



Kkalpana Industries (India) Limited

Date: 29th September 2020

To,
The Manager,
Listing Department,
The BSE Limited (Designated Stock Exchange) Scrip Code: 526409
PJ Towers, Dalal Street,
Mumbai – 400 001

Fax: 022 - 2272 3121/2037/39/41/61/1072

Sub: Proceedings of the 35th Annual General Meeting of Kkalpana Industries (India) Limited held on 29th September 2020, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

The 35th Annual General Meeting ("AGM") of the Members of M/s Kkalpana Industries (India) Limited ("the Company") was held on Tuesday, 29th day of September 2020 at 11:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). This meeting was held in compliance with General Circular No 20/2020 dated 05.05.2020 read with General Circular Nos. 14/2020 dated 08.04.2020 and 17/2020 dated 13.04.2020, issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 issued by the Securities and Exchange Board of India ("SEBI") (referred to as SEBI Circular) and as per the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder. It was informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

Directors and KMP attendance

Mr. Narrindra Suranna (DIN: 00060127), Chairman & Managing Director, Mr. Dev Krishna Surana (DIN: 08357094), Whole Time Director, Mr. Indar Chand Dakalia, Chief Financial Officer, Mr. Suman Poddar-General Manager-Accounts, Mr. Jitendra Tiwari, Senior President and Ms. Tanvi Panday, Company Secretary of the Company joined this meeting through VC from the Registered Office of the Company at 2B, Pretoria Street, Kolkata – 700071, which was the deemed venue of this meeting.

Mr. Rajesh Kumar Kothari (DIN: 02168932), Whole Time Director and Chairman of Corporate Social Responsibility Committee of the Company attended this meeting through VC from the Mumbai Office of the Company.

Mr Samir Kumar Dutta (DIN: 07824452), Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee, Mrs. Ramya Hariharan (DIN: 06928511), Independent Director and Chairman of Stakeholder Relationship Committee and Mrs. Mamta Binani (DIN: 00462925), Independent Director of the Company attended this meeting through VC from their respective locations in Kolkata.

Other Representatives

Representative of Statutory Auditors of the Company viz. M/s B. Mukherjee & Co., Chartered Accountants, and Mr. Ashok Kumar Daga, Secretarial Auditor of the Company attended this meeting from their respective locations at Kolkata

Members Present

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CIN : L19202WB1985PLC039431





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52 members attended this meeting through VC, out of which 5 were promoters/ part of Promoter Group.

2 members had registered themselves as Speaker at this AGM. It may be noted that the window for registering as Speaker at this AGM was open till close of business hours of 19.09.2020 (i.e. till ten days before this AGM).

Proceedings

Mr. Narrindra Suranna (DIN: 00060127), Chairman and Managing Director took the Chair and commenced the meeting after ascertaining that requisite quorum was present.

The 35th AGM of the Company ("the meeting") commenced at 11:00 am (IST) and concluded at 11:45 pm (IST) (including time allowed for E-voting at AGM).

The Chairman welcomed the members and other attendees for this meeting. He then requested Ms. Tanvi Panday, Company Secretary, to conduct the proceedings of the meeting. The Company Secretary briefed the members regarding the arrangements made for the meeting. She informed the attendees that the Company had enabled members to participate in the 35th AGM through VC facility provided by NSDL. It was further informed that the members were provided with the option to exercise their right to vote by electronic means, through remote e-voting and e-voting at the AGM, in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with MCA Circulars and SEBI Circular. Remote E-voting, in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013 and the Rules made there under and Secretarial Standard-2(SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India, was made available to the members from 26.09.2020 at 9:00am (IST) to 28.09.2020 at 5:00pm (IST). Members who had joined the meeting through VC and who had not cast their vote through remote e-voting, were provided the option to vote through e-voting facility made available at the AGM. It was informed that the E-voting platform at the AGM would be open for voting during the continuance of meeting and would continue to remain open till 15 minutes after the conclusion of the meeting and thereafter be disabled by NSDL. The Company had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, as Scrutinizer, to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizers Report.

Thereafter, she mentioned that the Notice of 35th AGM along with the Annual Report 2019-20 had been sent through electronic mode only to those members, who were holding shares of the company as on the cut off date – 28th August, 2020 and whose mail IDs were registered with the Depositories/ RTA-M/s CB Management Services Private Limited/ Company. This was in accordance with Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder and the MCA Circulars and SEBI Circulars, referred above. She further informed that since there were no qualifications, observations or adverse remarks on the financial statements and matters which had any material bearing on the functioning of the Company, the reports of the Statutory Auditors would be taken as read. The Notice of AGM and Boards' Report, which had already been circulated to the members, through electronic means, were taken as read.

She also informed the members present that the 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') and The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 were available for inspection, in electronic mode, by the members at the AGM. Since the option to register a proxy to attend and vote at the AGM had been dispensed with, in accordance with



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MCA circulars and SEBI Circulars, and the AGM was being held through VC, no entries were required to be made in the proxy register and it was not made available for inspection.

Thereafter, the Chairman delivered his speech. He gave an overview of the financial performance of the Company for the financial year ended 31st March 2020 and the future outlook of the Company. He also deliberated on the impact of COVID-19/ Lockdown on the Indian economy and business of the Company and the prospective way forward.

The Items set out in the Notice for which the approvals from the Shareholders were sought were as follows:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheets as at 31st March, 2020 and 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 Auditors thereon.
2. To declare dividend of Rs. 0.12p per Fully Paid up Equity Share of face value of Rs. 2/- each (i.e @ 6%).
3. To appoint a Director in place of Mr. Rajesh Kumar Kothari (DIN – 02168932), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to the Cost Auditors of the Company for the Financial year ended 31st March, 2021. (as Ordinary Resolution)
5. Re-appointment of Mrs. Mamta Binani (DIN: 00462925) as Independent Director of the Company. (as Special Resolution)

All the business proposed before the 35th Annual General Meeting were conducted as per the relevant provisions of the Companies Act, 2013, the Rules made there under, 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.

The Company Secretary informed the members present that the Company had provided the option to members to register themselves as speaker and the window for registering oneself as Speaker was kept open till the close of business hours on the 19.09.2020 (10 days before the AGM). Only 2 (Two) members had registered themselves as speaker till such date. She then invited the speaker shareholder, chronologically as per the date of registration, to speak and ask questions, if any. However, Ms. Bharati Saraf, registered as Speaker, did not attend the meeting, hence only Mr. Sarbanand Gattani spoke as the speaker.

Upon the members completing their submissions, the Chairman furnished requisite clarifications to all the relevant queries raised by the members.

With the permission of the Chair, the Company Secretary, concluded the meeting stating that the voting results shall be available on the website of the company www.kkalpanagroup.com and also on the website of NSDL and Stock Exchanges where the shares of the company are listed i.e. the BSE Limited and the Calcutta Stock Exchange Limited, within forty-eight hours from the conclusion of this meeting. She also informed that the one way webcast of the proceedings of the 35th AGM of the Company would also be made available on the Company's website shortly. It was also informed that Dividend, if declared will be payable to the members in electronic mode to the members who have opted for the same and for others it will be paid through warrants/ cheques, within the statutory time limit provided for the same.

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Ms. Tanvi Panday, the Company Secretary, extended vote of Thanks to the Chair, on behalf of the panellist and attendees of the meeting and thanked the members of the Company for their participation. The e-voting module was kept open for 15 minutes after conclusion of the proceedings of the meeting at 11:30pm.

You are requested to take the above information on record. This is a summary of the proceedings of the 35th Annual General Meeting and should not be regarded as the Minutes of the Meeting.

The details of combined voting (E-voting and Ballot Voting) as required under regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be sent to you immediately after receipt of the Scrutinizers Report.

Should you require any further information/ clarifications in this regard, please contact the undersigned at Phone No. 033 2282 3744 or at e-mail id: tanvi.panday@kkalpana.co.in

Thanking You

Yours faithfully

For Kkalpana Industries (India) Limited

Tanvi Panday

**Tanvi Panday (Membership No. ACS 31176)
(Company Secretary)**



CC:

1. The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata – 700 001.

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