

KKALPANA INDUSTRIES (INDIA) LIMITED
Registered Office: 2B, PRETORIA STREET, KOLKATA – 700 071
Phone: 033 2282 3744 /45, Fax:- 033 2282 3739
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Website: www.kkalpanagroup.com
CIN: - L19202WB1985PLC039431

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extra – Ordinary General Meeting of the Members of KKALPANA INDUSTRIES (INDIA) LIMITED will be held on Monday, the 27th day of June, 2022, at 11.30 A.M. (I.S.T) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following Businesses:

SPECIAL BUSINESS:

1. **Appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Director and also as Whole Time Director of the Company, w.e.f 27.06.2022**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** Dr. Pranab Ranjan Mukherjee (DIN 00240758), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th March, 2022, pursuant to the recommendation of Nomination and Remuneration Committee, at its meeting held on 26th March, 2022 and under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 122 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting and is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act and Article 142(1) of the Articles of Association of the Company, signifying his intention to propose the candidature of Pranab Ranjan Mukherjee (DIN 00240758) for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and approval of Board of Directors, at their respective meetings held on 26th March, 2022 and provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or reenactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per Articles 126(1), 126(3) and 145 of Articles of Association of the Company and other relevant Articles of the Articles of Association and terms as are agreed 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), consent of the members of the company be and is hereby accorded to the appointment of Dr. Pranab Ranjan Mukherjee (DIN 00240758) as Whole-Time-Director of the Company, for a period of 5 (Five) year with effect from 27th June, 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board 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 appointment and remuneration, from time to time, as may be agreed to by the Board and Dr. Pranab Ranjan Mukherjee (DIN: 00240758), subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Dr. Pranab Ranjan Mukherjee (DIN: 00240758) shall be within the limits set out in section 197 of the Companies Act, 2013 read with Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this special resolution.”

2. **Re-appointment of Mr. Narrindra Suranna (DIN: 00060127) as Managing Director of the Company, w.e.f 01.08.2022**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and approval of Board of Directors of the Company, at their respective meetings held on 12th February, 2022 and 26th March, 2022 and provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per Articles 126(1), 126(3) and 145 of Articles of Association of the Company and other relevant Articles of Association and terms as are agreed by the Board of Directors 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), consent of the members of the company be and is hereby accorded to the re-appointment of Mr. Narrindra Suranna (DIN – 00060127) as Managing Director of the Company, for a period of 5 (Five) years with effect from 1st August 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board 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 re-appointment 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. Narrindra Suranna shall be within the limits set out in section 197 of 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.”

3. **Re-appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as an Independent Director of the Company w.e.f. 22.09.2022**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and other applicable provisions of the Act (including any statutory amendment(s)/ modification(s)/ re-enactment(s) thereof) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) as amended from time to time, and Regulation 17 read with Regulation 16(1)(b) and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time, and Article 123 and Article 124 of the Articles of Association of the Company and as per other relevant Articles of the Articles of Association, the re-appointment of Mr. Samir Kumar Dutta (DIN: 07824452), who has submitted a declaration, pursuant to Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, that he meets the criteria of independence, as provided in Section 149(6) of the Act and the Rules framed thereunder and also Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who is eligible for appointment as Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years from 22.09.2022 to 21.09.2027 (both days inclusive), as recommended by Nomination and Remuneration Committee, be and is hereby approved.

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) 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, including to make, sign, file and submit such forms, applications, letters, documents etc, as may be necessary, proper or expedient, to give effect to this resolution.

**Registered Office:
2B, Pretoria Street,
Kolkata-700071**

**By Order of the Board of Directors
For Kkalpana Industries (India) Limited**

**Date: 27th Day of May, 2022
Place: Kolkata**

**Ankita Karnani (ACS- 33634)
Company Secretary**

Notes:

1. IN VIEW OF THE ONGOING COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) HAS VIDE ITS GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020; GENERAL CIRCULAR NO.17/2020 DATED APRIL 13, 2020; GENERAL CIRCULAR NO. 22/2020 DATED JUNE 15, 2020, GENERAL CIRCULAR NO. 33/2020 DATED SEPTEMBER 28, 2020, GENERAL CIRCULAR NO. 39/2020 DATED DECEMBER 31, 2020, GENERAL CIRCULAR NO. 10/2021 DATED JUNE 23, 2021, GENERAL CIRCULAR NO. 20/2021 DATED DECEMBER 8, 2021 AND GENERAL CIRCULAR NO 3/2022 DATED MAY 05, 2022 (COLLECTIVELY REFERRED TO AS “MCA CIRCULARS”) AND GUIDELINES/ CURCULARS/ NOTIFICATIONS, IF ANY, ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) (COLLECTIVELY REFERRED TO AS “SEBI CIRCULARS”) PERMITTED THE HOLDING OF THE EXTRA-ORDINARY GENERAL MEETING (“THE MEETING” OR “EGM”) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MODES (“OAVM”), WITHOUT PHYSICAL PRESENCE OF THE MEMBERS, AT A COMMON VENUE. IN COMPLIANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013 (“THE ACT”), MCA CIRCULARS AND SEBI CIRCULARS, THE EGM OF THE COMPANY IS BEING HELD THROUGH VC/ OAVM. ACCORDINGLY THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY WILL BE HELD THROUGH VC/OAVM ON MONDAY, THE 27TH DAY OF JUNE, 2022, AT 11:30 A.M. (IST). THE DEEMED VENUE FOR THE EGM WILL BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2B, PRETORIA STREET, KOLKATA – 700071.
2. PURSUANT TO THE PROVISIONS OF COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
HOWEVER, SINCE THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) IS BEING HELD THROUGH VC/OAVM, PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXY/(IES) BY THE MEMBERS TO ATTEND AND CAST VOTE FOR THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
3. Institutional/Corporate Members (i.e. other than Individuals/ HUF/ NRI etc.) intending to authorize its representatives to attend the meeting through VC/OAVM and/or to vote thereat through E-Voting/ Remote E-Voting, on its behalf, are required to send a certified copy of the Board/ its Governing Body’s Resolution/Authorization (scanned copy in .pdf/.jpg format only), pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal. The said Resolution/ Authorisation may be sent by E-mail through the registered email address to the Scrutinizer, Mr. Ashok Kumar Daga at daga.ashok@gmail.com or to the Company’s email id companysecretary@kcalpana.co.in/kolkata@kcalpana.co.in.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notes of the Notice of EGM. The facility of participation at the EGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. The members will be able to view the proceedings on the National Securities Depository Limited’s (NDSL) E-voting Website at www.evoting.nsdl.com. The link for viewing one way live webcast of the EGM will be made available on the company’s website at www.kcalpana.co.in
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business under Item Numbers 1 to 3 of the Notice of EGM is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Directors seeking appointment / re appointment at this EGM, is also annexed. Requisite declarations have been received from Directors seeking appointment/re-appointment.
7. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 of the Companies Act, 2013 (‘the Act’) and The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection, in electronic mode, by the members at the EGM.
8. All documents referred to in the Notice convening the EGM and related Statement pursuant to Section 102 of the Companies Act, 2013 and annexures thereto (Collectively referred to as “Notice”) will also be available for inspection, only in electronic mode, by the members from the date of circulation of the Notice upto the date of EGM i.e. 27.06.2022. Members seeking to inspect such documents can send an e-mail to the Company Secretary, Ms. Ankita Karnani at companysecretary@kcalpana.co.in.

9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, MCA Circulars, SEBI Circulars and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on all resolutions set forth in the Notice convening the EGM, electronically, through electronic voting (e-voting) services (both Remote E-Voting and E-Voting at EGM) facilitated by the National Securities Depository Limited (NSDL) and all items of the business may be transacted through remote e-voting (facility to cast vote from a place other than the venue of the EGM)/ E-Voting (facility to cast vote electronically at EGM) services provided by National Securities Depositories Limited ("NSDL"). Instructions and other information relating to remote e-voting/ e-voting are given in the notice under note no. 22. It may be noted that facility for E-voting at EGM shall be available for members who do not cast their vote through Remote E-Voting. Members who have cast their vote through Remote E-Voting may attend the EGM through VC/OAVM but shall not be entitled to cast their votes at the Meeting once again.

The Company has not arranged for physical voting through ballot papers, pursuant to MCA Circulars and SEBI Circulars, since the meeting is being held through VC/OAVM.

10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Monday, 20th June, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting/ e-voting during the EGM.
11. In case of joint holders, only such joint holder who is higher in order of names, will be entitled to vote at the meeting.
12. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 21st June, 2022 to Monday, 27th June, 2022 (both days inclusive).
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with Depository Participant(s). Members who have not registered their e-mail addresses may now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
16. Members, holding shares in physical mode are requested to notify the change in their name/address / mandate/ bank account/ nominations/ e-mail address/ contact/Power of Attorney etc to the Registrar & Share Transfer Agent of the Company ("RTA"), M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019,. Members holding shares in demat form, are requested to intimate any change in their address and/or bank mandate to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in demat form, for any change in their particulars.
17. Members are requested to address all correspondences, including those on dividends, to the Registrar and Share Transfer Agents, as mentioned above.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. CB Management Services Pvt. Limited.
19. As per the amendment made to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, read with press release (2018 PR No. 49/2018) dated 03.12.2018, it is mandated, w.e.f. 1st April, 2019, that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depositor. And, as per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the Shareholders, who are still holding shares in physical form, are requested to take immediate action to demat their shares to avail easy liquidity and to update their Bank details with the Company to enable direct credit of dividends, if any declared, as per SEBI Regulations. Further, as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 in respect to Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination, the shareholders need to submit their details to the RTA/Company at the earliest.
20. Attention of members of the Company is also drawn to SEBI Circular No. SEBI /HO /MIRSD /MIRSD_RTAMB /P/ CIR /2021/655 dated November 03, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 on 'Common and Simplified Norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC details

and Nomination’ and it is requested that the members furnish their respective PAN, KYC details and Nomination with the RTA/Company in accordance with said Circulars for updating their related records maintained in the Company. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company’s Registrars and Share Transfer Agents, by Members holding shares in physical form. Members holding shares in electronic form, may obtain Nomination forms from their respective Depository Participant.

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA/Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such member after making requisite changes.

22. Instruction for E-Voting and Joining the EGM are as follows:

- I. The remote e-voting period commences on 24th June, 2022 (9:00 a.m) (IST) and ends on 26th June, 2022 (5:00 pm) (IST). During this period only the members of the Company, holding shares either in physical form or in dematerialized form, whose names appear in the Register of Members or Register of Beneficial Owners, as on the cut-off date of 20th June 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The rights of members shall be proportionate to their share of the paid-up equity share capital of the company as on the cut-off date. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
- II. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No. 2948) has been appointed as the Scrutinizer to scrutinize the E-voting during the EGM and remote e-voting process in a fair and transparent manner.
- III. *The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

“Register Online for IDEAS” Portal or click at
<https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to daga.ashok@gmail.com or to the Company at companysecretary@kkaalpana.co.in with a copy marked to evoting@nsdl.co.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVEN NO."

- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or 1800 22 44 30 or send a request at evoting@nsdl.co.in
- 4 In case of any grievances connected to the facility for e-voting please contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 11800 1020 990 / 1800 22 44 30 or at E-mail ID : evoting@nsdl.co.in. In case of grievances connected to members data please contact Mr. Sujit Sengupta, M/s C.B. Management Services Pvt. Ltd. (Unit-M/s Kkalpana Industries (India) Limited), P-22, Bondel Road, Kolkata – 700019, West Bengal; Email: rta@cbmsl.com/ senguptask@cbmsl.com; Tel: 033 2280 6692 / 93/94/2486.
- 5 You can also update your mobile no. and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

IV. Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of e mail ids for e-voting on the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the RTA at rta@cbmsl.com or to the Company at companysecretary@kcalpana.co.in / kolkata@kcalpana.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the RTA at rta@cbmsl.com or to the Company at companysecretary@kcalpana.co.in / kolkata@kcalpana.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/member may send an e-mail request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

V. The instructions for members for e-voting on the day of the EGM are as under:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

VI. Instructions for members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under **Join General Meeting** menu. The link for VC/OAVM will be

available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis. Members who need assistance before or during the EGM, can contact NSDL or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 11800 1020 990 / 1800 22 44 30 or at E-mail ID : evoting@nsdl.co.in
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker, on or before the close of business hours on 20.06.2022, and as such send their request from their registered e-mail id, mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@kkalpana.co.in / kolkata@kkalpana.co.in
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
9. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

Other Instructions:

- 1 The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast during the EGM and thereafter unblock the votes cast through remote e-voting and shall submit, not later than 48 hours of conclusion of EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 2 The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kkalpanagroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to concerned stock exchanges where the company's shares are listed.

27. The Resolutions shall be deemed to be passed on the date of Extra-Ordinary General Meeting, subject to receipt of sufficient votes.
28. Since the EGM will be held through VC/OAVM, the route map is not annexed to this Notice.
29. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your depository participants (in case of demat holdings) or with the RTA (in case of physical holdings)

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING

(In Pursuance of Regulation 36(3) of SEBI Listing Regulations)

Name of Director	Dr. Pranab Ranjan Mukherjee (DIN: 00240758)	Mr. Narrindra Suranna (DIN: 00060127)	Mr. Samir Kumar Dutta (DIN: 07824452)
Date of Birth	10.10.1945	01.08.1961	04.12.1943
Date of Appointment on the Board	27.03.2022	17.07.1996	21.06.2017
Qualification	B.Sc(Hons.), M.Sc (Spl Organic), Ph.D in Stereo Chemical Studies in Organic Reactions.	B.Com (Hons.) & L.L.B from Calcutta University.	B.Sc from Calcutta University. He is a Fellow member at Institute of Cost Accountants of India
Expertise	Dr. Mukherjee has more 40 years of experience in corporate arena particularly, in Plastic and Polymers Industries.	Mr. Suranna is a Promoter and has been associated with the Company since inception. He has got wide range of experience in plastic industry. Due to his dynamic leadership, the Company has reached its present height.	He has over 40 years of experience in corporate and financial matters.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	None	Ddev Plastiks Industries Limited	Ddev Plastiks Industries Limited
Memberships / Chairmanships of Committees across other companies in which he/she is a Director	None	Member of Corporate Social Responsibility Committee in Ddev Plastiks Industries Limited	Chairman of Nomination and Remuneration Committee and Audit Committee and Member of Corporate Social Responsibility Committee in Ddev Plastiks Industries Limited
Memberships / Chairmanships of Committees in the company	Chairman of Corporate Social Responsibility Committee and member of Stakeholders Relationship Committee and Audit Committee	Member of Corporate Social Responsibility Committee	Chairman of Nomination and Remuneration Committee and Audit Committee and Member of Corporate Social Responsibility Committee
Shareholding in the Company	NIL	500	NIL
Relationship with other Directors	NIL	Father of Mr. Ddev Surana, Director and Promoter of the Company	NIL

Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies

Registered Office:
2B, Pretoria Street,
Kolkata-700071

Date: 27th Day of May, 2022
Place: Kolkata

By Order of the Board of Directors
For Kkalpana Industries (India) Limited

Ankita Karnani (ACS- 33634)
Company Secretary

Statement pursuant to Section 102 of The Companies Act, 2013

Item No.1

The Board of Directors had appointed Dr. Pranab Ranjan Mukherjee (DIN 00240758) as Additional Director of the Company with effect from 27th June, 2022, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 122 of the Articles of Association of the Company.

As an additional director, Dr. Pranab Ranjan Mukherjee (DIN 00240758) will hold office only upto the date of this Annual General Meeting. In terms of Section 161 and applicable provisions of the Companies Act, 2013, Dr. Pranab Ranjan Mukherjee (DIN 00240758), being eligible has offered himself for appointment, is proposed to be appointed a director of the Company. Further, On recommendation of Nomination and Remuneration Committee, at its meeting held on 26th March, 2022, the Board of Directors of the Company, at its meeting held on 26th March, 2022, approved the appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758), aged 76 years, as Whole- Time- Director of the Company for a period of 5 (One) year with effect from 27th March, 2022, pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, on the following main terms and conditions:

- (i) The appointment shall be for a period of (5) five years commencing from 27th June 2022 as Whole – Time Director.
- (ii) Dr. Pranab Ranjan Mukherjee will be liable to retire by rotation while he continues as a Whole Time Director of the Company.
- (iii) As Whole time Director, Dr. Pranab Ranjan Mukherjee shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Managing Director and /or the Board of Directors.
- (iv) In consideration of the performance of his duties to the Company, Dr. Mukherjee shall be entitled to the following remuneration:
 - A. Salary:
Rs. 20,00,000/- (Rupees Twenty Lakhs only) per annum.
 - B. Perquisites:
 - I. One month’s salary as Ex-gratia per year.
 - II. One month’s paid leave per year, which may be encashable in part or in full, as per the Company Rules.
 - III. Reimbursement of actual phone and fuel expenses incurred for official purpose
 - C. Gratuity:
As per Company Rules.
- (v) Minimum Remuneration:
Notwithstanding anything herein contained, where in any financial year during the continuance of the tenure of office of the Whole-Time Director the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V to the Companies Act, 2013 or any amendments thereto.
- (vi) Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof, the Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee thereof and/or any person authorized by the Board of Directors in this regard) shall in accordance within the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to add, alter/ revise/modify/amend/change or vary any of the foregoing terms and conditions of the appointment and remuneration, benefits or perquisites, from time to time to which Dr. Pranab Ranjan Mukherjee may be entitled and as may be agreed to by the Board of Directors and Dr. Pranab Ranjan Mukherjee.

Mr. Mukherjee (aged 76 years) is a Gold Medalist in M.sc and has done his Ph.D from I.I.T, Kharagpur. He has five years of Academic Research Experience in the fields of Synthetic and Mechanistic Organic Chemistry. He started his career in the year 1975 at INCAB Industries Limited as General Manager (Works). He also served as Director (Operations) at Polylink Polymers India Limited and Siechem Industries, Puduchery . He received various awards in his long career. He has been associated with Kkalpana since 2009 and currently holding the position of Whole Time Director. He has over 40 years of Experience in plastic and polymers Industries. Pursuant to provisions of Section 196(3), the company cannot appoint/continue the

appointment of a Whole Time Director who has attained the age of 70 years provided such appointment is made by passing special resolution. The Board of Directors of your company is of the opinion that his association with your company will be technically and financially a sound proposition.

The special resolution, being Item No. 1 of the notice convening the Extra-Ordinary General Meeting is intended for the purpose.

The Board of Directors recommend the special resolution for approval of members and accordingly the approval of the members is sought pursuant to the provisions of Section 196,197,198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, for the above appointment of Dr. Mukherjee as Whole – Time- Director of the Company and payment of remuneration to him.

Mr. Mukherjee is not related to any other Director of the Company. A brief resume of Mr. Mukherjee as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as Annexure to this Notice.

Save and except Dr. Mukherjee (DIN 00240758), none of the Directors and Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise). This item being Special Business is unavoidable in nature.

Item No.2

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 12th February, 2022, approved the re-appointment of Mr. Narrindra Suranna (DIN – 00060127) as Managing Director of the Company for a period of 5 (Five) years with effect from 1st August, 2022, subject to approval of members, on the following main terms and conditions. Further his remuneration as recommended herein below was recommended by the Nomination and Remuneration Committee and approved by the Board, at their respective meetings held on 26th March, 2022:

- (i) The appointment shall be for a period of five years commencing from 1st August, 2022 as Managing Director.
- (ii) Pursuant to Article 148 of the Articles of Association of the Company, Mr. Narrindra Suranna will not be liable to retire by rotation, while he continues as a Managing Director of the Company.
- (iii) As Managing Director, Mr. Suranna shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Board of Directors.
- (iv) In consideration of the performance of his duties to the Company, Mr. Suranna shall be entitled to the following remuneration:
 - A. Salary:
Rs. 1,00,000/- (Rupees One Lakhs only) per month with increment in the scale of Rs. 25,000 (Twenty Fifty Thousand only) per month
 - B. Benefits, Perquisites & Allowances:
 - I. One month's salary as Ex-gratia per year.
 - II. One month's paid leave per year, which may be encashable in part or in full, as per the Company Rules.
 - III. Reimbursement of actual travel expenses, telecommunication charges, petrol/diesel expenses of vehicles as per Rules of the Company.
 - C. Gratuity:
As per Company Rules
 - D. Yearly Increment
The annual increment, in prescribed scale, which will be merit based, will be effective from 01st April each year, and the same will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.
- (v) Minimum Remuneration:
Notwithstanding anything herein contained, where in any financial year during the continuance of the tenure of office of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay

remuneration by way of salary and perquisites, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V to the Companies Act, 2013 or any amendments thereto.

- (vi) Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof, the Board of Directors or any Committee thereof shall in accordance within the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to add, alter/ revise/modify/amend or vary any of the foregoing terms and conditions of the appointment and remuneration, benefits or perquisites, from time to time to which Mr. Narrindra Suranna may be entitled as aforesaid and as may be agreed to by the Board of Directors and Mr. Narrindra Suranna.

Mr. Narrindra Suranna is an Indian businessman, Philanthropist and a Humanitarian. Born in 1961, Mr. Suranna graduated from Calcutta University He holds the position of Chairman & Managing Director of the Company in Ddev Plastiks Industries Limited. It may be noted that Pursuant to third proviso to Section 203(3) of the Companies Act, 2013, company may appoint a person as its Managing Director of one, and of not more than one, other company and such appointment shall be made at meeting of Board with the consent of all Directors present at the meeting and of which meeting and of the resolution to be moved thereat, specific notice has been given to all Directors then in India. Accordingly, the Board of your company at its meeting held on 26th March, 2022, approved unanimously, his appointment as Chairman and Managing Director in Ddev Plastiks Industries Limited. He being, one of the promoters of the Company, has got wide experience in plastic industry. His vision and business acumen has led the Group to immense success. He also holds directorship in Bbigplas Poly Private Limited, Promoter Company of your Company. The Board of Directors of your company is of the opinion that his employment with your company will be technically and financially a sound proposition.

Mr. Narrindra Surana is father of Mr. Ddev Surana, Director of the Company and is also a promoter of the Company. A brief resume of Mr. Narrindra Surana as required is set out as Annexure to this Notice.

The approval of the members is sought pursuant to the provisions of Section 196,197,198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and relevant provisions of the Articles of Association of the Company, for the above re-appointment of Mr. Narrindra Suranna as Managing Director of the Company and payment of remuneration to him.

The Board of Directors recommends the Special Resolution, being Item No. 2 of the Notice convening this EGM, for approval of the members.

Save and except Mr. Narrindra Suranna, none of the Directors and Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise). This item being Special Business is unavoidable in nature. This item being Special Business is unavoidable in nature.

Item No.3

At the Board Meeting of the Company held on 26th March, 2022, the Board has, based on the recommendation of Nomination and Remuneration Committee, recommended to the members of the Company, for re-appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as Independent Director, not liable to retire by rotation, of the Company for a period of 5 years from 22.09.2022 to 21.09.2027.

Mr. Dutta has also given declaration to the Board, under Section 149(7) of the Companies Act, 2013 ("the Act") and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, that he meets the criteria of independence as provided in Section 149(6) of the Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations, as amended from time to time. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Dutta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as Independent Director of the Company. He has also confirmed that he is not debarred from holding office of Independent Director/ Director by virtue of any SEBI order or any other statutory authority, pursuant to Circular No. LIST/COMP/14/2018-19 dated 20.06.2018 issued by BSE Ltd., pertaining to enforcement of SEBI Orders regarding appointment/ re-appointment of Director/Independent Director. He is also not disqualified from being re-appointed as Independent Directors in terms of Section 164 of the Act. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), as amended from time to time, with respect to his registration with the Databank of Independent Directors maintained with Indian Institute of Corporate Affairs. He has also given his consent to act as Independent Director of the Company for a further period of 5 years, in compliance with Section 149(10) of the Act.

Mr. Dutta, aged 78 years, is a person of integrity, possesses the relevant expertise/ experience and also fulfills the conditions specified under the relevant provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as Independent Non-Executive Director of the Company and is independent of the management. Mr. Samir Kumar Dutta (DIN: 07824452), is a Science graduate from Calcutta University and Fellow Cost Accountant. He has served a lot of industries in different professional capacities during his service tenure of 4 decades and had started his practice as a Cost Accountant since 2007. He has over 32 years of experience in finance and additionally 13 years of experience in corporate consultation and advisory, covering Cost Audit and Tax matters. In addition to Kkalpana Industries (India) Limited, he also holds directorship in Ddev Plastiks Industries Limited, Plastic Processors And Exporter Private Limited and Gantrex India Crane Rail Private Limited. Having regard to the qualifications, experiences and knowledge and the Company's adherence to policy on Board Diversity, the Board consider that his induction into the Board and association with the Company would be of immense benefit to the Company and that it will lend an independent and fair view to the decision making process and hence it is desirable to avail his services as Independent Director.

It was also noted that pursuant to the provisions of 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and considering that he has attained the age of 75 years, a special resolution would be required to be passed to continue his appointment in the Company as a Non-Executive Independent Director of the Company.

Mr. Dutta is not related to any other Director of the Company. A brief profile of Mr. Dutta, including nature of expertise, is provided in the annexure to the Notice, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board of Directors of the Company recommend the appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as Independent Director of the Company for a period of five (5) consecutive years from 22.09.2022 to 21.09.2027, whose period of office shall not be liable to determination by retirement of directors by rotation, by way of special resolution set out at Item No. 3 of the Notice convening the Extra-Ordinary General Meeting, for approval by members.

Save and except Mr. Samir Kumar Dutta (DIN: 07824452), none of the other Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their respective shareholdings in the Company. This item being Special Business is unavoidable in nature.

**Registered Office:
2B, Pretoria Street,
Kolkata-700071**

**Date: 27th Day of May, 2022
Place: Kolkata**

**By Order of the Board of Directors
For Kkalpana Industries (India) Limited**

**Ankita Karnani (ACS- 33634)
Company Secretary**