director	Mr. Narrindra Suranna* (DIN 00060127)	Dr. P.R. Mukherjee (DIN 00240758)
Date of Birth	01.08.1961	10.10.1945
Date of Appointment on the Board	17.07.1996	01.10.2014
Qualification	B.Com(Hons.) & L.L.B from Calcutta University.	B.Sc(Hons.), M.Sc (Spl Organic), Ph.D in Stereo Chemical Studies in Organic Reactions.
Expertise	Mr. Suranna is a Promoter and has been associated with the Company since inception. He has got wide range of experience in plastic industry. Due to his dynamic leadership, the Company has reached its present height.	Dr.Mukherjee has 40 years of experience in corporate arena particularly, in Plastic and Ploymers Industries.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	None	None
Memberships / Chairmanships of Committees across other companies in which he/she is a Director	None	None
Memberships / Chairmanships of Committees in the company	Member of CSR Committee	Chairman of CSR Committee and member of Stakeholders Relationship Committee
Shareholding in the Company	2000	NIL
Relationship with other Directors	NIL	NIL

Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies

* Office of Mr. Narrindra Suranna as Managing Director is not rotational as per terms of Articles 148 of the Articles of Association of the Company.

Registered Office:
2B, Pretoria Street,
Kolkata-700071

By Order of the Board of Directors
For Kkalpana Industries (India) Limited

Date: 30th Day of May, 2017
Place: Kolkata

A.B. Chakrabarty (FCS- 7184)
Company Secretary

Statement pursuant to Section 102 of The Companies Act, 2013

The following Statement sets out all the material facts relating to the Special Business in the accompanying Notice:

Item No.4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s D. Sabyasachi & Co, Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18.

In accordance with the provisions of Section 148 of the Act read with the relevant provisions of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 25,000/- plus taxes as applicable and out of pocket expenses, was recommended by the Board and Audit Committee as payable to the Cost Auditors. The shareholders of the Company are requested to confirm and ratify the said remunerations, if so thought fit.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business under Item No. 4 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Item No.5

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 30th May, 2017, approved the re-appointment of Mr. Narrindra Suranna (DIN – 00060127) as Managing Director of the Company for a period of 5 (Five) years with effect from 01st August, 2017, subject to approval of members, on the following main terms and conditions:

1. The appointment shall be for a period of five years commencing from 01st August, 2017 as Managing Director.
2. Pursuant to Article 148 of the Articles of Association of the Company, Mr. Narrindra Suranna will not be liable to retire by rotation, while he continues as a Managing Director of the Company.
3. As Managing Director, Mr. Suranna shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Board of Directors.
4. In consideration of the performance of his duties to the Company, Mr. Suranna shall be entitled to the following remuneration:
 - A. Remuneration:

Salary: - Rs.3,00,000/- (Three Lacs only) per month in the scale (Rs.3,00,000 – Rs.25,000 – Rs.4,00,000).
The annual increment, which will be merit based, will be effective from 1st April each year, and the same will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.
 - B. Perquisites:
 - I. One month's salary as Ex-gratia per year.
 - II. One month's paid leave per year, which may be encashable in part or in full, as per the Company Rules.
 - III. The actual petrol and mobile expenses, for official use, shall be reimbursed.

C. Gratuity:

As per Company Rules.

5. Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the continuance of the tenure of office of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V to the Companies Act, 2013 or any amendments thereto.

6. Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or reenactment thereof, the Board shall be entitled to alter or vary any of the foregoing terms of remuneration, benefits or perquisites to which Mr. Suranna may be entitled as aforesaid.

The approval of the members is sought pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, for the above reappointment of Mr. Narrindra Suranna as Managing Director of the Company and payment of remuneration to him.

The Board of Directors recommends the Special Resolution, being Item No. 5 of the Notice convening this AGM, for approval of the members.

Mr. Suranna is not related to any other Director of the Company. A brief resume of Mr. Suranna as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as Annexure to this Notice.

Save and except Mr. Narindra Suranna, none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Item No. 6

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 30th May, 2017, approved re-appointment of Dr. Pranab Ranjan Mukherjee (DIN - 00240758), aged 71 years, as Whole-Time-Director (Technical) of the Company for a period of 1 (One) year with effect from 01st October, 2017, on the following main terms and conditions:

1. The appointment shall be for a period of One year commencing from 01st October, 2017 as Whole-Time-Director (Technical)
2. Dr. Pranab Ranjan Mukherjee will be liable to retire by rotation while he continues as a Whole-Time-Director of the Company.
3. As Whole time Director (Technical), Dr. Mukherjee shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Managing Director and /or the Board of Directors.
4. In consideration of the performance of his duties to the Company, Dr. Mukherjee shall be entitled to the following remuneration:

A. Remuneration:

Salary of Rs. 1,28,571/- (Rupees One Lac Twenty Eight Thousand Five Hundred Seventy One only) per month.

B. Perquisites:

- I. One month's salary as Ex-gratia per year.
- II. One month's paid leave per year, which may be encashable in part or in full, as per the Company Rules.

C. Gratuity:

As per Company Rules.

5. Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the continuance of the tenure of office of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V of the Companies Act, 2013 or any amendments thereto.

6. Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or reenactment thereof, the Board shall be entitled to alter or vary any of the foregoing terms of remuneration, benefits or perquisites to which Dr. Mukherjee may be entitled as aforesaid.

Mr. Mukherjee (aged 71 years) has been associated with the Company since 2009 and has over 40 years' experience in Plastic and Polymer Industry. A brief profile of Mr. Mukherjee, including nature of expertise, is provided in the annexure to the Notice. He was appointed as Whole Time Director (Technical) for a period of 3 (three) years from 01.10.2014 to 30.09.2017. Pursuant to provisions of Section 196(3), the company cannot appoint/continue the appointment of a Whole Time Director who has attained the age of 70 years provided such appointment is made by passing special resolution. The Board of Directors of your company is of the opinion that his association with your company will be technically and financially a sound proposition.

The special resolution, being Item No. 6 of the notice convening the Annual General Meeting is intended for the purpose.

The Board of Directors recommend the special resolution for approval of members and accordingly the approval of the members is sought pursuant to the provisions of Section 196,197,198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, for the above reappointment of Dr. Mukherjee as Whole – Time- Director of the Company and payment of remuneration to him.

Mr. Mukherjee is not related to any other Director of the Company. A brief resume of Mr. Mukherjee as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as Annexure to this Notice.

Save and except Dr. Mukherjee (DIN 00240758), none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Registered Office:
2B, Pretoria Street,
Kolkata-700071

By Order of the Board of Directors
For Kkalpana Industries (India) Limited

Date: 30th Day of May, 2017
Place: Kolkata

A.B. Chakrabarty (FCS- 7184)
Company Secretary

**ADDENDUM TO THE NOTICE OF 32ND ANNUAL GENERAL MEETING OF
MEMBERS OF KKALPANA INDUSTRIES (INDIA) LIMITED**

SPECIAL BUSINESS:

7. Appointment of Mr. Samir Kumar Dutta (DIN 07824452) as Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Samir Kumar Dutta (DIN 07824452), appointed by the Board of Directors as an Additional Director of the Company, with effect from 21st June, 2017 under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 122 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Samir Kumar Dutta for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof and Article 123 of the Articles of Association of the Company, Mr. Samir Kumar Dutta , who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years up to the fifth consecutive AGM of the Company to be held in the year 2022, whose period of office shall not be liable to retirement by rotation .”

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 7

The Board of Directors had, pursuant to recommendation by the Nomination and Remuneration Committee, at its meeting held on 30th May, 2017, appointed Mr. Samir Kumar Dutta (DIN 07824452), aged 73 years, as an Additional Director of the Company with effect from 21st June, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) in the category “Independent Director”.

As an additional director, Mr. Samir Kumar Dutta, will hold office only upto the date of this Annual General Meeting. Mr. Dutta, being eligible and offering himself for appointment, is proposed to be appointed as a director of the Company. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Samir Kumar Dutta (DIN: 07824452) as a candidate for the office of Director of the Company.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

In terms of Section 149 and other applicable provisions of the Companies Act,2013,he is also proposed to be appointed as an Independent Director for a period of five(5) consecutive years, up to the fifth consecutive AGM of the Company to be held in the year 2022, whose period of office shall not be liable to determination by retirement by rotation.

Mr. Dutta, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the

Registered Office of the Company during normal business hours on any working day and is also available on the website of the company (www.kkalpanagroup.com).

Save and except Mr. Samir Kumar Dutta, none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Registered Office:

2B, Pretoria Street,

Kolkata-700071

Date: 10th Day of August, 2017

Place: Kolkata

By Order of the Board of Directors
For Kkalpana Industries (India) Limited

Tanvi Panday (ACS- 31176)

Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Samir Kumar Dutta (DIN:07824452)
Date of Birth	04.12.1943
Date of Appointment on the Board	21.06.2017
Qualification	B.Sc from Calcutta University. He is a Fellow member at Institute of Cost Accountants of India
Expertise	He has over 40 years of experience in corporate and financial matters.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	None
Memberships / Chairmanships of Committees across other companies in which he is a Director	None
Memberships / Chairmanships of Committees in the company	Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.
Shareholding in the Company	NIL
Relationship with other Directors	NIL

Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies

Registered Office:

2B, Pretoria Street,

Kolkata-700071

Date: 10th Day of August, 2017

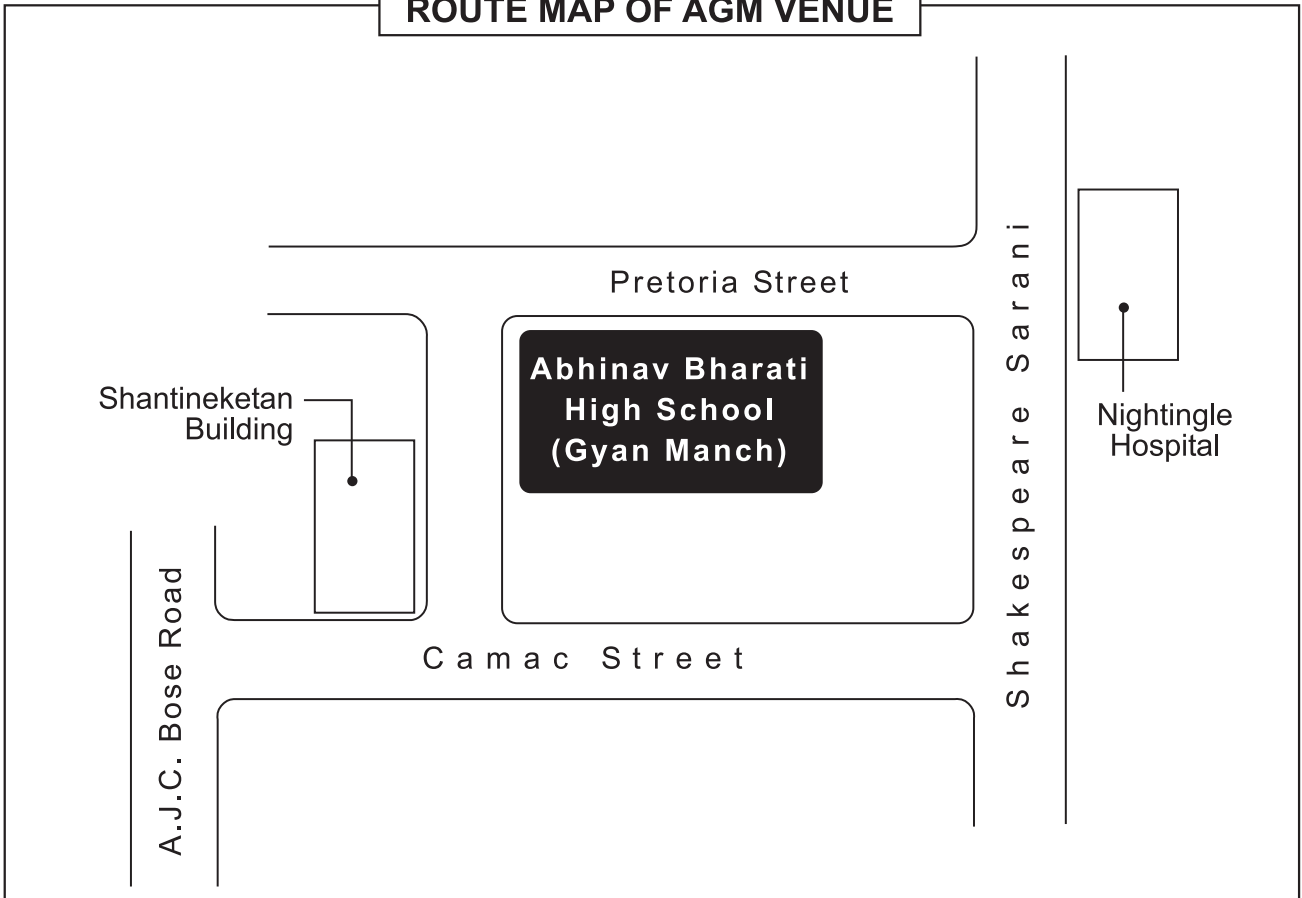
Place: Kolkata

By Order of the Board of Directors
For Kkalpana Industries (India) Limited

Tanvi Panday (ACS- 31176)

Company Secretary

ROUTE MAP OF AGM VENUE



Kkalpana
Kkalpana Industries (India) Limited
 (formerly Kalpena Industries Limited)

Registered Office : 2B, Pretoria Street, Kolkata - 700 071
 Phone : 033 2282 3744/45, Fax : 033 2282 3739
 E-mail : kolkata@kkalpana.co.in, Website : www.kkalpanagroup.com
 CIN : L19202WB1985PLC039431

ATTENDANCE SLIP

AGM 2017

32ND ANNUAL GENERAL MEETING



I hereby record my/our presence at the 32nd Annual General Meeting of the Company being held at Gyan Manch Auditorium, 11, Pretoria Street, Kolkata 700 071 on Saturday, the 23rd September, 2017 at 10:00 A.M. and at any adjournment thereof.

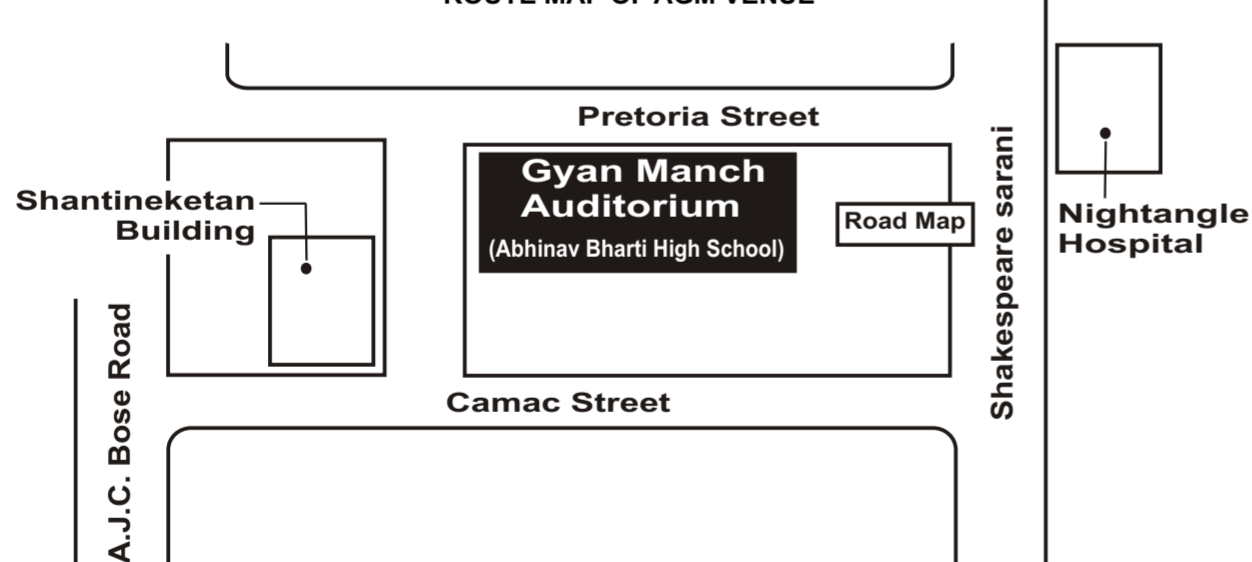
Member's Name _____ Proxy's Name _____ Member's / Proxy's Signature _____

- Notes :**
- A Member / Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance, duly filled and signed. Joint holders may obtain additional attendance slip on request.
 - Physical copy of Annual Report for 2016-17 and the notice of the Annual General Meeting inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all members in the permitted mode. A Member / Proxy holder attending the meeting should bring copy of Annual Report for reference at the meeting.

REMOTE E-VOTING PARTICULARS

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN
106998		

ROUTE MAP OF AGM VENUE



Kkalpana
Kkalpana Industries (India) Limited
 (formerly Kalpena Industries Limited)

Registered Office : 2B, Pretoria Street, Kolkata - 700 071, Phone : 033 2282 3744/45,
 Fax : 033 2282 3739, E-mail : kolkata@kkalpana.co.in, Website : www.kkalpanagroup.com
 CIN : L19202WB1985PLC039431

FORM NO. MGT - 11

PROXY FORM

AGM 2017



[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): _____
 Registered address : _____
 E-mail Id: _____
 Folio No./Client Id/DPID: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

- (1) Name: _____ Address: _____ E-mail Id: _____ Signature : _____, or failing him;
- (2) Name: _____ Address: _____ E-mail Id: _____ Signature : _____, or failing him;
- (3) Name: _____ Address: _____ E-mail Id: _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on Saturday the 23rd day of September, 2017 at 10:00 a.m. at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional	
		For	Against
Ordinary Business			
1	To adopt the Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit & Loss Account and cash flow statement for the year ended as on that date and the Reports of the Directors and Auditors thereon.		
2	To appoint a Director in place of Dr. PranabRanjan Mukherjee (DIN 00240758), who retires by rotation and being eligible, offers himself for reappointment.		
3	To appoint M/s.B.Mukherjee & Co., Chartered Accountants (Firm Registration No. 302096E) as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
4	Ratification of Remuneration payable to the Cost Auditors of the Company for the Financial year ended March 31, 2018.		
5	Re-appointment of Mr. Narrindra Suranna (DIN: 00060127) as Managing Director of the Company.		
6	Re-appointment of Mr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director (Technical) of the Company.		
7	Appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as Independent Director of the Company.		

Signed this _____ day of _____ 2017

Signature of shareholder _____
 Signature of Proxy holder(s) _____

Affix
 Revenue
 Stamp

Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 32nd Annual General Meeting of the Company.
- "It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of Member(s) in above Box before submission.