

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 37th (Thirty-seventh) Annual General Meeting of the Members of KKALPANA INDUSTRIES (INDIA) LIMITED will be held on Saturday, the 24th day of September 2022, at 11:30 A.M. (I.S.T.) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheets as at 31st March, 2022 and the Statement of Profit & Loss Accounts and Cash Flow Statements for the year ended as on that date and the Board's Report and Report of the Statutory Auditors thereon.
2. To appoint a director in place of Mr. Ddev Surana (DIN: 08357094), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. B. Chakrabarti & Associates (Firm Registration No. 305048E), Chartered Accountants, Kolkata, as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 37th Annual General Meeting of the Company until the conclusion of the 42nd Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

"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 or enactment thereof, for the time being in force), M/s. B. Chakrabarti & Associates (Firm Registration No. 305048E), Chartered Accountants, 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 (37th) Annual General Meeting until the conclusion of 42nd Annual General Meeting of the Company, at a fee of Rupees 75,000/- from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

FURTHER RESOLVED THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient, or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

SPECIAL BUSINESS:

4. **Ratification of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31st March 2023**

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

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“RESOLVED THAT pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time and for the time being in force), the Company hereby ratifies the remuneration of Rs.20000/- plus taxes, as applicable, and out-of-pocket expenses incurred in connection with the Cost Audit, payable to M/s. D. Sabyasachi & Co (Firm Registration No. 000369), Cost Accountant, who have been appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of Audit Committee, to conduct Audit of the cost records of the Company for the Financial Year ending 31st March, 2023.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof), 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.”

5. Appointment of Mr. Deepesh Tiwari (DIN: 09644428) as Director and also as Independent Director of the Company

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

“RESOLVED THAT Mr. Deepesh Tiwari (DIN: 09644428), who was appointed by the Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee, at their respective meetings held on 27th June, 2022, as an Additional Director of the Company under the category of Independent Director, with effect from 27th June, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Article 122 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting but who 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(1) of the Act and Article 142(1) of the Articles of Association of the Company, signifying his intention to propose the candidature of Mr. Deepesh Tiwari (DIN: 09644428) for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) 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, Mr. Deepesh Tiwari (DIN: 09644428), 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 under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, 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 w.e.f 27th June 2022, whose period of office shall not be liable to determination by retirement of directors by rotation.”

Registered Office:
New BK Market
16A Shakespeare Sarani
4th Floor, Room No. 3
Kolkata- 700071

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

Date: 12th Day of August 2022
Place: Kolkata

Ankita Karnani (ACS- 33634)
Company Secretary

Notes:

1. In view of the continuing 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. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”), and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 37th AGM of the Company will be conducted through VC / OAVM on Saturday, the 24th day of September 2022, at 11:30 a.m. (IST). The deemed venue for the 37th AGM will be New BK Market, 16A Shakespeare Sarani, 4th Floor, Room No.3, Kolkata – 700 071.
2. Pursuant to the provisions of Companies Act, 2013, a member entitled to attend and vote at the AGM 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 Annual General Meeting (“AGM”) 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 AGM 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 ids kolkata@kkalpana.co.in and companysecretary@kkalpana.co.in
4. The attendance of the Members attending the AGM 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 AGM 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 37th AGM. The facility of participation at the AGM 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, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM 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 (NSDL) E-voting Website at www.evoting.nsdl.com. The link for viewing one-way live webcast of the AGM will be made available on the company’s website at www.kkalpanagroup.com.
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business under Item Numbers 4 and 5 of the Notice of 37th AGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations for each item of special business, which are considered unavoidable by the Board, is also provided in the said statement.

The relevant details, pursuant to Regulation 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, in respect of Directors seeking appointment/ re-appointment at this AGM, is also annexed. Requisite declarations have been received from Directors seeking appointment/ re-appointment.

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The relevant details, pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 regarding the disclosures to be made in relation to the appointment of Statutory Auditors also forms part of the explanatory statement and annexed hereto as Item Number 3.

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 AGM.
8. All documents referred to in the Notice convening the 37th AGM 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 AGM i.e. 24.09.2022. Members seeking to inspect such documents can send an e-mail to the Company Secretary, Ms. Ankita Karnani at companysecretary@kkalpana.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 Circular 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 37th AGM, electronically, through electronic voting (e-voting) services (both Remote E-Voting and E-Voting at AGM) 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 AGM)/ E- Voting (facility to cast vote electronically at AGM) 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 AGM 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 AGM 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 Saturday, 17th September 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 AGM.
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, Sunday 18th September 2022 to Saturday, 24th September 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 Annual Report 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 de-mat form are requested to register their e-mail address with their Depository Participant(s) only.
14. In compliance with MCA Circulars and SEBI Circulars, Notice of AGM including details and instructions for remote e-voting/ e-voting and the Annual Report for the FY 2021-22 of the Company consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith (Collectively referred to as "Annual Report 2021-22" or "Annual Report") are being sent only through Electronic mode to those members

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whose e-mail addresses are registered with the Registrar and Share Transfer Agents ("RTA")/ Company/ Depository Participants and no physical copy of said documents are being sent to any member. Members may note that Notice of the 37th AGM, details and instructions for remote e-voting/ e-voting and the Annual Report of the Company for the year ended 31st March, 2022 consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith are also uploaded on the Company's website www.kkalpanagroup.com and may be accessed by the members. The said documents will also be available on the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com and also on the website of NSDL at www.evoting/nsdl.com.

15. 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 de-mat 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 de-mat form, for any change in their particulars.
16. Members are requested to address all correspondences, to the Registrar and Share Transfer Agents, as mentioned above.
17. 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 de-mat 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 (P) Limited.
18. Members, who are yet to encash their dividend warrants for any financial year(s), are requested to correspond/ lodge their claims with the Company's Registrar & Share Transfer Agents without delay. The details of dividend unclaimed by the members for the past years which have not yet been transferred to the Central Government are readily available for view by the members on the website of the Company (www.kkalpanagroup.com), as also on the website of the Ministry of Corporate Affairs through <http://iepf.gov.in/IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor>. Further, the members are advised to glance through the database and lodge their claim for dividend, which has remained unclaimed, with the Company's Registrar and Share Transfer Agents.

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies, Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments from time to time). As per these, members are requested to note that dividends that are not encashed/claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Act, be transferred to Investor Education and Protection Fund (IEPF). Shares on which dividend remains unpaid/ unclaimed for seven consecutive years will be transferred to demat account of IEPF Authority as per section 124 of the Act, and applicable rules, notifications, if any (as amended from time to time). Hence the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The shareholders whose dividend/ shares are transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html> and by following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended from time to time.

19. 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

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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.

20. 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. Consolidated shares will be issued to such member after making requisite changes.
21. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member vide dispatch of dividend warrant/ cheque, as the case may be.

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

- I. The remote e-voting period commences on 21st September 2022 (9:00 a.m.) (IST) and ends on 23rd September 2022 (5:00 p.m.) (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 17th September 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 AGM 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. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.

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.nsd.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.nsd.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.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

KKALPANA INDUSTRIES (INDIA) LIMITED

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@kkalpana.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 Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., on Saturday, 17th September 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. on Saturday, 17th September 2022 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
- 3 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.
- 4 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
- 5 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. 1800 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 4011 6700/18/23.
- 6 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@kkalpana.co.in / kolkata@kkalpana.co.in
2. In case shares are held in de-mat 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@kkalpana.co.in / kolkata@kkalpana.co.in. If you are an Individual shareholder 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 AGM are as under: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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 AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Members who need assistance before or during the AGM, can contact NSDL or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre,

KKALPANA INDUSTRIES (INDIA) LIMITED

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 AGM may register themselves as a speaker by sending their request from Monday, 12.09.2022 (9:00 AM IST) to Friday, 16.09.2022 (5:00 PM IST), and as such send their request from their registered e-mail id, mentioning their name, de-mat account number/ folio number, email id, mobile number at companysecretary@kkalpana.co.in / kolkata@kkalpana.co.in
7. Shareholders (including those shareholders who would like to register themselves as speakers at AGM) who would like to seek some clarification on the accounts or other reports may send their questions from Monday, 12.09.2022 (9:00 AM IST) to Friday, 16.09.2022 (5:00 PM IST), mentioning their name de-mat account number/folio number, email id, mobile number at companysecretary@kkalpana.co.in / kolkata@kkalpana.co.in, so that the same will be replied by the company suitably.
8. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, 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 AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall submit, not later than 2 working days of conclusion of AGM, 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.

23. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
24. Since the AGM will be held through VC/ OAVM, the route map is not annexed to this Notice.
25. 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)

KKALPANA INDUSTRIES (INDIA) LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 37TH ANNUAL GENERAL MEETING

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

Name of Director	Mr. Ddev Surana (DIN: 08357094)	Mr. Deepesh Tiwari (DIN: 09644428)
Date of Birth	31.12.1992	05.07.1984
Date of Appointment on the Board	28.05.2019	27.06.2022
Qualification	Graduate B.Com (Hons.), MSC- Management for Business Excellence – from UK and MBA (CAM) from USA	Graduate (B.Com), MBA in (Marketing & Operations) from Symbiosis Centre for Management and Human Resource Development (SCMHRD), Pune in 2008.
Expertise	His key skills are Project Management, Human Resource, Administration and Information Technology. He has been associated with Kkalpana in various projects.	Mr. Tiwari is a Strategic Business Leader with nearly 14 years of experience in Business Management, Sales, P&L Ownership, Branch Operations, Business Development and Team Leadership with domain expertise in achieving quality portfolio in Home & Mortgage Loans, Retail LAP, Private Equity Funding across Mumbai, Delhi NCR, Bengaluru, Kolkata & Chennai.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	Ddev Plastiks Industries Limited Ddev Plastic Limited	None
Memberships / Chairmanships of Committees across other companies in which he/she is a director	Member of CSR Committee and Stakeholders Relationship Committee of Ddev Plastiks Industries Limited	None
Memberships / Chairmanships of Committees in the company	Member of CSR Committee and Stakeholders Relationship Committee	Member of Nomination and Remuneration Committee
Shareholding in the Company	683850 shares (0.73%)	Nil
Relationship with other Directors	Son of Chairman and Managing Director, Mr. Narrindra Suranna. Mr. Ddev Surana is also a Promoter of the Company.	None

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

Registered Office:
New BK Market For
16A Shakespeare Sarani
4th Floor, Room No.3
Kolkata- 700071

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

Date: 12th Day of August 2022
Place: Kolkata

Ankita Karnani (ACS- 33634)
Company Secretary

KKALPANA INDUSTRIES (INDIA) LIMITED

STATEMENT TO THE NOTICE (REFER NOTE NO. 6)

Item No.3

The Members of the Company at the 32nd Annual General Meeting held on September 23, 2017, approved the appointment of M/s B. Mukherjee & Co., Chartered Accountants, Kolkata (Firm Registration No. 302096E) as the Statutory Auditors of the Company to hold office from the conclusion of the said 32nd AGM until the conclusion of 37th AGM ("this AGM"). Since the tenure of 10 years (two terms of five consecutive years) of M/s. B. Mukherjee & Co (Firm Registration No. 302096E), Chartered Accountant, Kolkata, the present Statutory Auditors of the Company expires at this Annual General Meeting of the Company, the Company is required to appoint a new Statutory Auditor.

The Board of Directors of the Company (the "Board") at its meeting held on May 27, 2022, based on the recommendations of the Audit Committee, have recommended the appointment of M/s. B. Chakrabarti & Associates (Firm Registration No. 305048E), Chartered Accountant, Kolkata, in terms of Section 139 of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (as amended) from time to time.

M/s. B. Chakrabarti & Associates (Firm Registration No. 305048E), Chartered Accountant, Kolkata, have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

Further, the Board, on recommendation of the Audit Committee, at its meeting held on 27th May 2022, had considered, and approved the remuneration of Rs. 75,000/- from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Director in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.

Accordingly, consent of the members is sought, pursuant to provisions of Section 142 of the Companies Act, 2013, for passing an Ordinary Resolution as set out at Ordinary Business under Item No. 3 of the Notice.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, 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 Business does not relate to or affects any other company (financially or otherwise).

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

- A. Proposed fees payable to the Statutory Auditor(s):** Rs. 75,000/- from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment."
- B. Terms of appointment:** Appointment as Statutory Auditors of the Company from the conclusion of 37th AGM for a period of 5 (five) consecutive years till the conclusion of the 42nd AGM of the Company, to carry out Audit of the Financial Statements (Standalone / Consolidated), Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results, etc., of the Company.

- C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fee payable to M/s. B. Chakrabarti & Associates from that of M/s. B. Mukherjee & Co. The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.
- D. Basis of recommendation for appointment:** The Board of Directors and the Audit Committee, at their respective meetings held on May 27, 2022, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience in the retail industry, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. B. Chakrabarti & Associates suitable for this appointment and accordingly, recommend the same.
- E. Credentials of the Statutory Auditor proposed to be appointed:** M/s. B. Chakrabarti & Associates has more than 8 years of experience of Concurrent Audit of Public Sector Bank and over 31 years of experience of Statutory Audit of Public Sector Banks. M/s. B. Chakrabarti & Associates holds experience in various Company Audits namely Tax Audit, VAT Consultancy, and Internal Audit.

Item No.4

The company is required, under provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, to have the audit of its Cost Records conducted by a Practicing Cost Accountant or a firm of Cost Accountants. Further, in accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their respective meeting held on 27th May 2022, has approved the appointment of M/s D. Sabyasachi & Co (Firm Registration No. 000369), Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2022-23, at a remuneration of Rs. 20,000/- plus taxes, as applicable, and out of pocket expenses incurred in connection with the Cost Audit.

Accordingly, the consent of the members is sought by way of an Ordinary Resolution as set out at Special Business under Item No. 4 of the accompanying Notice convening the Annual General Meeting, for ratification of remuneration amounting to Rs. 20,000/- plus taxes, as applicable, and out of pocket expenses, incurred in connection with the Cost Audit, payable to the Cost Auditors for the financial year ending 31st March 2023.

In view of complying with the requirements of Section 148 of the Act and the Rules, thereunder, the appointment of Cost Auditor for the Financial Year 2022-23, being a special business is unavoidable in nature. The Board of Directors, accordingly, commends the ordinary resolution set out at Item No. 4 of the accompanying Notice convening the Annual General Meeting for ratification by the members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

Item No.5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Deepesh Tiwari (DIN: 09644428) as Additional Director of the Company, in the recommended category "Independent Director", 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 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Article 122 of the Articles of Association of the Company.

KKALPANA INDUSTRIES (INDIA) LIMITED

As an additional director, Mr. Deepesh Tiwari (DIN: 09644428) will hold office only upto the date of this Annual General Meeting and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Companies Act, 2013 and Article 142(1) of Articles of Association of the Company, received, in writing, a notice from member, proposing his candidature for the office of Director.

Mr. Deepesh Tiwari (DIN: 09644428) has also given declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has also given his consent to act as Director.

Mr. Deepesh Tiwari (DIN: 09644428), aged 37 years, is a Strategic Business Leader with nearly 14 years of experience in Business Management, Sales, P&L Ownership, Branch Operations, Business Development and Team Leadership with domain expertise in achieving quality portfolio in Home & Mortgage Loans, Retail LAP, Private Equity Funding across Mumbai, Delhi NCR, Bengaluru, Kolkata & Chennai. The Board is of the opinion that he is a person of integrity, possesses the relevant expertise/ experience and also fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and is independent of the management and that his induction into the Board will be of benefit to the Company and that it will lend an independent and fair view to the decision making process.

Mr. Deepesh Tiwari (DIN: 09644428) is not related to any other Director of the Company. A brief profile of Mr. Deepesh Tiwari (DIN: 09644428), 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.

Given his experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have Mr. Deepesh Tiwari (DIN: 09644428) on the Board of Directors of the Company and accordingly recommends the appointment of Mr. Deepesh Tiwari (DIN: 09644428) as Independent Director of the Company for a period of five(5) consecutive years, w.e.f 27th June 2022, whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no. 5 of the Notice convening the Annual General Meeting, for approval by members.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members, at the Registered Office of the Company, between 10:00am (IST) to 1:00pm (IST) on any working day except Saturday upto the date of meeting and also at the venue during the meeting.

The consent of the members is sought by way of an Ordinary Resolution as set out at Special Business under Item No. 5 of the accompanying Notice convening the Annual General Meeting.

Save and except Mr. Deepesh Tiwari (DIN: 09644428), none of the 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. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Registered Office:
New BK Market
16A Shakespeare Sarani
4th Floor, Room No.3
Kolkata- 700071

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

Date: 12th Day of August 2022
Place: Kolkata

Ankita Karnani (ACS- 33634)
Company Secretary