



Kalpena Industries Limited

CIN - L19202WB1985PLC039431

Date: 26th September, 2014

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

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

Re: Outcome of 29th Annual General Meeting

Ref: Results of E Voting and Ballot conducted in connection with the 29th Annual General Meeting held on 26th September, 2014.

Dear Sir,

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement entered into with the stock exchanges, the company has arranged for electronic voting (E-Voting) through National Securities Depository Limited to exercise vote by the shareholders. The members who do not have access to electronic voting facility, the company has also arranged for voting through ballot.

The E- Voting was made available to members for three days from 9.00A M on 21.09.2014 to 6.00 P M on 23.09.2014.

To oversee the E-Voting process, the Board of Directors of the Company had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary in Kolkata as the Scrutinizer.

Mr. Ashok Kumar Daga had scrutinised the votes cast through E Voting and submitted his report to the Chairman.

The results of the E Voting and Ballot was announced by the Chairman at the 29th Annual General Meeting of the Company held on Friday, September 26, 2014 at 04:00 P.M. at "Gyan Manch", 11 Pretoria Street, Kolkata – 700 071. On the basis of Report of the Scrutinizer, all the resolutions as specified in the notice dated 13.08.2013, has been passed with requisite majority. A brief summary of all the resolutions passed are as under:



ORDINARY BUSINESS:

1. Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. Declaration of Dividend @ 12% i.e. Rs. 1.20 per equity shares of Rs. 10/- each for the year ended 31st March, 2014.
3. Re-appointment of Mr. Rajesh Kumar Kothari, as Director of the Company, retired by rotation.
4. Re-appointment of M/s. B.Mukherjee & Co., Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration.

SPECIAL BUSINESS:

5. Appointment of Mr. Nirmalendu Guha as an Independent Director of the Company, for five consecutive years, from 1st April, 2014 up to 31st March, 2019.
6. Ratification of the remuneration of the Cost Auditor D.Sabyasachi & Co., for the financial year 2014-15.
7. Approval for sub-division of each Equity Shares of the Company of face value of Rs. 10 each into five equity shares of face value of Rs. 2 each.
8. Approval for amendment of Clause V of Memorandum of Association of the Company.
9. Increase in borrowing limit of the Company from Rs. 1500 Crore to Rs. 2000 Crore.
10. Creation of charge on the assets of the Company for the amount not exceeding Rs. 2000 Crores.

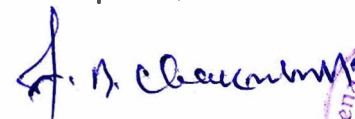
A certified copy of the Report of the scrutinizer is also enclosed herewith for your record and reference.

Kindly take the aforesaid information on record. The detail proceedings will be submitted to you in due course.

Thanking You

Yours faithfully

For Kalpena Industries Limited



A.B.Chakrabartty
(Company Secretary)



CC:

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

Ashok Kumar Daga

B. Com., (Hons.), LL.B, FCS
Practising Company Secretary

56, M. C. Garden Road,
(Dum Dum)
Kolkata - 700 030
Phone : 32916865
Mobile : 9831036425
E-mail : daga.ashok@gmail.com

Date.....

**REPORT OF SCRUTINIZER
(E VOTING)**

(Pursuant to sec 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
Kalpena Industries Ltd.
2B, Pretoria Street,
Kolkata - 700071

Sir,

I, ASHOK KUMAR DAGA (Practising Company Secretary) was appointed as Scrutinizer for the 29th, **Annual General Meeting** of the Equity Share holders of "Kalpena Industries Ltd." to be held on Friday, the 26th of September, 2014 at 4.00 p.m. at Gyan Manch, 11, Pretoria Street, Kolkata - 700071 for the purpose of scrutinizing the e voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting Carried out as per the provisions of Companies Act, 2013 and sub rule (xi) of rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e voting period remained opened from 21st September 2014, at 9.00 am and ended on 23rd September 2014, at 6.00 pm.
2. The shareholders holding shares as on the "Cut Off "Date i.e. 22nd of August, 2014, were entitled to vote on the proposed 10(Ten) resolutions as mentioned in the notice of the 29th Annual General Meeting of "**Kalpena Industries Ltd.**" from annexure 1 to 10 of the notice of the 29th AGM of the company.
3. The votes were unblocked on 23rd, September, 2014, at 6 P.M. in the presence of witnesses namely who are not in the employment in the company.

They have signed below in confirmation of the votes being unblocked in their presence.


(Chandray Birendras Rai) 
(Uma Chandra Rao)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" or "Against", were downloaded from the E-Voting Website of National Securities Depository Limited (<https://www.evotingnsdl.com>)

5. The result of the e voting is as under:


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

A. Resolution 1

Adoption of Audited Financial Statements Reports of the Directors and Auditors for the year ended 31st March, 2014.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

B. Resolution 2

Declaration of Dividend on Ordinary Shares for the year ended 31st March, 2014.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

C. Resolution 3

Re-Appointment of Mr. Rajesh Kumar Kothari who retires by rotation as Director of the Company.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

D. Resolution 4

Appointment of Auditors and fixing their Remuneration.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL


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Practicing Company Secretary
FCS-2699 & CP-2948

E. Resolution 5**Appointment of Mr.Nirmalendu Guha as Independent Director of the Company**

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Nirmalendu Guha (DIN 01154485), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five(5) consecutive years, effective from 1st April, 2014 upto 31st March, 2019.”

I. Voted “IN FAVOUR” of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

II. Voted “AGAINST” the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

III. “INVALID” votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

F. Resolution 6**Ratification of the appointment of Cost Auditor and their remuneration**

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.30000/- plus service tax and out-of-pocket expenses payable to M/s.D.Sabyasachi & Co., who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to plastic compounds and other manufacturing items of the Company for the year ending 31st March, 2015”.

IV. Voted “IN FAVOUR” of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

VI. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

G. Resolution 7

Alteration in Face value of Equity Shares

"RESOLVED THAT Pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Article 55 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs. 10/- (Rupees Ten only) into 5 (Five) Equity Shares of Face value of Rs. 2/- (Rupee Two only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 30,60,00,000/- (Rupees Thirty Crores Sixty Lakhs only) would comprise of 15,30,00,000 (Fifteen Crores Thirty Lakhs) Equity Shares of Rs. 2/- (Rupee Two only) each with effect from the "Record Date" to be determined by the Board for this purpose.

RESOLVED FURTHER THAT Pursuant to the sub-division of the Equity Shares of the Company each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 5 (Five) Equity shares of the Face value of Rs. 2/- (Rupee Two only) each fully paid-up, with effect from the record date.

RESOLVED FURTHER THAT on sub-division, the 5 (Five) Equity Shares of the Face value of Rs. 2/- (Rupee Two only) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT Upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division. The Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary

accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard."

VII. Voted **"IN FAVOUR"** of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

VIII. Voted **"AGAINST"** the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

IX. **"INVALID"** votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

H. Resolution 8

Amendment to clause V of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

V. The Authorized Share Capital of the Company is Rs. 30,60,00,000/- (Rupees Thirty Crores Sixty Lakhs only) divided into 15,30,00,000 (Fifteen Crores Thirty Lakhs only) Equity Shares of Rs. 2/- (Rupee Two) each, with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights,


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Practicing Company Secretary
FCS-2699 & CP-2948

privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

X. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

XI. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
2	2	NIL

XII. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

**I. Resolution 9
Borrowing Powers of the Company:**

"RESOLVED, in supersession of the resolution No.8 passed at the 26th Annual General Meeting of the Company held on 12th November,2011 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013,as amended from time to time, and the Articles of Association of the Company and subject to such other approvals as may be necessary, THAT consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money from time to time from anyone or more of the Company's Bankers and/or from anyone or more Firms, Bodies Corporate, Financial Institutions, Mutual Funds, Foreign Bankers, Foreign Financial Institutions, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Trusts or such other bodies or entities whether by way of cash credit, loans, advances, deposits, loans or bills discounting, deferred payment guarantees, issue of debentures, external commercial borrowings or otherwise, in any other mode or form, and whether unsecured or secured by mortgage, charge, hypothecation, lien, or pledge of the Company's assets and properties, whether immovable or movable or stock in trade (including raw materials, spare parts and components in stock or in transit and work in progress) or by any kind of guarantees and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but


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so however that the total amount upto which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 2000 Crore (Rupees Two Thousand crores only) exclusive of interest, and that the Board of Directors is hereby further authorized and empowered to arrange or settle or execute such deeds of debenture trust and deeds of mortgage, charge, hypothecation, lien, promissory notes, deposit receipts, guarantees/assurance deeds and other deeds and instruments or writings containing such conditions and covenants as the Board of Directors in its absolute discretion may think fit.”

XIII. Voted “IN FAVOUR” of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

XIV. Voted “AGAINST” the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

XV. “INVALID” votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

J. Resolution 10

Creation of Charge on the assets of the Company:

“RESOLVED THAT in supersession of the Resolution No.9 passed at the Annual General Meeting of the Company held on 12th November, 2011 and pursuant to the provisions of Section 180 (1) (a) and othe applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (‘the Board’) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or bodies/ trustees for holders of debentures/ bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as ‘Lenders’), provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 2000 Crores (Rupees Two Thousand crores only)”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to finalise, settle and execute


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 Practicing Company Secretary
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such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge as aforesaid."

XVI. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
19	16558111	88%

XVII. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
1	2	NIL

XVIII. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

6. The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company..

Thanking You,
Yours Faithfully



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

Place: Kolkata
Dated: 25.09.2014