



Kkalpana Industries (India) Limited

Date: 26th April, 2017.

To,
The Manager,
Listing Department,
Bombay Stock Exchange Limited (Designated Stock Exchange),
PJ Towers, Dalal Street,
Mumbai – 400 001.

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

Sub: Voting Results of Postal Ballot (including remote e-voting) of Kkalpana Industries (India) Limited.
Re: Scrip Code: 526409 & Scrip ID: KKALPANAIND.

Dear Sir,

This is further to our letter dated 27.03.2017 on the captioned subject, we would like to inform you about the voting conducted through postal ballot and remote e-voting pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, read with Rule 22 of Companies (Management & Administration) Rules, 2014 (as amended up to date) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, of which Postal Ballot Notice dated 09.03.2017 was dispatched on 24.03.2017. The Last date for receipt of Postal Ballot Forms and E-Voting was fixed at Monday, 24th April, 2017 (17:00 hours).

The Scrutinizer Mr. Ashok Kumar Daga, Membership No. FCS 2699 and COP No. 2948, Practicing Company Secretary, Kolkata has submitted his report on Tuesday, 25th April, 2017.

Based on the Report of Mr. Ashok Kumar Daga, Membership No. FCS 2699 and COP No. 2948, Scrutinizer for the Postal Ballot, Mr. Narrindra Suranna (DIN 00060127), Chairman and Managing Director of the Company has declared the results of the postal ballot on Wednesday, 26th April, 2017 at 11:00 A.M. at the Registered Office of the Company. The Special resolutions, as specified in the Notice of Postal Ballot dated 09th March, 2017 read with Explanatory Statement has been approved by the requisite majority of shareholders, effective 26th April, 2017.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we reproduce below the voting results (both remote e-voting and physical postal ballot) of the businesses which were transacted by means of Postal Ballot as set out in the notice dated 09th March, 2017. The summary of the result in the format as specified by the said regulations is given below:

Serial No.	Particulars	Details
1	Date of the AGM/EGM/Declaration of Postal Ballot Result	Wednesday, 26 th April, 2017
2	Total number of shareholders on record date	7482
3	No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not Applicable*
4	No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group Public	Not Applicable*

*as no Physical General Meeting was held and the company has through postal ballot sought approval of members

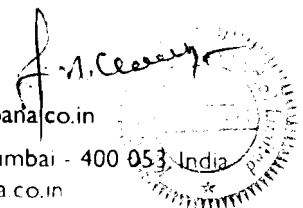
Regd. Office : 2B, Pretoria Street, Kolkata - 700 071

Tel +91-33-2282 3744/45/3671/99, Fax +91-33-2282 3739, E-mail : kolkata@kkalpana.co.in

Mumbai Office : 106, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053, India
Tel +91-22-67021470/71/72, Fax +91-22-6702 1473, E-mail mumbai@kkalpana.co.in

www.kkalpanagroup.com

CIN : L19202WB1985PLC039431



Details of Agenda:

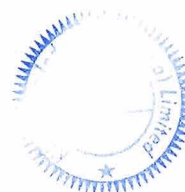
Resolution No. 01: Recalling of Special Resolution under section 12 & 13(4) of the Companies Act, 2013, passed by the members through Postal Ballot Voting, the result whereof was declared on 23rd December, 2015, in connection with shifting of the registered office of the company from the state of West Bengal to the Union Territory of Dadra & Nagar Haveli.

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	69268375	61738625	89.13	61738625	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		61738625	89.13	61738625	0	100	0
Public Institutions	E-Voting	4000	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	24800555	13422582	54.12	13422580	2	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		34392	0.14	33841	551	98.40	1.60
	Total		13456974	54.26	13456421	553	99.9958	0.0041
TOTAL		94072930	75195599	79.93	75195046	553	99.9992	0.0007



Resolution No. 02: Recalling of Special Resolution under section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, passed by the members through Postal Ballot Voting, the result whereof was declared on 23rd December, 2015, in connection with sell/ transfer of unit situated at Falta (SEZ), 24 Parganas (S) in the state of West Bengal.

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	69268375	61738625	89.13	61738625	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		61738625	89.13	61738625	0	100.00	0
Public Institutions	E-Voting	4000	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	24800555	13422582	54.12	13422582	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		34392	0.14	30841	3551	89.67	10.32
	Total		13456974	54.26	13453423	3551	99.9736	0.0263
TOTAL		94072930	75195599	79.93	75192048	3551	99.9952	0.0472



[Handwritten signature]

Resolution No. 03: Special Resolution under Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and if any, of the Companies Act, 1956 and in accordance with Memorandum and Articles of Association of the Company and other applicable regulations, if any, for Conversion of loan into equity, in case of default in repayment of loan.

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	69268375	61738625	89.13	61738625	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		61738625	89.13	61738625	0	100	0
Public Institutions	E-Voting	4000	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	24800555	13422582	54.12	13422582	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		34392	0.14	34366	26	99.9244	0.0755
	Total		13456974	54.26	13456948	26	99.9958	0.0041
TOTAL		94072930	75195599	79.93	75195573	26	99.9999	0.00003

A Certified copy of the Report of the Scrutinizer is also enclosed herewith for your record and reference.

The Postal Ballot results are also hosted on the website of Company and NSDL, and will be published in the newspapers.

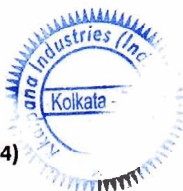
You are requested to please take this information on record.

Thanking You,

Yours faithfully,

For Kkalpana Industries (India) Limited


A.B. Chakrabarty (Membership No. FCS 7184)
Company Secretary



CC:

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



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

To,
The Board of Directors,
KKALPANA INDUSTRIES (INDIA) LTD
2B, PRETORIA STREET,
KOLKATA- 700 071

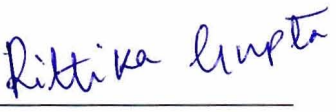
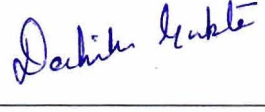
Sub: Passing of Resolution through Postal Ballot (including E-Voting)

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **9th March, 2017** has appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company has also engaged the services of NSDL for providing an electronic voting facility available to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms.
2. Based on the dispatch proof being provided by you duly stamped by the postal department, the Ballots were sent to all members on **24th March, 2017** under Registered / Speed Post, and subsequently on the completion of the formalities of the Postal Ballot process, I hereby submit my report as under:
 - 2.1 The Company has completed on **24th March, 2017** the dispatch of Postal Ballot Forms, along with self-addressed, pre-paid postage envelopes to its Members whose name(s) appeared on the Register of Member as on **10th, March, 2017**.
 - 2.2 The Postal Ballot Voting (including e-voting) commenced from **25th March, 2017 (9:00 A.M.)** and ended on **24th April, 2017 (17:00 P.M.)**.

ASHOK KUMAR DAGA
Practising Company Secretary
FCS-2699 & CP-2948

- 2.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- 2.4 The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
- 2.5 The details of e-voting facility provided by NSDL scrutinized by me for verification of votes cast in favour and against the resolution.
- 2.6 The Ballot Boxes were opened on 24th, April, 2017 at 5:00 P.M. in the presence of two witnesses, who are not in the employment of the Company and whose signature is attested below:

 Witness no. 1	 Witness no. 2
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- 2.7 I unblocked the e-voting results on the NSDL E- voting platform before Ms Rittika Gupta and Ms Deepika Gupta. Also after the closure of working hours i.e., 17:00 on 24th April, 2017 being the last day of receiving Postal Ballot Form.
- 2.8 On scrutiny, I report that out of 7482 shareholders, 27 shareholders have exercised their vote through e-voting and 43 shareholders have exercised their votes through Postal Ballot Forms. A summary of the result is given below:

Resolution No. 1:

Recalling of Special Resolution passed by the members through postal ballot voting the result whereof was declared on 23rd December, 2015, in connection with shifting of Registered Office from the State of West Bengal to the Union Territory of Dadra & Nagar Haveli.

"RESOLVED THAT the Special Resolution under Section 12 and 13 and other applicable provisions of the Companies Act, 2013 for shifting of Registered Office from the State of West Bengal to the Union Territory of Dadra & Nagar Haveli; passed through Postal Ballot Voting the result of which was declared on 23rd December, 2015 be and is hereby revoked, cancelled and set aside with effect from 23rd December, 2015 itself and the relevant provisions of


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Memorandum of Association of the Company as it stood immediately prior to passing the said special resolution shall continue to remain in force."

"**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."

VOTES CAST IN FAVOUR OF THE RESOLUTION:


Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	26	75161205	79.90	100
Physical Postal Ballot Form	35	33841	0.04	98.40
Total Voting	61	75195046	79.94	

VOTES CAST AGAINST THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	1	2	0	0
Physical Postal Ballot Form	8	551	0	1.60
Total Voting	9	553	0	

INVALID VOTES:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	Nil
Physical Postal Ballot Form	NIL	NIL	NIL	Nil
Total Voting	NIL	NIL	NIL	Nil


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 Practicing Company Secretary
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In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated 9th March, 2017 has been approved and passed by the requisite majority.

Resolution No. 2:

Recalling of Special Resolution passed by the members through postal ballot voting, the result whereof was declared on 23rd December, 2015, in connection with sell / transfer of unit situated at Falta (SEZ), 24 Parganas (S) in the State of West Bengal.

“RESOLVED THAT the Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 for sell / transfer of the Unit situated at Falta Special Economic Zone, Plot No. 29, Sector-1, Falta, 24 Parganas(S) in the State of West Bengal, passed through Postal Ballot Voting, the result of which was declared on 23rd December, 2015, be and is hereby revoked, cancelled and set aside with effect from 23rd December, 2015 itself.”

“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.”

VOTES CAST IN FAVOUR OF THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	27	75161207	79.90	79.90
Physical Postal Ballot Form	33	30841	0.03	89.67
Total Voting	60	75192048	79.93	89.67

VOTES CAST AGAINST THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	NIL
Physical Postal Ballot Form	10	3551	0	10.32
Total Voting	10	3551	0	10.32


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 Practicing Company Secretary
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INVALID VOTES:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	Nil
Physical Postal Ballot Form	NIL	NIL	NIL	Nil
Total Voting	NIL	NIL	NIL	Nil

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated 9th March, 2017 has been approved and passed by the requisite majority.

Resolution No. 3:**Conversion of loan into equity, in case of default in repayment of loan**

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and also applicable provisions, if any, of the Companies Act, 1956, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations, if any, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and related departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the .Board., which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law); on the terms and conditions contained in the financing documents of Financial Institutions / Banks, or such terms and conditions as may be imposed to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed of or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the .Lenders.), at the option of the Lenders, the loans or any other



ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948

financial assistance categorized as loans (hereinafter referred to as the Financial Assistances.), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding Rs. 2000 Crores (Rupees Two Thousand crores only) over and above the paid-up capital and free reserves, consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistance being separate and distinct from the other, into fully paid up equity shares of the Company, on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in notice, in writing, to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the Notice of Conversion.) and in accordance with the following conditions:

(i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person(s) identified by the Lenders as, from the date of conversion and the Lenders may accept the same in satisfaction of the loans or part thereof, so converted;

(iii) the loan or the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly liquidated or reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person(s) identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

(iv) In the event the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed on such stock exchanges as may be prescribed by the Lenders or such other person(s) identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person(s) identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person(s) identified by the Lenders.

(v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of event of default by the Company in terms of the loan arrangements.”

“RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be intimated by the Lenders in writing.”



ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the relevant shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this special resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

VOTES CAST IN FAVOUR OF THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	27	75161207	79.90	79.90
Physical Postal Ballot Form	39	34366	0.04	99.92
Total Voting	66	75195573	79.94	

VOTES CAST AGAINST THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	NIL
Physical Postal Ballot Form	4	26	0	0.07
Total Voting	4	26	0	


ASHOK KUMAR DAGA
 Practicing Company Secretary
 FCS-2699 & CP-2948

INVALID VOTES:


Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	Nil
Physical Postal Ballot Form	NIL	NIL	NIL	Nil
Total Voting	NIL	NIL	NIL	Nil

In view of the above scrutiny, I hereby certify that resolution no. 3 as set out in notice dated 9th March, 2017 has been approved and passed by the requisite majority.

3. The related papers/ registers and records have been handed over to the Director of the Company authorized by the Board to supervise the Postal Ballot process.


Kindly arrange to declare the results accordingly.

Thanking you.



ASHOK KUMAR DAGA

**Company Secretary in practice
Scrutinizer
Membership No. 2699
CP No. 2948**



ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948

Place: Kolkata
Date: 25/04/2017