



# Kkalpana Industries (India) Limited

Date: 23<sup>rd</sup> September, 2017

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

**Sub: Voting Results of 32<sup>nd</sup> Annual General Meeting of Kkalpana Industries (India) Limited held on 23<sup>rd</sup> September, 2017.**

Dear Sir,

In continuation to our letter dated 23<sup>rd</sup> September, 2017, we would like to inform you that the Scrutinizer Mr. Ashok Kumar Daga, (Membership No. FCS 2699 and COP No. 2948), Practicing Company Secretary, Kolkata has submitted his report on Saturday, 23<sup>rd</sup> September, 2017.

Please find enclosed herewith the following:

- ❖ Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
- ❖ Report of the Scrutinizer dated September 23, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Kindly take the information on record and oblige.

Thanking You

Yours faithfully

For Kkalpana Industries (India) Limited

*Tanvi Panday*

**Tanvi Panday (ACS-31176)**  
**Company Secretary**



CC:

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

**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](mailto:kolkata@kkalpana.co.in)

**Mumbai Office :** 106, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053, India  
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CIN : L19202WB1985PLC039431



# Kkalpana Industries (India) Limited

## Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Serial No.	Particulars	Details
1	Date of AGM	Saturday, 23 <sup>rd</sup> September, 2017
2	Total No. of shareholders as on cut-off date, i.e, 16 <sup>th</sup> September, 2017	7510
3	No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	3 116
4	No. Of shareholders attended the meeting through video conferencing: Promoter and Promoter Group Public	No video conferencing facility was arranged.

### Agenda wise disclosure

The mode of voting for all resolutions was remote e-voting, which was conducted between Wednesday, 20th September, 2017 at 09:00 A.M. and Friday, 22<sup>nd</sup> September, 2017 at 05:00 P.M. over NSDL Platform and Ballot voting at the venue of AGM.

Given below is the resolution wise consolidated result of remote e- voting and ballot voting at the AGM.

#### Details of Agenda:

##### Ordinary Business

#### Resolution No. 01: Adoption of the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and 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.

Resolution Required (Ordinary/Special)					Ordinary				
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 Resolution.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	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	69264870	99.995	69264870	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total		69264870	99.995	69264870	0	100.00	0.00	

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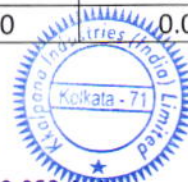
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*Tanvi Pandey*







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Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	13319471	53.706	13319461	10	99.9999	0.0001
	Poll		5250	0.021	5250	0	100.00	0.00
	Total		13324721	53.728	13324711	10	99.9999	0.0001
<b>Total</b>		94072930	82589591	87.793	82589581	10	99.99999	0.00001

**Resolution No. 02: Appointment of Director in place of Dr. Pranab Ranjan Mukherjee (DIN - 00240758), who retires by rotation and being eligible, offers himself for reappointment.**

Resolution Required (Ordinary/Special)					Ordinary			
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 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	69264870	99.995	69264870	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		69264870	99.995	69264870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	13307156	53.657	13307146	10	99.9999	0.0001
	Poll		5250	0.021	5250	0	100.00	0.00
	Total		13312406	53.678	13312396	10	99.9999	0.0001
<b>Total</b>		94072930	82577276	87.780	82577266	10	99.99999	0.00001

Tarun Pandey



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**Resolution No. 03: Appointment of M/s. B.Mukherjee & Co., Chartered Accountants (Firm Registration No. 302096E) as Statutory Auditors of the Company and fixing their remuneration.**

Resolution Required (Ordinary/Special)					Ordinary			
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 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	69264870	99.995	69264870	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		69264870	99.995	69264870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	13307156	53.657	13307146	10	99.9999	0.0001
	Poll		5250	0.021	5250	0	100.00	0.00
	Total		13312406	53.678	13312396	10	99.9999	0.0001
<b>Total</b>		94072930	82577276	87.780	82577266	10	99.99999	0.00001

## Special Business

**Resolution No. 04: Ratification of Remuneration payable to the Cost Auditors of the Company for the Financial year ended March 31, 2018.**

Resolution Required (Ordinary/Special)					Ordinary			
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 Resolution.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled

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		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	69268375	69264870	99.995	69264870	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		69264870	99.995	69264870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	13319471	53.706	13319461	10	99.9999	0.0001
	Poll		5250	0.021	5250	0	100.00	0.00
	Total		13324721	53.728	13324711	10	99.9999	0.0001
Total		94072930	82589591	87.793	82589581	10	99.99999	0.00001

## Resolution No. 05: Re-appointment of Mr. Narrindra Suranna (DIN: 00060127) as Managing Director of the Company

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 Resolution.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	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	69262870	99.992	69262870	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		69262870	99.992	69262870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public	E-		13319471	53.706	13319461	10	99.9999	0.0001

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Non-Institutions	Voting	24800555						
	Poll		5250	0.021	5250	0	100.00	0.00
	Total		13324721	53.728	13324711	10	99.9999	0.0001
<b>Total</b>		94072930	82587591	87.791	82587581	10	99.99999	0.00001

## **Resolution No. 06: Re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director (Technical) of the Company**

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 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	69264870	99.995	69264870	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		69264870	9.995	69264870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	13319471	53.706	13319461	10	99.9999	0.0001
	Poll		5250	0.021	5250	0	100.00	0.00
	Total		13324721	53.728	13324711	10	99.9999	0.0001
Total		94072930	82589591	87.793	82589581	10	99.99999	0.00001

## **Resolution No. 07: Appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as Independent Director of the Company**

Resolution Required (Ordinary/Special)					Ordinary			
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			

Tanvi Pandey



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# Kkalpana Industries (India) Limited

					be interested or concerned in the said Resolution.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	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	69264870	99.995	69264870	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		69264870	99.995	69264870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	13307156	53.657	13307146	10	99.9999	0.0001
	Poll		5250	0.021	5250	0	100	0.00
	Total		13312406	53.678	13312396	10	99.9999	0.0001
<b>Total</b>		94072930	82577276	87.780	82577266	10	99.99999	0.00001

Note: All the aforesaid resolutions were passed with requisite majority.

Tanvi Parida

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CIN : L19202WB1985PLC039431



**Ashok Kumar Daga**

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

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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	32 <sup>nd</sup> Annual General Meeting
Date & Time	Saturday, 23 <sup>rd</sup> day of September, 2017 at 10.00 a.m.
Venue	Gyan Manch, 11, Pretoria Street, Kolkata – 700 071

To  
The Chairman,  
32<sup>nd</sup> 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 conducted at the Annual General Meeting (AGM) of the KKALPANA INDUSTRIES (INDIA) LIMITED (herein after referred to as the Company) held on Saturday, 23<sup>rd</sup> day of September, 2017 at 10.00 a.m. at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071.

### 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, the Company completed dispatch of the Notice of the AGM;

- i. By Speed Post to 891 members
- ii. By Registered Post to 6591 members

### 3. CUT-OFF DATE

The Voting rights were reckoned as on 16<sup>th</sup> September, 2017 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

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



#### **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 09.00 a.m. on Wednesday, 20<sup>th</sup> September, 2017, to 05.00 p.m. on Friday, 22<sup>nd</sup> September, 2017 and members were required to cast their vote electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-voting platform provided by NSDL.

#### **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 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.

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

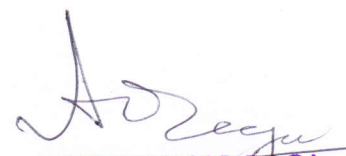
5.3 The Company had provided facility of Ballot voting at the venue of the meeting to those members who had not casted their vote through remote e-voting.

#### **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 Vote 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.

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

## 7. Results

7.1 I observed that -

- i. 2 members have casted their votes through the Ballot- voting facility provided at the meeting.
- ii. 17 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 AGM dated 30<sup>th</sup> May, 2017 is enclosed.

7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No. 1 to Item No. 4 & Item No. 7 and Special resolution contained in Item No. 5 to Item No. 6 has been passed with the requisite majority.

7.4 The Registers, all other papers and relevant records relating to e-voting and ballot papers shall be remain in our safe custody till 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.

**Dated: 23.09.2017**

**Place: Kolkata**

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



**Item No.1:-**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, 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 E-VOTING	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	2	18	82584331	5250	82589581	100	87.80
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	17	2	19	82584341	5250	82589591	100	87.80

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

**Item No.2**

To appoint a Director in place of Dr. Pranab Ranjan Mukherjee (DIN -00240758), who retires by rotation and being eligible, offers himself for reappointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	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	2	17	82572016	5250	82577266	100	87.78
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	16	2	18	82572026	5250	82577276	100	87.78

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

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

### Item No.3

#### **To appoint auditors and fix their remuneration.**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s B. Mukherjee & Co., Chartered Accountants, Kolkata (Firm Registration No. 302096E), being eligible and willing to act as Auditors and having furnished certificate pursuant to Section 139 of the Companies Act, 2013, be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 32<sup>nd</sup> Annual General Meeting until the conclusion of 37<sup>th</sup> Annual General Meeting of the Company, at a fee of Rupees 3,10,000/- for the year 2017-18 plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	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	2	17	82572016	5250	82577266	100	87.78
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	16	2	18	82572026	5250	82577276	100	87.78

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

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



**Item No.4**

**Ratification of Remuneration payable to the Cost Auditors of the Company for the Financial year ended March 31, 2018**

**“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 confirms and ratifies the remuneration of Rs.25000/-plus taxes as applicable and out-of-pocket expenses, as recommended by the Audit Committee of the Board and Board of Directors of the Company, payable to M/s. D.Sabyasachi & Co., who are appointed as Cost Auditors of the Company on the recommendation of Audit Committee to conduct Audit of the cost accounting records pertaining to plastic compounds and other manufacturing items of the Company for the year ending 31st March, 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 resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	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	2	18	82584331	5250	82589581	100	87.80
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	17	2	19	82584341	5250	82589591	100	87.80

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.



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

**Item No.5**

**Reappointment of Mr. Narrindra Suranna as a Managing Director**

“RESOLVED THAT in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196,197and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,read with Schedule V to the Act, 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, or any other law and subject to such other approvals, as may be necessary, and terms as are agreed to by the Board of Directors (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), 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 Mr. Narrindra Suranna(DIN – 00060127) as Managing Director of the Company, for aperiod of 5 (Five) years with effect from 01stAugust,2017, 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. Narrindra Suranna, 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. Suranna 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 resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E- VOTING	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	2	17	82582331	5250	82587581	100	87.80
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	16	2	18	82582341	5250	82587591	100	87.80

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 30<sup>th</sup>May, 2017has been passed with requisite majority.

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



**Item No.6**

**Reappointment of Dr. Pranab Ranjan Mukherjee as a Whole Time Director**

“RESOLVED THAT in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196,197and 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, or any other law and subject to such other approvals, as may be necessary, and terms as are agreed to by the Board of Directors (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), 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. Pranab Ranjan Mukherjee (DIN – 00240758) as Whole-Time-Director (Technical) of the Company, for a period of 1 (One) year with effect from 01st October,2017, 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. 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 resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	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	2	18	82584331	5250	82589581	100	87.80
DISSENT	1	0	1	10	0	10	0	0

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

INVALID	0	0	0	0	0	0	0	0
TOTAL	17	2	19	82584341	5250	82589591	100	87.80

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

#### **Item No. 7**

#### **Appointment of Mr. Samir Kumar Dutta as Independent Director**

**“RESOLVED THAT** Mr. Samir Kumar Dutta (DIN 07824452), appointed by the Board of Directors as an Additional Director of the Company, with effect from 21<sup>st</sup> June, 2017 underprovisions 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 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Samir Kumar Dutta for the office of Director, be and is hereby appointed as a Director of the Company.”

**“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 or any statutory modification(s) or reenactment thereof and Article 123 of the Articles of Association of the Company, Mr. Samir Kumar Dutta, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, 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 2022, whose period of office shall not be liable to retirement by rotation.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	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	2	17	82572016	5250	82577266	100	87.78
DISSENT	1	0	1	10	0	10	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	16	2	18	82572026	5250	82577276	100	87.78

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 7 of the Notice dated 10<sup>th</sup> August, 2017 has been passed with requisite majority.

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