

**DEEPAK PANDEY**  
CHARTERED ACCOUNTANTS

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**Consolidated Scrutinizer's Report**

[Pursuant to Section 230 and 232 read with Section 108 and 110 of the Companies Act, 2013 the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014 as amended]

Date: July 29<sup>th</sup> 2021

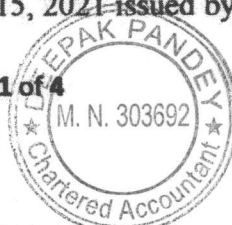
To,  
Mr. Deepak Khaitan  
Company Secretary

Chairperson appointed by the Hon'ble National Company Law Tribunal Kolkata Bench (NCLT), for the NCLT convened Meeting of the Secured Creditors of Kkalpana Industries (India) Limited, *vide* Order dated June 14, 2021 in the Company Application C.A. (C.A.A.) No. 106/KB/ 2021.

Dear Sir,

**Re: Consolidated Report of Scrutinizer on the result of voting through Remote e-voting and e-voting System at the NCLT convened Meeting of the Secured Creditors of Kkalpana Industries (India) Limited held through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") ("Meeting"), in pursuance of directions issued by the Kolkata Bench of Hon'ble National Company Law Tribunal ("NCLT") vide Order dated June 14, 2021**

I, Deepak Pandey, Chartered Accountant, have been appointed by the NCLT to act as the "Scrutinizer" for the purpose of scrutinizing the e voting process (remote e-voting and e-voting system at the Meeting) of the NCLT convened Meeting of the secured creditors of Kkalpana Industries (India) Limited ("Meeting"), held through VC / OAVM, on Thursday, the 29<sup>th</sup> July, 2021 at 2:00 P.M, pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and read with the General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No.22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28th September, 2020; General Circular No. 39/2020 dated December 31, 2020; and General Circular No.10/2021 dated 23rd June 2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board



of India ("SEBI") collectively referred to as ("**MCA & SEBI Circulars**"), on the resolution seeking approval of the Secured Creditors to the Scheme of Arrangement between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited, and their respective shareholders and creditors ("**the Scheme**"), in terms of the Notice dated 25<sup>th</sup> June 2021, convening the said meeting.

The compliance with the provisions of the Companies Act, 2013, circulars and notifications issued by the Ministry of Corporate Affairs ("**MCA**") relating to voting through electronic means and the Rules made thereunder, MCA and SEBI Circulars and NCLT Order dated June 14, 2021 relating to e-voting by the secured creditors of Kkalpana Industries (India) Limited ("**Company**") on the Resolution contained in the Notice dated June 25, 2021 is the responsibility of the management. My responsibility as a Scrutinizer was restricted to ensure that the e-voting process both through remote e-voting and e-voting system at the Meeting are conducted in a fair and transparent manner and to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("**NSDL**"), the authorized agency engaged by the Company to provide facility for remote e-voting and e-voting at the Meeting.

The Notice dated June 25, 2021 along with the Explanatory Statement under section 102 of the Companies Act, 2013, Scheme of Arrangement and other documents, convening the NCLT Convened Meeting of the Company through VC/OAVM was sent through electronic mode to those Secured Creditors whose email addresses were registered with the Company, in compliance with MCA and SEBI circulars. The Company has also given newspaper advertisement in "**Business Standard**" and "**Aajkal**" edition on 28<sup>th</sup> June, 2021 informing the secured creditors regarding the above mentioned NCLT convened Meeting and other incidental matters.

**I do hereby submit my Report as under:**

The Company had availed the services of National Securities Depository Limited ("**NSDL**"), as the Agency for providing facility for remote e-voting, participation in the NCLT convened Meeting through VC/OAVM and e-voting during the Meeting:

1. Only such Secured Creditors were allowed to attend and/or e-vote (either in the Tribunal Convened Meeting through VC/OAVM or through remote E-Voting), whose names appeared in the Chartered Accountant's certificate certifying the list of Secured Creditors of Kkalpana Industries (India) Limited on 31st December, 2020, as was filed with the Hon'ble NCLT.
2. The remote e-voting period had commenced from Monday, 26<sup>th</sup> July, 2021 and had closed on Wednesday, 28<sup>th</sup> July, 2021 and the remote e-voting module was disabled and blocked by NSDL thereafter.
3. The Company completed the dispatch of the Notice of the meeting by electronic mode to those secured creditors whose email IDs are registered with the Company. The Notices contained the detailed procedure to be followed by the secured creditors who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.



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4. The Company had also provided facility for voting through electronic voting system of NSDL during the Meeting.
5. At the meeting of the Company held through VC/OAVM, on Thursday, 29<sup>th</sup> July, 2021 after considering the item of business, the facility to vote electronically through e-voting was provided to facilitate those secured creditors who are attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically. On 29<sup>th</sup> July, 2021, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mukesh Kumar Shaw and Pranaya Kumar Behuria who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote e-voting process was tabulated for the purpose of considering the total votes cast by the secured creditors through both ways.
6. Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the secured creditors and the e-voting done at the meeting.

Based on the above, I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVEN: 116182) during the Hon'ble NCLT convened meeting of the secured creditors of the Company, as under:

**Resolution:**

***"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232, and read with section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or reenactment thereof for the time being in force), and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), as may be applicable, and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), and subject to such other approval, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited and their respective shareholders and creditors ("Scheme") placed before this Tribunal Convened Meeting and initialed by the Chairman of the Tribunal Convened Meeting for the purpose of identification, be and is hereby approved;*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including*



passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

**Consolidated Report on result of voting through remote e-voting and e-voting at the Meeting by the secured creditors :**

Particulars	Remote e-voting		Voting through e-voting system during the meeting		Total		% of Total number of valid votes cast
	No. of secured creditors	No. of votes	No. of secured creditors	No. of votes	No. of secured creditors	No. of votes	
Voted in favour of the resolution	7	1007374995	0	0	7	1007374995	100
Voted against the resolution	0	0	0	0	0	0	0
Total	7	1007374995	0	0	7	1007374995	100
Invalid Votes	0	0	0	0	0	0	0

The resolution was thus duly passed by requisite majority by the secured creditors.

The combined list of secured creditors who voted “FOR/AGAINST/INVALID” for above resolution through remote e-voting process and e-voting at the meeting has been sent to Ms. Tanvi Panday, Company Secretary of the Company for records.

All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary of the Company for safe keeping. You may accordingly declare the results of the Electronic voting conducted in the meeting & voting done by the secured creditors through remote e-voting.



Mr. Deepak Pandey

Chartered Accountant

M.No. 303692

DEEPAK PANDEY

Chartered Accountant

M. N. 303692

P-38, Princeep Street

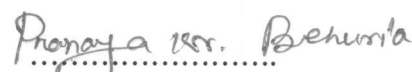
2nd Floor, Room No. 27

Kolkata-700072



Mr. Mukesh Kumar Shaw

Witness



Pranaya Kumar Behuria

Witness

# e-Voting Module



**Result File :116182**

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
116182	INE301C01028	Kkalpana Industries (India) Limited - NCLT Convened meeting of the secured creditors	26-07-2021	28-07-2021	30-07-2021	U	1.00

EVEN	RESOLUTION_ID	OPTION_ID	OPTION_NAME	VOTER COUNTS	VOTE COUNTS
116182	1	1	I/We assent to the resolution(For/ Yes/ Favour)	7	1007374995.000
116182	1	2	I/We dissent to the resolution(Against/ No)	0	0.000

EVEN	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_ID	HOLDINGS	VOTES	CAST_VOTE_DATE
116182	116182KS5	Federal Bank	1	1	73912243.00	73912243.00	Jul 26, 2021 12:40:42 AM
116182	116182KS1	HDFC Bank	1	1	227618285.00	227618285.00	Jul 26, 2021 1:17:30 PM
116182	116182KS7	RBL Bank	1	1	223013.000	223013.000	Jul 26, 2021 4:52:02 PM
116182	116182KS2	IDFC Bank	1	1	8466000.000	8466000.000	Jul 26, 2021 7:42:17 PM
116182	116182KS8	Tata Capital Financial Services Limited	1	1	8267112.000	8267112.000	Jul 27, 2021 11:20:53 AM
116182	116182KS3	SBI Bank	1	1	587178200.00	587178200.00	Jul 27, 2021 7:05:39 PM
116182	116182KS4	Axis Bank	1	1	101710142.00	101710142.00	Jul 28, 2021 3:37:03 PM



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General information about company	
Scrip code	526409
NSE Symbol	
MSEI Symbol	
ISIN	INE301C01028
Name of the company	KKALPANA INDUSTRIES (INDIA) LIMITED
Type of meeting	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-07-2021
Start time of the meeting	02:00 PM
End time of the meeting	02:26 PM

Scrutinizer Details	
Name of the Scrutinizer	DEEPAK PANDEY
Firms Name	DEEPAK PANDEY
Qualification	CA
Membership Number	303692
Date of Board Meeting in which appointed	14-06-2021
Date of Issuance of Report to the company	29-07-2021

Voting results	
Record date	31-12-2020
Total number of shareholders on record date	8
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	7
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Textual Information(1)



Text Block	
Textual Information(1)	Participation relates to Secured Creditors in the NCLT Convened Secured Creditors Meeting and "Shareholders" should be read as "Secured Creditors".

<b>Resolution(1)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the Scheme of Arrangement between M/s Kkalpana Industries (India) Limited ("Demerged Company") and M/s Ddev Plastiks Industries Limited ("Resulting Company")				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	1010154834	1007374995	99.7248	1007374995	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1010154834	1007374995	99.7248	1007374995	0	100	0
Public- Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Total		1010154834	1007374995	99.7248	1007374995	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	The holding referred is the Credit balance of the secured creditors on the record date and voting ratio is 1:1 in relation to the credit balance.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

