



**Ashok Kumar Daga**

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

AVANI OXFORD, PHASE II  
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## SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman  
37<sup>th</sup> Annual General Meeting of the Equity Shareholders  
Kkalpana Industries (India) Limited  
New BK Market, 16A Shakespeare Sarani  
4th Floor, Room No. 3  
Kolkata-700071

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on voting (both Remote E-voting and E-voting) facility provided to the equity shareholders of Kkalpana Industries (India) Limited at the 37<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Kkalpana Industries (India) Limited held on Saturday, 24<sup>th</sup> Day of September, 2022 at 11.30 a.m. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in respect of the resolutions (businesses) transacted thereat.**

I, Ashok Kumar Daga, Practicing Company Secretary having office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata- 700069 had been appointed by the Board of Directors of Kkalpana Industries (India) Limited ("the Company") as Scrutinizer for the voting facility (both remote e-voting and e-voting) provided to equity shareholders of the Company at its 37<sup>th</sup> Annual General Meeting ("AGM") held on Saturday, the 24<sup>th</sup> September, 2022 at 11.30 am (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in respect to the resolution(s) proposed to be passed thereat. I submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL)
2. The shareholders holding shares as on the cut-off date i.e. 17<sup>th</sup> September 2022 were entitled to vote on the proposed resolutions (Item No. 1 to 5 as set out in the Notice of 37<sup>th</sup> Annual General Meeting of the Company dated 12<sup>th</sup> August, 2022).



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3. The remote e-voting period commenced on 21<sup>st</sup> September 2022 from 9.00 AM (IST) and concluded on 23<sup>rd</sup> September 2022 at 5.00 PM (IST).
4. The votes were unblocked at Kolkata on 24<sup>th</sup> September 2022 at 12.30 p.m.
5. After the time fixed for e-voting facility provided to the shareholders at the AGM (i.e. 15 minutes after conclusion of AGM), E-voting system was disabled by NSDL.
6. Members have either voted electronically through remote e-voting or through e-voting at AGM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favor or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided at the AGM in respect of resolutions contained in Notice dated 12<sup>th</sup> August, 2022 and as proposed at the AGM are as under:

**Item No.1: -**

To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheets as at 31<sup>st</sup> 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.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	111	1	112	83676559	1000	83677559	100	88.95
DISSENT	6	0	6	3070	0	3070	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	117	1	118	83679629	1000	83680629	100	88.95



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Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 12<sup>th</sup> August 2022 has been passed with requisite majority.

### **Item No.2**

To appoint a director in place of Mr. Ddev Surana (DIN: 08357094), who retires by rotation and being eligible, offers himself for re-appointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	109	1	<b>110</b>	83675869	1000	<b>83676869</b>	<b>100</b>	<b>88.95</b>
DISSENT	8	0	<b>8</b>	3760	0	<b>3760</b>	<b>0</b>	<b>0</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	117	1	<b>118</b>	83679629	1000	<b>83680629</b>	<b>100</b>	<b>88.95</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 12<sup>th</sup> August 2022 has been passed with requisite majority.

### **Item No.3**

#### **Appointment of Statutory Auditors**

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



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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 authorized 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 authorized 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.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	109	1	<b>110</b>	83665924	1000	<b>83666924</b>	<b>100</b>	<b>88.94</b>
DISSENT	6	0	<b>6</b>	3560	0	<b>3560</b>	<b>0</b>	<b>0</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	115	1	<b>116</b>	83669484	1000	<b>83670484</b>	<b>100</b>	<b>88.94</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 12<sup>th</sup> August 2022 has been passed with requisite majority.

#### **Item No.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:

**“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.



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**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.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	110	1	<b>111</b>	83676369	1000	<b>83677369</b>	<b>100</b>	<b>88.95</b>
DISSENT	7	0	<b>7</b>	3260	0	<b>3260</b>	<b>0</b>	<b>0</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	117	1	<b>118</b>	83679629	1000	<b>83680629</b>	<b>100</b>	<b>88.95</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 12<sup>th</sup> August 2022 has been passed with requisite majority.

#### **Item No.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.



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**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.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	108	1	<b>109</b>	83665824	1000	<b>83666824</b>	<b>100</b>	<b>88.94</b>
DISSENT	8	0	<b>8</b>	3760	0	<b>3760</b>	<b>0</b>	<b>0</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	116	1	<b>117</b>	83669584	1000	<b>83670584</b>	<b>100</b>	<b>88.94</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 12<sup>th</sup> August 2022 has been passed with requisite majority.

Thanking you,  
Yours faithfully,

**PLACE- KOLKATA**

**DATE- 26.09.2022**

**UDIN: F002699D001043057**

**ASHOK KUMAR DAGA**  
**(PRACTISING COMPANY SECRETARY)**  
**MEMBERSHIP NO. 2699**  
**COP NO. 2948**