



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Name of the Company	KKALPANA INDUSTRIES (INDIA) LIMITED
Meeting	33 rd Annual General Meeting
Date & Time	Thursday, 27 th September, 2018 at 10.00 a.m
Venue	GyanManch, 11, Pretoria Street, Kolkata . 700 071

To
The Chairman,
33rd Annual General Meeting
KKALPANA INDUSTRIES (INDIA) LIMITED
2B, PRETORIA STREET,
Kolkata – 700 071

1. Appointment as Scrutinizer

I, was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted at the 33rd Annual General Meeting (AGM) of the Kkalpana Industries (India) Limited (herein after referred to as the Company) held on Thursday, 27th September, 2018 at 10.00A.M at GyanManch, 11, Pretoria Street, Kolkata -700 071.

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2. Dispatch of Notice Convening the meeting

The Company has informed that, on the Basis of the Register of Members and the list of Beneficiary owners made available by the depositories viz, NATIONAL SECURITIES DEPOSITORIES LIMITED (NSDL) and CENTRAL DEPOSITORY SERVICES (INDIA) LTD. (CDSL) , the Company completed dispatch of the Notice of the AGM;

- By Speed/Registered Post to 3748 members
- By Email 2767 member

3. Cut-off Date

The Voting rights were reckoned as on 20th September, 2018, being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the meeting.

4. Remote E-Voting:

4.1 Agency:

The Company had appointed NSDL as the agency for providing the remote e-voting platform.

4.2 Remote e-voting:

Remote e-voting platform was open from 9.00 am on Monday, 24th September 2018, to 5.00 pm on Wednesday, 26th September 2018, and members were required to cast their vote electronically on the e-voting platform provided by NSDL conveying their assent or dissent in respect of the Ordinary Resolutions and Special Resolutions

5. Voting at the AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of the period of remote e-voting and before the start of the general meeting to only such details relating to members who have cast their vote through remote e-voting ,


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such as their names , folios, number of shares held, but not the manner in which they have voted.

5.2 Accordingly, NSDL, the e-voting agency, provided us with the names, DP Id / folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

5.3 At the AGM, the Company also provided the facility for voting by Ballot Paper to the members attending the Meeting, who had not cast their vote by Remote E-voting.

6. Counting Process

6.1 On Completion of voting at the meeting, NSDL provided us with the List of Members who had cast their votes, with their holding details and details of the Votes on each of the Resolutions.

6.2 The votes were reconciled with the Records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the company.


6.3 I unblocked the e-voting results on the NSDL E- voting platform before Ms. Rittika Gupta and Ms. Deepika Gupta, who are not in employment of the company, and downloaded the E-voting results.

7. Results

7.1 I observed that

- a) 5 members had casted their votes through the Ballot- voting facility provided at the meeting.
- b) 21 members had cast their votes through remote e- voting.

7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of 33rd AGM dated 30th May, 2018 is enclosed.


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7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No. 1 to 5 and Special Resolution contained in Item No.6 to 7 of the Notice dated 30th May, 2018 has been passed with requisite majority.

7.4 Soft copy of the members who have voted through remote e-voting containing details of voting on each resolution will be emailed to company after the announcement of Results.

Dated: 27.09.2018

Place: Kolkata



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Item No.1:-

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018, 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.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	20	5	25	74543614	580	74544194	100%	79.24%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	5	25	74543614	580	74544194	100%	79.24%

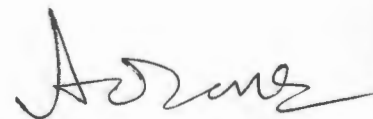
Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 30th May, 2018 has been passed with requisites majority.

Item No.2

To declare dividend of Rs. 0.24p per Equity Share of Rs. 2/- each (i.e @ 12%).

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	21	5	26	74544114	580	74544694	100%	79.24%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	21	5	26	74544114	580	74544694	100%	79.24%

Based on aforesaid Results, Ordinary Resolution Contained in Item No. 2 of the Notice dated 30th May, 2018 has been passed with requisites majority.



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Item No.3

To appoint a Director in place of Mr. Rajesh Kothari (DIN 02168932), who retires by rotation and being eligible, offers himself for reappointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	15	5	20	74526081	580	74526661	100%	79.22%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	15	5	20	74526081	580	74526661	100%	79.22%

Based on aforesaid Results, Ordinary Resolution Contained in Item No. 3 of the Notice dated 30th May, 2018 has been passed with requisites majority.

Item No.4

To approve the Remuneration payable to the Statutory Auditors of the Company for the Financial Year ending March 31, 2019

"RESOLVED THAT pursuant to Section 142 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. 3,10,000/- plus taxes, as applicable, and out of pocket expenses payable for the financial year 2018-19, upon recommendation of the Audit Committee of the Board and also the Board of Directors of the Company, at their respective meetings held on 30th May, 2018, to M/s. B. Mukherjee & Co., Chartered Accountants, Kolkata (FRN: 302096E), who have been appointed as Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of the 32nd Annual General Meeting of the Company held on 23rd September, 2017 till the 37th Annual General Meeting of the Company to be held in 2022, by the members of the company at the 32nd Annual General Meeting held on 23rd September 2017.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix such remuneration as payable to Statutory Auditors, on recommendation of Audit Committee of the Board of Director, for their remaining period of service as the Board and the Statutory Auditors may mutually decide and 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."

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	16	5	21	74526581	580	74527161	100%	79.22%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	16	5	21	74526581	580	74527161	100%	79.22%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 30th May, 2018 has been passed with requisites majority.

Item No.5

To approve the Remuneration payable to the Cost Auditors of the Company for the Financial Year ending March 31, 2019

"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 30th May, 2018, 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, 2019.



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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.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	19	5	24	74542796	580	74543376	100%	79.24%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	19	5	24	74542796	580	74543376	100%	79.24%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 30th May, 2018 has been passed with requisites majority.

Item No.6

Reappointment of Dr. PranabRanjan Mukherjee as a Whole Time Director of the Company

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 the relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the reappointment of Dr. PranabRanjan Mukherjee (DIN – 00240758) as Whole-Time-Director of the Company, for a period of 1 (One) year with effect from 01st October,2018, upon the terms and conditions as are set out in the Statement annexed hereto.


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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 special resolution.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	20	5	25	74543614	580	74544194	100%	79.24%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	5	25	74543614	580	74544194	100%	79.24%

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 30th May, 2018 has been passed with requisites majority.

Item No.7

Ratification of appointment of Mr. Samir Kumar Dutta as Non Executive Independent Director of the Company

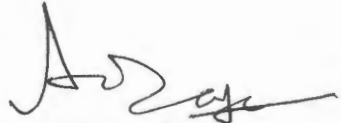

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“RESOLVED THAT pursuant to Section 149(4) of the Companies Act, 2013, Schedule IV to the Act and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the consent of the Company is hereby given to Mr. Samir Kumar Dutta (DIN: 07824452) who was appointed as Non Executive Independent Director in the Annual General Meeting held on 23rd September, 2017 for a period of 5 years, to facilitate him to continue in this position till the year 2022 (i.e. till remaining period of service) even on his attaining the age of 75 years in December, 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 special resolution.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	15	5	20	74526081	580	74526661	100%	79.22%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	15	5	20	74526081	580	74526661	100%	79.22%

Based on aforesaid Results, Special Resolution Contained in Item no.7 of the Notice dated 30th May, 2018 has been passed with requisites majority.


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