



Kkalpana Industries (India) Limited

Date: 24th September 2022

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

Scrip Code: 526409

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

Sub: Proceedings of the 37th Annual General Meeting of Kkalpana Industries (India) Limited held on 24th September 2022, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

The 37th Annual General Meeting ("AGM") of the Members of M/s Kkalpana Industries (India) Limited ("the Company") was held on Saturday, 24th day of September 2022 at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). This meeting was held in compliance with 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 issued by the Ministry of Corporate Affairs ("MCA") (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") and as per the applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). It was informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC/ OAVM facility.

Directors and KMP attendance

The deemed venue for the meeting was the Registered Office of the Company at New BK Market, 16A Shakespeare Sarani, 4th Floor, Room No.3, Kolkata – 700 071. Mr. Narrindra Suranna (DIN: 00060127), Chairman & Managing Director, Dr. P. R. Mukherjee (DIN: 00240758), Whole Time Director and Chairman of Corporate Social Responsibility Committee, Mr. Deepesh Tiwari (DIN: 09644428), Director, Mr. Indar Chand Dakalia, Chief Financial Officer, and Ms. Ankita Karnani, Company Secretary of the Company joined this meeting through VC from Kolkata.

Mr Samir Kumar Dutta (DIN: 07824452), Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee attended this meeting through VC from his location in Kolkata. Mr. Ddev Surana (DIN: 08357094), Director and Mrs. Ramya Hariharan (DIN: 06928511), Independent Director and Chairman of Stakeholder Relationship Committee could not join the meeting due to pre-occupation.

Other Representatives

Representatives of Statutory Auditors, Cost Auditors and Internal Auditors of the Company, and Mr. Ashok Kumar Daga, Secretarial Auditor of the Company and Scrutinizer for the meeting and voting thereat attended this meeting from their respective locations at Kolkata.



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

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CIN : L19202WB1985PLC039431



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Members Present

79 members attended this meeting through VC.

10 members had registered themselves as Speaker at this AGM. It may be noted that the window for registering as Speaker at this AGM was kept open from Monday, 12.09.2022 (9:00 AM IST) till Friday, 16.09.2022 (5:00 PM IST).

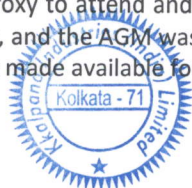
Mr. Narrindra Suranna (DIN: 00060127), Chairman and Managing Director took the Chair and commenced the meeting after ascertaining that requisite quorum was present.

The 37th AGM of the Company ("the meeting") commenced at 11:30 am (IST) and concluded at 12:30 pm (IST) (including time allowed for E-voting at AGM).

The Chairman welcomed the members and other attendees for this meeting. He then requested Ms. Ankita Karnani, Company Secretary, to conduct the proceedings of the meeting. The Company Secretary briefed the members regarding the arrangements made for the meeting. She informed the attendees that the Company had enabled members to participate in the 37th AGM through VC facility provided by NSDL. It was further informed that the members were provided with the option to exercise their right to vote by electronic means, through remote e-voting and e-voting at the AGM, in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with earlier referred MCA Circulars and SEBI Circular. Remote E-voting, in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013 and the Rules made there under and Secretarial Standard-2 (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India, was made available to the members from 21.09.2022 at 9:00 a.m. (IST) to 23.09.2022 at 5:00 p.m. (IST). Members who had joined the meeting through VC and who had not cast their vote through remote e-voting, were provided the option to vote through e-voting facility made available at the AGM. It was informed that the E-voting platform at the AGM would be open for voting during the continuance of meeting and would continue to remain open till 15 minutes after the conclusion of the meeting and thereafter be disabled by NSDL. The Company had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, as Scrutinizer, to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizers Report.

Thereafter, she mentioned that the Notice of 37th AGM along with the Annual Report 2021-22 had been sent through electronic mode only to those members, who were holding shares of the company as on the benpose date for sending Notice and Annual Report, i.e., 26th August 2022 and whose mail IDs were registered with the Depositories/ RTA-M/s CB Management Services Private Limited/ Company. This was in accordance with Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder and the MCA Circulars and SEBI Circulars, referred above. She further informed that since there were no qualifications, observations or adverse remarks on the financial statements and matters which had any material bearing on the functioning of the Company, the reports of the Statutory Auditors would be taken as read. The Notice of AGM and Boards' Report, which had already been circulated to the members, through electronic means, were also taken as read.

She also informed the members present that the 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 were available for inspection, in electronic mode, by the members at the AGM. Since the option to register a proxy to attend and vote at the AGM had been dispensed with, in accordance with MCA circulars and SEBI Circulars, and the AGM was being held through VC, no entries were required to be made in the proxy register and it was not made available for inspection.



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Thereafter, the Chairman delivered his speech. He gave an overview of the financial performance of the Company for the financial year ended 31st March, 2022, the future outlook of the Company and the prospective way forward. He also deliberated on the Scheme of Arrangement between the Company, Ddev Plastiks Industries Limited and their respective Shareholders and Creditors, providing for, inter alia, transfer of the Compounding Business Undertaking of the Company, on a going concern basis, to Ddev Plastiks Industries Limited, under provisions of Sec. 230-232 of the Companies Act, 2013.

The Items set out in the Notice for which the approvals from the Shareholders were sought were as follows:

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 Reports and Report of 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, 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.

SPECIAL BUSINESS:

4. Ratification of the Remuneration payable to the Cost Auditors of the Company for the Financial year ended 31st March, 2023. (As Ordinary Resolution)
5. Appointment of Mr. Deepesh Tiwari (DIN: 09644428) as Director and also as Independent Director of the Company. (As Ordinary Resolution)

All the business proposed before the 37th Annual General Meeting were conducted as per the relevant provisions of the Companies Act, 2013, the Rules made there under, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as modified/ re-enacted/ amended/ notified, from time to time, and the applicable circulars/ guidelines issued by the Ministry of Corporate Affairs.

The Company Secretary informed the members present that the Company had provided the option to members to register themselves as speaker and the window for registering oneself as Speaker was kept open from Monday, 12.09.2022 (9:00 AM IST) till Friday, 16.09.2022 (5:00 PM IST). Only 10 (Ten) members had registered themselves as speaker till such date. She then invited the speaker shareholders, chronologically as per the date of registration, to speak and ask questions, if any.

Upon the speakers completing their submissions, the Chairman furnished requisite clarifications to all the relevant queries raised by the members and thanked the speakers for their kind words.

With the permission of the Chair, the Company Secretary, concluded the meeting stating that the voting results shall be available on the website of the company www.kkalpanagroup.com and also on the website of NSDL and Stock Exchanges where the shares of the company are listed i.e. the BSE Limited and the Calcutta Stock Exchange Limited, not later than 2 working days from the conclusion of this meeting. She also informed that the one way webcast of the proceedings of the 37th AGM of the Company would also be made available on the Company's website shortly.



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Ms. Ankita Karnani, the Company Secretary, extended vote of thanks to the Chair, on behalf of the panellist and attendees of the meeting and thanked the members of the Company for their participation. The e-voting module was kept open for 15 minutes after conclusion of the proceedings of the meeting at 12:15 pm.

You are requested to take the above information on record. This is a summary of the proceedings of the 37th Annual General Meeting and should not be regarded as the Minutes of the Meeting.

The details of combined voting (E-voting and E-voting at AGM) as required under regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be sent to you after receipt of the Scrutinizer's Report.

Should you require any further information/ clarifications in this regard, please contact the undersigned at Phone No. 033 4064 7843 or at e-mail id: companysecretary@kkalpana.co.in

Thanking You

Yours faithfully

For Kkalpana Industries (India) Limited



Ankita Karnani (Membership No. ACS 33634)
(Company Secretary)

CC:

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