



Ashok Kumar Daga

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

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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	34 th Annual General Meeting
Date & Time	Friday, 27 th September, 2019 at 10.00 a.m
Venue	GyanManch, 11, Pretoria Street, Kolkata, 700 071

To
The Chairman,
34th 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 34th Annual General Meeting (AGM) of the Kkalpana Industries (India)Limited(herein after referred to as "the Company") to be held on Friday, 27th September, 2019 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 2777 members
- By Email 3071 member

3. Cut-off Date

The Voting rights were reckoned as on 20th September, 2019, 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:

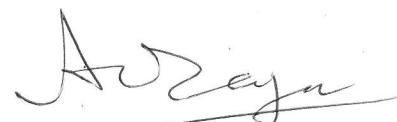
The Company had appointed NSDL as the agency for providing the remote e-voting platform.

4.2 Remote e-voting:

Remote e-voting platform was open from 9.00 am on Tuesday, 24th September 2019, to 5.00 pm on Thursday, 26th September 2019 and members were requested 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, such as their names, folios, number of shares held, but not the manner in which they have voted.



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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. Nilu Nigania, who are not in employment of the company, and downloaded the E-voting results.

7. **Results**

7.1 I observed that

- a) 9 members had casted their votes through the Ballot-voting facility provided at the meeting.
- b) 14 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 34th AGM dated 28th May, 2019 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 28th May, 2019 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: 28.09.2019

Place: Kolkata



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Item No.1:-

To receive, consider and 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 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	13	9	22	82650955	904	82651859	100	87.86
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	14	9	23	82650965	904	82651869	100	87.86

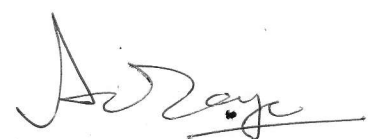
Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 28th May, 2019 has been passed with requisite majority.

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	13	9	22	82650955	904	82651859	100	87.86
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	14	9	23	82650965	904	82651869	100	87.86

Based on aforesaid Results, Ordinary Resolution Contained in Item No. 2 of the Notice dated 28th May, 2019 has been passed with requisite majority.



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Item No.3

To appoint a Director in place of Dr. PranabRanjan Mukherjee (DIN 00240758), 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	12	9	21	82647955	904	82648859	99.99	87.86
DISSENT	2	0	2	3010	0	3010	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	14	9	23	82650965	904	82651869	100	87.86

Based on aforesaid Results, Ordinary Resolution Contained in Item No. 3 of the Notice dated 28th May, 2019 has been passed with requisite majority.

Item No.4

Approval of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31st March, 2020

"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.


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RESOLVED FURTHER THATthe 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	12	9	21	82647955	904	82648859	99.99	87.86
DISSENT	2	0	2	3010	0	3010	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	14	9	23	82650965	904	82651869	100	87.86

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 28th May, 2019 has been passed with requisite majority.

Item No.5

Appointment of Mrs. Ramya Hariharan (DIN 06928511) as Director and also as Independent Director of the Company

"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.



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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 modification(s) or reenactment(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 Company to be held in the year 2024, whose period of office shall not be liable to determination by retirement of directors by rotation."

	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	11	9	20	82635640	904	82636544	99.99	87.84
DISSENT	2	0	2	3010	0	3010	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	13	9	22	82638650	904	82639554	100	87.84

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 28th May, 2019 has been passed with requisite majority.


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Item No.6

Reappointment of Dr. PranabRanjan Mukherjee (DIN: 00240758) 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 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. PranabRanjan 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. PranabRanjan 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. PranabRanjan 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.



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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 special resolution."

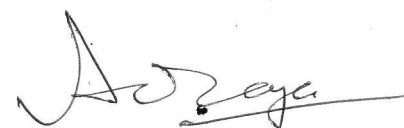
	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	12	9	21	82647955	904	82648859	99.99	87.86
DISSENT	2	0	2	3010	0	3010	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	14	9	23	82650965	904	82651869	100	87.86

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 28th May, 2019 has been passed with requisite majority.

Item No.7

Appointment of Mr. Dev Krishna Surana (DIN: 08357094) as Director and also as Whole Time Director of the Company

"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.



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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 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."


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	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	9	9	18	81948985	904	81949889	99.99	87.11
DISSENT	2	0	2	3010	0	3010	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	11	9	20	81951995	904	81952899	100	87.11

Based on aforesaid Results, Special Resolution Contained in Item no.7 of the Notice dated 28th May, 2019 has been passed with requisite majority.


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