



Kkalpana Industries (India) Limited

Report pursuant to Section 121(1) of the Companies Act, 2013 read with Rule 31 of the Companies (Management and Administration) Rules, 2014

The 34th Annual General Meeting of the Members of the Company was held on Friday, 27th day of September, 2019 at 10:00 A.M. at "Gyan Manch, 11 Pretoria Street, Kolkata - 700 071.

Mr. Narrindra Suranna (DIN: 00060127), Chairman & Managing Director of the Company, chaired the proceedings of the Meeting.

After verifying the attendance register and proxies, the Chairman declared that 166 members attended the meeting in person while 8 members attended through proxy and attendance of 4 corporate members, through their respective authorized representatives, was also recorded. Therefore, the required quorum was present and the Chairman called the meeting to order. The Quorum was present throughout the meeting. The Chairman announced that the Register of Directors and Key Managerial Personnel and their respective shareholding, Register of Contracts and Arrangement in which Directors are interested, Register of Members and other statutory records as per the provisions of the Companies Act, 2013 (hereinafter referred to as "Act") and requisite rules thereof (as modified/ re-enacted/ amended/ notified, from time to time and as applicable) were available for inspection by the members of the company.

Mr. Narrindra Suranna (DIN: 00060127), Chairman & Managing Director along with Dr. Pranab Ranjan Mukherjee (DIN: 00240758), Whole-Time Director, Mr. Dev Krishna Surana (DIN: 08357094), Whole-Time Director, Mr. Rama Kant Mishra (DIN: 06882372), Director, Mr. Samir Kumar Dutta (DIN: 07824452), Director, Mrs. Mamta Binani (DIN: 00462925), Director, Mr. Jitendra Tiwari, Senior President, Mr. I.C.Dakalia, CFO and Ms. Tanvi Panday (Membership No. ACS 31176), Company Secretary of the Company and representatives of the Statutory Auditors and the Secretarial Auditor were present at the meeting.

It was informed that Mrs. Ramya Hariharan (DIN: 06928511), Director could not attend the 34th AGM because she was legally obliged to attend a matter in the Court. Mr. Rajesh Kothari (DIN: 02168932), Whole Time Director, also could not attend the meeting because of business pre-occupation.

It was also informed that Mr. Ramakant Mishra was the Chairman of the Audit Committee and also Stakeholders Relationship Committee, Mr. Samir Kumar Dutta was the Chairman of Nomination and Remuneration Committee and Dr. Pranab Ranjan Mukherjee was the Chairman of Corporate Social Responsibility Committee. As already referred above, these directors were present in the Annual General Meeting throughout its duration.

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CIN : L19202WB1985PLC039431



Kkalpana Industries (India) Limited

Thereafter, the Chairman delivered his speech. He gave an overview of the financial performance of the Company for the financial year ended 31st March, 2019 and its future outlook. He further informed that there was no qualification, reservation or adverse remark in the Auditors' Report on the financial statements and also in the report of the Secretarial Auditors of the Company and therefore, these reports need not be read.

The Chairman stated, with the permission of the members, that the notice convening the 34th Annual General Meeting and the Directors' Report having been circulated already, be taken as read.

The Chairman informed that remote e-voting facility was provided to all the members entitled to vote, on all resolutions set forth in the notice, as per 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. The remote E-voting was open from 9:00am (IST) on Tuesday, 24th September, 2019 to 5:00pm (IST) on Thursday, 26th September, 2019. The facility of Ballot voting at the meeting of the shareholders was also provided.

The Chairman invited the Members to raise questions, offer comments or seek clarifications on the annual report and accounts or on any of the items stated in the Notice of the 34th AGM of the Company chronologically. Upon the members completing their submissions, the Chairman furnished requisite clarifications to all the relevant queries raised by the members.

After the items set out in the notice of AGM dated 28th May, 2019, convening the AGM on 27th September, 2019, were transacted, there was voting through ballot paper also for which ballot papers were handed over to the concerned shareholders present. The Authorized Representatives of the Scrutinizer Mr. Ashok Kumar Daga were also present to facilitate the ballot voting.

The Scrutinizer had since carried out the scrutiny of all the electronic votes received upto the close of remote e-voting period on the 26th September, 2019 and ballot voting received till the conclusion of meeting and submitted his report on 28th September, 2019.

The Consolidated Results as per the Scrutinizers' Report dated 28th September, 2019 is appended at the end of the attached AGM minutes.

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All the business proposed before the 34th Annual General Meeting were conducted as per the relevant provisions of the Companies Act, 2013, the Rules made there under, Secretarial Standard -2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as modified/ re-enacted/ amended/ notified, from time to time, and the applicable circulars/ guidelines issued by the Ministry of Corporate Affairs/ SEBI.

There was no adjournment or postponement of meeting or any change in the venue of the 34th Annual General Meeting of the Company. The detailed minutes of the said meeting containing the correct and fair proceedings of the meeting is enclosed herewith.

Date:

Place: Kolkata

Chairman

For Kkalpana Industries (India) Limited

Tanvi Pandey

Company Secretary

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MINUTES OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S KKALPANA INDUSTRIES (INDIA) LIMITED HELD ON FRIDAY, 27TH SEPTEMBER, 2019, AT "GYAN MANCH", 11 PRETORIA STREET, KOLKATA – 700 071 AT 10.00 A.M.

PRESENT: -

MEMBERS OF THE BOARD OF DIRECTORS:

Mr. Narrindra Suranna	-	Chairman-cum-Managing Director
Dr. P.R. Mukherjee	-	Whole time Director Also, as the Chairman of Corporate Social Responsibility Committee Meeting
Mr. Dev Krishna Surana	-	Whole time Director
Mr. Rama Kant Mishra	-	Independent Director Also, as the Chairman of the Audit Committee and Stakeholder Relationship Committee of the Company
Mr. Samir Kumar Dutta	-	Independent Director Also, as the Chairman of the Nomination and Remuneration Committee of the Company
Mrs. Mamta Binani	-	Independent Director

The Chairman of the Company, Mr. Narrindra Suranna (DIN: 00060127), informed the Members that all Directors were present.

IN ATTENDANCE:

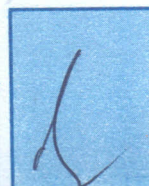
Mr. J. Tiwari	-	Senior President
Mr. I.C. Dakalia	-	CFO
Ms. Tanvi Panday	-	Company Secretary

Mr. B. Mukherjee of M/s B. Mukherjee & Co., Chartered Accountants, Statutory Auditors and Mr. Ashok Kumar Daga, Secretarial Auditor and Scrutinizer were present by Invitation.

170 Members (including 4 Authorized Representatives of Corporate members) representing 82581732 Equity Shares and 8 Proxy representing 93 Equity Shares were present.

1. In accordance with Article No. 90 of the Articles of Association of the Company, Mr. Narrindra Suranna, Chairman of the Company, took the chair.
2. The following documents and Registers were placed on the table:
 - (i) Notice convening the 34th Annual General Meeting
 - (ii) Directors' Report along with Annexures thereto for the Financial Year ended 31st March, 2019.
 - (iii) The Standalone and Consolidated Audited Financial Statements and Auditors' Report thereon for the Financial Year ended 31st March, 2019.

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- (iv) The Audited Financial Statements and Auditors' Report thereon of the subsidiary company (M/s Plastic Processors and Exporter Pvt. Ltd.) for the Financial Year ended 31st March, 2019.
- (v) The Proxy Register with 8 valid proxies lodged with the company in connection with the 34th Annual General Meeting (remained open for inspection during the meeting)
- (vi) The Register of Directors' and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Companies Act, 2013 ('the Act') and related rules, as amended/ modified, from time to time. (remained open for inspection during the meeting)
- (vii) The Register of Contacts or Arrangements in which the Directors were interested, maintained under Section 189 of the Companies Act, 2013 and related rules, as amended/ modified, from time to time. (remained open for inspection during the meeting)

(viii) Resolutions passed by Shareholders in General Meeting

- 3. At 10:00am, the Chairman commenced the meeting by welcoming the members to the 34th Annual General Meeting.
- 4. The Chairman announced that the requisite quorum was present and therefore the meeting was called to order.
- 5. The Chairman thereafter introduced all the Directors and Key Managerial Personnel, on the dais, to those present in the Annual General Meeting.
- 6. The Chairman commenced the formal agenda of the Annual General Meeting and with the consent of the members present, the Notice dated 28th May, 2019 convening the 34th Annual General Meeting, the Annual Accounts for the Financial Year ended 31st March, 2019, including reports of Statutory Auditors' and the Directors' Report along with annexures thereto including Report of Secretarial Auditor, were taken as read.
- 7. The Chairman then announced that until 48 hours before the time of the commencement of Annual General Meeting, 8 (Eight) proxies covering a total of 93 (Ninety Three) equity shares of Rs. 2/- each and 4 (Four) representations under Section 113 of the Companies Act, 2013, covering a total of 8,18,57,654 (Eight Crores Eighteen Lakhs Fifty Seven Thousand Six Hundred Fifty Four) equity shares of Rs. 2/- each, had been received and the same were laid on the table.
- 8. The Chairman informed the members that the Auditors' Report on the Annual Accounts of the Company for the financial year ended 31st March, 2019 did not contain any qualifications, observations or comments on financial transactions or matters which had adverse effect on the functioning of the Company. He stated that in terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditors' Report, which have adverse effect on the

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functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors' Report was not required to be read.

9. The Chairman informed that the Company had, as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 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; as amended/ modified/ notified/ and as applicable, from time to time; provided the facility of remote e-voting to its shareholders to enable them to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting and to cast vote electronically. He informed that Remote E-voting service was provided by National Securities Depository Limited (NSDL) and was open from 9:00am on Tuesday 24th September, 2019 till 5:00pm on Thursday, 26th September, 2019. The detailed E-voting procedure was also mentioned in Note No. 21 of the Notice convening the Annual General Meeting.
10. The Chairman further informed that the company had also arranged for physical voting by ballot papers or polling paper at the Annual General Meeting, for its shareholders who had not cast their vote through remote e-voting process and that Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, COP No. 2948) was appointed as the Scrutinizer for the e-voting and physical (ballot) voting process.
11. The Chairman informed the shareholders about the flow of events at the Annual General Meeting and stated that after his speech, he would move all the resolutions chronologically as set out in the Notice of the Annual General Meeting and then will move to discussion and Question and Answer (Q&A) session. On the conclusion of the discussion and Q&A session, the shareholders could cast their vote on the resolution through ballot papers which shall be provided to them by the Scrutinizer. The Chairman further informed that the combined results of remote e-voting and physical voting at the venue of the meeting through ballot papers, would be announced and displayed on the website of the company, on the website of CB Management Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company and also on the website of Stock Exchanges where the company is listed (i.e. Bombay Stock Exchange and Calcutta Stock Exchange)
12. The shareholders gave their consent to the said flow of AGM proceedings and the Chairman then read out his speech highlighting the operational aspects and relevant financial data. A copy of speech is also enclosed in the Annual Report.
13. The Chairman, thereafter, took up the official business of the meeting and read the Ordinary Resolutions/Special Resolutions as follows: -

ORDINARY BUSINESS

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Item No. 1

ADOPTION OF STANDALONE AND CONSOLIDATED AUDITED BALANCE SHEETS AS AT 31ST MARCH, 2019, THE STATEMENTS OF PROFIT & LOSS ACCOUNT AND CASH FLOW STATEMENTS FOR THE YEAR ENDED AS ON THAT DATE AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

14. The Chairman took up the first item of agenda and with the consent of the members present, Item No. 1 of the Notice pertaining to adoption of the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2019, the Statements of Profit & Loss Account and Cash Flow Statements for the year ended as on that date and the Reports of the Directors and Auditors thereon to be passed as Ordinary Resolution was taken as read. The Resolution for Item No. 1 read as follows:

"RESOLVED THAT the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2019, Statements of Profit & Loss and Cash Flow Statements for the year ended as on that date, alongwith the notes, the Auditors' Report thereon and the Report of the Board of Directors, dated 28th May, 2019, along with its annexures & Management Discussion and Analysis, the Report of the Secretarial Auditors dated 23rd May, 2019, as circulated to the Shareholders and laid before the meeting be and are hereby received, considered, approved and adopted."

15. The Chairman requested that someone should propose the resolution and thereafter someone should second the resolution. Mr. Bharat Kumar Mehta proposed and Mr. M.L. Maheshwari (Authorised Representative of M/s Liable Textiles Private Limited) seconded the resolution.

Item No. 2

DECLARATION OF DIVIDEND OF RS. 0.24P PER EQUITY SHARE OF RS. 2/- EACH (I.E. @12%)

16. The Chairman informed the members that the Board of Directors of the Company had at their meeting held on 28th May, 2019 recommended dividend of Rs 0.24p per equity share of paid up value Rs. 2/- each (ie. @ 12%) for consideration by the members of the Company. With the consent of the members present Item No. 2 of the Notice, pertaining to recommendation of dividend, was taken as read. The Resolution for Item No. 2 read as follows:

"RESOLVED THAT the members of the Company do hereby declare dividend of Rs. 0.24p per equity share of paid up value Rs. 2/- each to be paid, for the Financial Year ended 31st March, 2019, to members holding shares of the company as on 20th September, 2019, being the record date for determining the shareholders eligible for dividend, as recommended by the Board of Directors at their meeting held on 28th May, 2019."

17. The Chairman then requested that someone should propose the resolution and thereafter someone should second the resolution. Mr. Feroz Tandon proposed and Mr. Om Prakash Kejriwal seconded the resolution.

Item No. 3

RE-APPOINTMENT OF DR. PRANAB RANJAN MUKHERJEE (DIN: 00240758) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERED HIMSELF FOR RE-APPOINTMENT.

18. The Chairman stated that as per Article No. 136 of the Articles of Association of the Company and statutory requirements of PROVISIONS OF section 152 of the Companies Act, 2013, one third of the directors eligible to retire by rotation would retire at the Annual General Meeting. As such, Dr. Pranab Ranjan Mukherjee (DIN: 00240758) retired in accordance with the Articles of Association and specified provisions of Companies Act, 2013 and being eligible, offered himself for re-appointment. The Chairman then proposed the following resolution to be passed as Ordinary Resolution:

"RESOLVED THAT Dr. Pranab Ranjan Mukherjee (DIN – 00240758), who retires by rotation at this meeting in accordance with the Article No. 136 of the Articles of Association and provisions of section 152 of the Companies Act, 2013 and who being eligible for re- appointment, be and is hereby re-appointed as the Director of the Company ."

19. The Chairman then requested that someone should propose the resolution and thereafter someone should second the resolution. Mr. Sarbananda Gattani proposed and Mr. Bharat Kumar Mehta seconded the resolution.

Item No. 4

SPECIAL BUSINESS

Item No. 4

APPROVAL OF REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

20. The Chairman then took up Item No. 4 relating to approval of the remuneration payable to M/s. D.Sabyasachi & Co., Cost Accountant, who was appointed by the Board of Directors, at its meeting held on 28th May, 2019, on recommendation of Audit Committee, at its meeting held on the same day, to conduct audit of the cost records of the Company for the Financial Year ending 31st March, 2020. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor was required to be approved by the members of the company at Annual General Meeting.
21. With the consent of the members present, the Ordinary Resolution set at Item No. 4 of the Notice pertaining to approval of remuneration to Cost

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Auditor was taken as read. The Resolution set at Item No. 4 of the Notice read as follows:

"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 approves the remuneration of Rs.25000/- plus taxes, as applicable, and out-of-pocket expenses payable to M/s. D.Sabyasachi & Co., Practicing Cost Accountant, who are appointed as Cost Auditors of the Company, as recommended by the Audit Committee of the Board and also the Board of Directors of the Company, at their respective meetings held on 28th May, 2019, to conduct Audit of the cost accounting records pertaining to plastic compounds and other related manufacturing items of the Company for the year ending 31st March, 2020.

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."

22. The Chairman then requested that someone should propose the resolution and thereafter someone should second the resolution. Ms. Anusree Gattani proposed and Mr. Sarbananda Gattani seconded the resolution

Item No. 5

APPOINTMENT OF MRS. RAMYA HARIHARAN (DIN: 06928511) AS DIRECTOR AND ALSO AS INDEPENDENT DIRECTOR OF THE COMPANY.

23. The Chairman took up Item No. 5 relating to appointment of Mrs. Ramya Hariharan (DIN: 06928511) as Director and also as Independent Director of the Company. He informed the members that the Board of Directors, at its meeting held on 11th February, 2019, appointed, on recommendation of Nomination and Remuneration Committee, Mrs. Ramya Hariharan (DIN: 06928511) as Additional Director of the Company, pursuant to provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Article 122 of the Articles of Association of the Company, subject to approval of members.
24. He further informed the members that brief resume of Mrs. Ramya Hariharan (DIN: 06928511), required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 was set out as annexure to the Notice of Annual General Meeting. He further stated that as an additional director, Mrs. Ramya Hariharan, would hold office only upto the date of this Annual General Meeting. He also informed the members that the company had received a notice, in writing, from member

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proposing the appointment of Mrs. Hariharan as Director of the Company, pursuant to Section 160(1) of the Companies Act, 2013 and Article 142(1) of Articles of Association of the Company. Further, Mrs. Hariharan, being eligible, also offered herself for appointment and had submitted her consent to the Company for being appointed as Director alongwith declaration in relation to her independence, pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

25. The Chairman also informed that pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company was required to have at least one-third of the total number of directors as Independent Directors, who were not liable to retire by rotation. Mrs. Hariharan was proposed to be appointed as 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 2024, whose period of office would not be liable to determination by retirement by rotation, pursuant to provisions of section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

26. With the consent of the members present, the Ordinary Resolution, set at Item No. 5 of the Notice, pertaining to appointment of Mrs. Ramya Hariharan (DIN: 06928511) as Independent Director of the Company, was taken as read. The Resolution set at Item No. 5 of the Notice read as follows:

"RESOLVED THAT Mrs. Ramya Hariharan (DIN 06928511) , who was appointed by the Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee, at their respective meetings held on 11th February, 2019, as an Additional Director of the Company, with effect from 11th February, 2019, under provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Article 122 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act and Article 142(1) of the Articles of Association of the Company, signifying his intention to propose the candidature of Mrs. Ramya Hariharan (DIN 06928511) 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 read with Schedule IV to the Act (including any statutory

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modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") and Article 123 and Article 124 of the Articles of Association of the Company and as per other relevant Articles of the Articles of Association, Mrs. Ramya Hariharan (DIN 06928511), who has submitted a declaration pursuant to Section 149 (7) of the Act and Regulation 25(8) of SEBI Listing Regulations that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, 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 of the Company to be held in the year 2024, whose period of office shall not be liable to determination by retirement of directors by rotation ."

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."

27. The Chairman then requested that someone should propose the resolution and thereafter someone should second the resolution. Mr. Satya Narayan Pal proposed and Mr. Shyam Sunder Mohta (Representative of M/s Bbigplas Poly Private Limited) seconded the resolution

Item No. 6

RE-APPOINTMENT OF DR. PRANAB RANJAN MUKHERJEE (DIN: 00240758) AS WHOLE TIME DIRECTOR OF THE COMPANY.

28. The Chairman took up Item No. 6 relating to re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as a Whole Time Director of the Company. He informed the members that the Board of Directors, at its meeting held on 28th May, 2019, re-appointed, on recommendation of Nomination and Remuneration Committee, Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director of the Company for a period of 1 (One) year w.e.f. 01.10.2019, subject to approval of members.
29. He further informed the members that brief resume of Dr. Pranab Ranjan Mukherjee, required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 was set out as annexure to the Notice of Annual General Meeting. He also stated that the approval of the members was required 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 re-appointment of Dr. Pranab Ranjan Mukherjee as Whole Time Director of the Company and payment of remuneration to him. He further cited that Dr. Pranab Ranjan Mukherjee was aged above 70 years and therefore pursuant to provisions of Section 196(3) of the Companies Act, 2013, the members were required to pass special resolution for appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director of the Company, on terms and conditions as specified in

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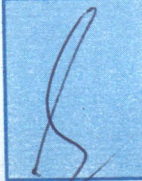
30. With the consent of the members present, the Special Resolution set at Item No. 6 of the Notice pertaining to re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director was taken as read. The Resolution set at Item No. 6 of the Notice read as follows:

"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, and subject to such other approvals, as may be necessary, and as per Articles 126(1), 126(3) and 145 of the Articles of Association of the Company and as per other relevant Articles of the Articles of Association, consent of the members of the Company be and is hereby accorded to the reappointment of Dr. Pranab Ranjan Mukherjee (DIN – 00240758) as Whole-Time-Director of the Company, for a period of 1 (One) year with effect from 01st October, 2019, 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 (DIN: 00240758), 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. Pranab Ranjan Mukherjee (DIN: 00240758) shall be within the limits set out in section 197 of the Companies Act, 2013 read with 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 special resolution."

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31. The Chairman then requested that someone should propose the resolution and thereafter someone should second the resolution. Mr. Asipi Uma Chandra Rao (Representative of M/s Liable Textiles Private Limited) proposed and Mr. M.L. Maheshwari (representative of M/s Almond Textiles Private Limited) seconded the resolution

Item No. 7

APPOINTMENT OF MR. DEV KRISHNA SURANA (DIN: 08357094) AS DIRECTOR AND ALSO AS WHOLE TIME DIRECTOR OF THE COMPANY.

32. The Chairman took up Item No. 7 relating to appointment of Mr. Dev Krishna Surana (DIN: 08357094) as Director and also as Whole Time Director of the Company. He informed the members that the Board of Directors, at its meeting held on 11th February, 2019, appointed, on recommendation of Nomination and Remuneration Committee, Mr. Dev Krishna Surana (DIN: 08357094) as Additional Director of the Company, pursuant to provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Article 122 of the Articles of Association of the Company, subject to approval of members.
33. He further informed the members that brief resume of Mr. Dev Krishna Surana (DIN: 08357094), required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 was set out as annexure to the Notice of Annual General Meeting. He stated that as an additional director, Mr. Dev Krishna Surana, would hold office only upto the date of this Annual General Meeting and informed the members that the company had received a notice, in writing, from member proposing the appointment of Mr. Dev Krishna Surana as Director of the Company, pursuant to Section 160(1) of the Companies Act, 2013 and Article 142(1) of Articles of Association of the Company. He also informed the members that the Nomination and Remuneration Committee, vide Resolution by Circulation dated 20th May, 2019, duly passed on 22nd May, 2019, recommended the appointment of Mr. Dev Krsihna Surana as Whole Time Director of the Company. Subsequently, the Board, at its meeting held on 28th May, 2019, appointed him as Whole Time Director of the Company for a period of 5 (One) year w.e.f. 28.05.2019, subject to approval of members of the Company. Mr. Dev Krishna Surana, being eligible, also offered himself for appointment and had submitted his consent to the Company for being appointed as Director and also as Whole Time Director of the Company.
34. The Chairman took up Item No. 7 relating to appointment of Mr. Dev Krishna Surana (DIN: 08357094) as Director and also as Whole Time Director of the Company. He also stated that the approval of the members was required 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 appointment of Mr. Dev Krishna Surana as Whole Time

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Director of the Company, on terms and conditions as specified in Statement No. 6 annexed to the Notice of 34th Annual General Meeting, pursuant to Section 108 of the Companies Act, 2013.

35. With the consent of the members present, the Special Resolution set at Item No. 7 of the Notice pertaining to appointment of Mr. Dev Krishna Surana (DIN: 08357094) as Director and also as Whole Time Director was taken as read. The Resolution set at Item No. 7 of the Notice read as follows:

"RESOLVED THAT Mr. Dev Krishna Surana (DIN 08357094) , who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th February, 2019, pursuant to the recommendation of Nomination and Remuneration Committee, at its meeting held on 11th February, 2019 and 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 as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act and Article 142(1) of the Articles of Association of the Company, signifying his intention to propose the candidature of Mr. Dev Krishna Surana for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors, vide Resolution by Circulation dated 20th May, 2019, duly passed on 22nd May, 2019, 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, and subject to such other approvals, as may be necessary, and as per Articles 126(1), 126(3) and 145 of Articles of Association of the Company and other relevant Articles of the Articles of Association, consent of the members of the company be and is hereby accorded to the appointment of Mr. Dev Krishna Surana (DIN 08357094) as Whole-Time-Director of the Company, for a period of 5 (Five) year with effect from 28th May, 2019, 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

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reappointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Dev Krishna Surana (DIN: 08357094), 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. Dev Krishna Surana (DIN: 08357094) shall be within the limits set out in section 197 of the Companies Act, 2013 read with 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 special resolution."

36. The Chairman then put the resolution to vote. Mr. Om Prakash Kejriwal proposed and Mr. Sarbanand Gattani seconded the resolution
37. After all the resolutions were moved and seconded, the Chairman invited the Shareholders for their comments, make observations and/or to seek clarifications, if any.
38. Some members raised queries on the various resolutions and these were replied by the Chairman
39. The Chairman thanked the members for the kind words and appreciation and thereafter announced the commencement of ballot voting. He requested the Representatives of the Scrutinizer, Mr. Ashok Kumar Daga and also the RTA to assist the concerned shareholders in ballot voting.
40. The Chairman announced that the combined results of remote voting (E-Voting) done previously and the voting by ballot at the AGM, would be available on the Website of the Company, NSDL and Stock Exchanges, immediately after receipt of Scrutinizer's Report.
41. The meeting concluded at 11:10am. The Chairman thanked the members for their co-operation and smooth conduct of the meeting.
42. The Results of the voting, (Remote E-voting and Ballot Voting), annexed herewith, was declared on 28th September, 2019 based on the report of scrutinizers dated 28th September, 2019.

Entered in the Minutes Book on 11th day of October, 2019 at Kolkata

Date : 11.10.2019

Place :- Kolkata

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CHAIRMAN

**34th ANNUAL GENERAL MEETING OF M/S KKALPANA INDUSTRIES (INDIA) LIMITED
HELD ON 27TH DAY OF SEPTEMBER, 2019**

Declaration of Results of Remote E-Voting and Ballot Voting at the meeting

The Consolidated Results as per the Scrutinizers' Report dated 28th September, 2019 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes against	% votes disqualified
1	To adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2019, the Statement of Profit & Loss Accounts and Cash Flow Statements for the year ended as on that date and the Reports of the Directors and Statutory Auditors thereon	99.9999	0.0001	-
2	To declare dividend of Rs. 0.24p per Equity Share of Rs. 2/- each (i.e @ 12%)	99.9999	0.0001	-
3	To appoint a Director in place of Dr. Pranab Ranjan Mukherjee (DIN – 00240758), who retires by rotation and being eligible, offers himself for reappointment.	99.9754	0.0246	-
4	To approve the Remuneration payable to the Cost Auditors of the Company for the Financial year ended 31st March, 2020.	99.9754	0.0246	-
5	Appointment of Mrs. Ramya Hariharan (DIN: 06928511) as Director and also as Independent Director of the Company.	99.9754	0.0246	-
6	Re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director of the Company.	99.9754	0.0246	-
7	Appointment of Mr. Dev Krishna Surana (DIN: 08357094) as Director and also as Whole Time Director of the Company.	99.9754	0.0246	-

Date: 28.09.2019

Place: Kolkata

Chairman

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