

The Calcutta Stock Exchange Ltd.

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Website : www.cse-india.com, E-mail : cseadm@se-india.com
CIN: U67120WB1923PLC004707

Ref.No. CSE/LD/15292021

April 8, 2021

The Company Secretary
Kkalpana Industries (India) Ltd.,
2B, Pretoria Street,
Kolkata-700 071.

Dear Sir,

Sub: Observation letter regarding the Scheme of Arrangement between Kkalpana Industries (India) Ltd. and Ddev Plastiks Industries Limited and their respective shareholders and creditors.

We are in receipt of the draft Scheme of Amalgamation Arrangement between Kkalpana Industries (India) Ltd. and Ddev Plastiks Industries Limited and their respective shareholders and creditors.

As required under SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 31, 2021 has inter alia given its comments on draft scheme filed by the company. A copy of SEBI comment letter is attached for your perusal and necessary compliance at your end.

In view hereof, we hereby advise that we have no adverse observations with limited reference to those matters having bearing on listing/de-listing/continuous listing requirements (if any) within the provisions of the Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. and subject to the approval of the shareholders to the Scheme of Arrangement at the ensuing General meeting of the company.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

For THE CALCUTTA STOCK EXCHANGE LTD.

Chandran
8/4/2021
(CS Chandrani Datta)
Executive-Listing

Kanchan
08/4/21



Assistant General Manager
Corporation Finance Department
Division of Issues and Listing-I
Phone: +91-22 26449000 (Extn.: 9546)
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भारतीय प्रतिभूति
और विनिमय बोर्ड
**Securities and Exchange
Board of India**

CFD/DIL-1/YJ/KB/7348/1/2021
March 31, 2021

Shri Gopalkrishnan Iyer
Chief General Manager,
BSE Ltd.,
Floor 25, P J Towers,
Dafal Street, Mumbai – 400001

Dear Sir,

Sub: Comments on Scheme of Arrangement between Kkalpana Industries(India) Limited and Ddev Plastiks Industries Limited and their respective shareholders and creditors.

1. This has reference to your Letter No.LIST/LO/SEBI/PB/542/2020-21 dated February 10, 2021 forwarding the application of scheme of arrangement between Kkalpana Industries (India) Ltd and Ddev Plastiks Industries Limited and its shareholders filed in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (hereinafter referred to as 'the Circular') for our comments on the draft Scheme of arrangement (hereinafter referred to as 'Draft Scheme').
2. The matter has been examined by SEBI in the light of the provisions under Part A, Annexure I of the aforesaid Circular. Accordingly, SEBI's comments on the Draft Scheme are as under:
 - a. Stock Exchange to ensure compliance with the said Circular.
 - b. Stock Exchange(s) shall ensure to follow up with the Company on the order of Hon'ble NCLT in the matter and that the requisite process for listing of the Resulting Company is completed in a timely manner. Towards this, the Stock Exchange(s) shall advise the Company to inform the Exchange(s) about the order of the NCLT and complete the process of listing of Resulting Company in a timely manner."
 - c. The company shall duly comply with various provisions of the Circular.
 - d. Stock Exchange to ensure that suitable disclosure about the latest financials of the company being not more than 6 months old is done before filing the same with the Hon'ble National Company Law Tribunal.

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सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई वी आर एस), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
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अनुवर्ती :
Continuation :

भारतीय प्रतिभूति
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Securities and Exchange
Board of India

- e. The Stock Exchange shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.
 - f. The Stock Exchange shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.
 - g. Stock exchange shall advise the company that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.
3. It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.
4. Please note that the submission of documents/information in accordance with the Circulars, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,

Komal Bais

Ms. Chandrani Datta
Executive – Listing
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata 700001