

KKALPANA INDUSTRIES (INDIA) LIMITED

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

Telephone: 91-033-4064 7843

E-Mail: kolkata@kkalpana.co.in Website: www.kkalpanagroup.com

CIN: L19202WB1985PLC039431

POSTAL BALLOT NOTICE

Notice is hereby given that pursuant to Sections 108 and 110 of The Companies Act, 2013 ("the Act") read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014, ("Rules") and other applicable provisions, if any, of the Act, read with relevant rules made thereunder as amended from time to time and Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA"), General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws, acts, rules, regulations, circulars and notifications for seeking approval of the members of the Company on the matters as appended below, proposed to be passed as Ordinary Resolution through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting") only.

MCA vide its aforesaid MCA Circulars, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 23rd February, 2024 (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. CB Management Services (P) Limited ("RTA").

As per the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only and consequently no physical ballot forms will be accepted by the Company.

The Results of Postal Ballot will be announced on or before Friday, 12th April 2024 and also be hosted on website of the Company (www.kkalpanagroup.com) and on the website of NSDL (evoting@nsdl.co.in). The Results will also be communicated to BSE Limited and the Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com, respectively, where the Equity Shares of the Company are listed.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company. The instructions for e-voting are appended in this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, having Membership No. FCS 2699 and CP No. 2948 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., Wednesday, 10th April 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on Friday, 23rd February 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

The remote e-voting period commences on 12th March 2024 (9:00 a.m.) (IST) and ends on 10th April 2024 (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 23rd February 2024, 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.

SPECIAL BUSINESS:

1. Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (‘Act’), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act read with related rules thereunder, each as amended from time to time and Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement annexed hereto, with Ddev Plastiks Industries Limited (‘DPIL’), a fellow Subsidiary of the Company’s Holding Company, viz. Bbigplas Poly Private Limited and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and DPIL, for:

- a. an aggregate value up to Rs. 300 crores to be entered during FY 2024-25 for sale, purchase or supply of any goods or material, directly or through an agent, subject to such transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.
- b. an aggregate value up to Rs. 20 crores to be entered during FY 2024-25 for payment with respect to brand usage or royalty in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, including to sign, finalise, settle and execute necessary document(s), paper(s), contract(s), agreement(s), etc. on an ongoing basis, as may be necessary that it may, in its absolute discretion deem desirable or expedient, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred on it by or under the resolution, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company or to any Committee as it may deem fit, to do all such acts, deeds and things and take such steps, as may be considered necessary, expedient or incidental thereto, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified, and confirmed in all respects.”

2. Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastic Limited

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (‘Act’), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act read with related rules thereunder, each as amended from time to time and Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement annexed hereto, with Ddev Plastic Limited (‘DPL’), a fellow Subsidiary of the Company’s Holding Company, viz. Bbigplas Poly Private Limited and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and DPL, for:

an aggregate value up to Rs. 150 crores to be entered during FY 2024-25 for sale, purchase or supply of any goods or material, directly or through an agent, subject to such transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, including to sign, finalise, settle and execute necessary document(s), paper(s), contract(s), agreement(s), etc. on an ongoing basis, as may be necessary that it may, in its absolute discretion deem desirable or expedient, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred on it by or under the resolution, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company or to any Committee as it may deem fit, to do all such acts, deeds and things and take such steps, as may be considered necessary, expedient or incidental thereto, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified, and confirmed in all respects.”

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

Date: 9th Day of February 2024
Place: Kolkata

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

Swati Bhansali (ACS - 52755)
Company Secretary

Notes:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provision of the Act, read with Rules therein, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. In compliance with various MCA Circulars, the Postal Ballot Notice is being sent only by email to all those Members whose names appear in the Register of Members / List of Beneficial Owners as received from M/s. CB Management Services (P) Limited ("RTA"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as at close of business hours of Friday, 23rd February, 2024 (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. CB Management Services (P) Limited ("RTA").
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.kkalpanagroup.com. The Notice can also be accessed on the websites of the Stock Exchange where the Company's shares are listed at BSE Limited at www.bseindia.com and the Calcutta Stock Exchange at www.cse-india.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) at evoting@nsdl.co.in.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, Secretarial Standard 2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 22 of this Notice.
5. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members may provide their assent or dissent through remote e-voting facility only. The Company has availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company. The instructions for e-voting are appended in this Postal Ballot Notice.
6. After sending the notice of Postal ballot through e-mail, an advertisement will be published in English newspaper and in vernacular language (i.e., Bengali) newspaper, each with wide circulations in the district where the registered office of the Company is situated and the same will also be uploaded on the website of the Company at www.kkalpanagroup.com.
7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-Off date i.e. Friday, 23rd February 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only. In case of joint holders, only such joint holder who is highest in order of names will be entitled to vote.
8. The vote in this Postal Ballot cannot be exercised through proxy.
9. Institutional/ Corporate Members (i.e., other than Individuals/ HUF/ NRI etc.), are required to send a certified copy of the Board/ its Governing Body's Resolution/ Authorization (scanned copy in .pdf/ .jpg format only). 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.
10. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to companysecretary@kkalpana.co.in.
11. 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.

12. Members are requested to address all correspondences to the Registrar and Share Transfer Agents, as mentioned above.
13. 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 (P) Limited.
14. 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, the 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.
15. 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 members after making requisite changes.
16. The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, having Membership No. FCS 2699 and CP No. 2948 to act as a Scrutinizer to scrutinize the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
17. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The Scrutinizer's decision on the validity of the e-voting shall be final and binding on all.
18. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other person authorized by him after completion of scrutiny of the Postal Ballot votes (e-voting).
19. The Results alongwith the report of the Scrutinizer will be declared on or before 14th April 2023 and 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.
20. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 12th April 2023, i.e., the last date specified for receipt of vote through the remote e-voting process and shall deemed to have been passed at a general meeting of the members.
21. 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)
22. **Process to cast votes through Remote E-Voting are as follows:**
 - I. The remote e-voting period commences on 12th March 2024 (9:00 a.m.) (IST) and ends on 10th April 2024 (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 23rd February 2024, 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. *The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section \, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. By clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022 - 4886 7000
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 toll free no. 1800 22 55 33

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 on NSDL e-Voting system.

How to cast your vote electronically 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 whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 Mr. Ashok Kumar Daga at daga.ashok@gmail.com or to the Company at kolkata@kkalpana.co.in / companysecretary@kkalpana.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e.,

other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 : 022 - 4886 7000 or send a request at evoting@nsdl.co.in

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 for 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 (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 kolkata@kcalpana.co.in / companysecretary@kcalpana.co.in and rta@cbmsl.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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.

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

Date: 9th Day of February 2024
Place: Kolkata

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

Swati Bhansali (ACS - 52755)
Company Secretary

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 (“ACT”)

The following Statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Notice.

Section 188 of the Companies Act, 2013 (‘Act’), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 states that:

Except with the prior approval of the members of the Company by a resolution, a Company shall not enter into a transaction(s), where the transaction(s) to be entered into with a related party as sale/ purchase or supply of goods as materials done directly or through an agent exceeds 10% of turnover of the Company or Rs. 100 crore whichever is less.

Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) states that:

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 23(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) states that:

Any transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) mandates that:

All material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the members through resolution even if in the ordinary course of business and at arm’s length price and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

During the Financial Year 2024-25, the Company proposes to enter into Related Party Transaction, as stated in the resolution, on mutually agreed terms and conditions, the aggregate of which is expected to cross the specified thresholds.

The Audit Committee was provided with relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, had, subject to the approval of members of the Company granted, approval for entering into RPTs with DPIL for an aggregate value of up to Rs. 300 crores for sale, purchase or supply of any goods or material, directly or through an agent and Rs. 20 crores with respect to brand usage or royalty to be entered during FY 2024-25. It is stated that the said transactions will be on an arms’ length basis and in the ordinary course of business.

Background, details, and benefits of the transaction

The transaction related to sale, purchase or supply of any goods or material, directly or through an agent is considered to be beneficial for the Company since DPIL deals with stock in bulk and gets economies of scale and hence can provide a cost-efficient rate to the Company. Also, since both the Companies are related these transactions will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of material without interruptions.

In respect to royalty/ branding fee, it may be noted that the Compounding Business of the Company was vested with Ddev Plastiks Industries Limited in accordance with the Hon’ble National Company Law Tribunal (NCLT), Kolkata Bench Order vide its order dated 04.03.2022 approving the Demerger of said undertaking of the Company with DPIL. Since Kkalpana Industries (India) Limited (“KIIL”) is an established brand related to compounding business (now vested in DPIL), therefore DPIL is using similar marketing chain and using the brand name and logo of the Company which has got a worldwide reputation alongside on its packaging and paying a royalty to the Company until DPIL gains market recognition and establish its brand.

It may be noted that the business of the Company may be impacted if the transactions of nature herein above are not carried on by the Company or are restricted. It is in the interest of the Company, therefore, to engage in said transaction(s) as the contribute to business growth, competitiveness, and efficiency of the Company.

Accordingly, since the proposed transactions are expected to cross the prescribed materiality threshold, the approval of members of the Company is sought and the Board of Directors recommend the resolution contained in Item No. 1 of the accompanying Notice to the members for approval.

Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.

Name of Related Party	Ddev Plastiks Industries Limited	
Type/ Nature of transaction	Sale, purchase or supply of any goods or material, directly or through an agent at arm's length and in the ordinary course of business of the Company.	Payment with respect to brand usage or royalty.
Name of Director/ KMP who is related	Mr. Narrindra Suranna, Chairman and Managing Director in both KIIL and DPIL Mr. Ddev Surana, Non-Executive Director in KIIL and Whole-time Director in DPIL Mr. Samir Kumar Dutta and Mrs. Ramya Hariharan, Independent Directors in both KIIL and DPIL	
Nature of relationship with Company, including nature if its concern or interest (financial or otherwise)	Fellow Subsidiary DPIL and KKIL have common promoters and Holding Company.	
Material terms, monetary value and particulars of the contract or arrangements, manner of determining pricing and other commercial terms	Consideration at arm's length for each transaction shall be mutually determined by the parties, not exceeding Rs. 300 crores in aggregate.	@Re. 1 per kg on finished goods, not exceeding Rs. 20 crores in aggregate.
Tenure of proposed transaction	1 Year, Financial Year 2024-25	
Value of transaction	Not exceeding Rs. 300 crores in aggregate	Not exceeding Rs. 20 crores in aggregate
Value of Related Party Transaction as percentage for the immediately preceding financial year, that is represented by the value of transaction	Audited figures for Financial Year 2023-24 are not available at this juncture, however since the proposed transaction limit is in excess of prescribed limit, which requires prior approval, therefore approval is sought. Further, the nine-months ended unaudited turnover of the Company is itself lower than the amount for which approval is being sought for Related Party Transactions, hence members' approval is required.	Audited figures for Financial Year 2023-24 are not available at this juncture, however since the proposed transaction limit is in excess of prescribed limit, which requires prior approval, therefore approval is sought. Further, the threshold limit computed on the nine-months ended unaudited turnover of the Company is greater than the prescribed limits for Related Party Transactions, hence members' approval is required.
Justification for why the proposed transaction is in the interest of the listed entity	Refer "Background, details, and benefits of the transaction" as stated in the Explanatory Statement	
A copy of the valuation or other external party report, if any such report has been relied upon	N.A.	
Percentage of the counter-party's annual consolidated turnover that is represented by	Audited figures for Financial Year 2023-24 are not available at this juncture	

the value of the proposed RPT on a voluntary basis	
Any other information that may be relevant	All mandatory information has been provided

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined below (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolutions under Item No. 1.

Save and except Mr. Narrindra Suranna and Mr. Ddev Surana, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the aforesaid resolution except to the extent of their respective shareholding in the Company. The Board recommends the relevant ordinary resolution set forth at Item No. 1 in the Notice for the approval of the Members.

The following Statement sets out all material facts relating to Item No. 2 mentioned in the accompanying Notice.

Section 188 of the Companies Act, 2013 ('Act'), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 states that:

Except with the prior approval of the members of the Company by a resolution, a Company shall not enter into a transaction(s), where the transaction(s) to be entered into with a related party as sale/ purchase or supply of goods as materials done directly or through an agent exceeds 10% of turnover of the Company or Rs. 100 crore whichever is less.

Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') states that:

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') mandates that:

All material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the members through resolution even if in the ordinary course of business and at arm's length price and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

During the Financial Year 2024-25, the Company proposes to enter into Related Party Transaction, as stated in the resolution, on mutually agreed terms and conditions, the aggregate of which is expected to cross the specified thresholds.

The Audit Committee was provided with relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, had, subject to approval of members of the Company, granted approval for entering into RPTs with DPL for an aggregate value of up to Rs. 150 crores for sale, purchase or supply of any goods or material, directly or through an agent to be entered during FY 2024-25. It is stated that the said transactions will be on an arms' length basis and in the ordinary course of business.

Background, details, and benefits of the transaction

The transactions related to sale, purchase or supply of any goods or material, directly or through an agent is considered to be beneficial for the Company as both the Companies are related and have similar line of business, therefore these transactions will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of material without interruptions.

Accordingly, since the proposed transactions are expected to cross the prescribed materiality threshold, the approval of members of the Company is sought and the Board of Directors recommend the resolution contained in Item No. 2 of the accompanying Notice to the members for approval.

Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.

Name of Related Party	Ddev Plastic Limited
Type/ Nature of transaction	Sale, purchase or supply of any goods or material, directly or through an agent at arm's length and in the ordinary course of business of the Company.
Name of Director/ KMP who is related	Mr. Narrindra Suranna, Chairman and Managing Director in KIIL and director of DPL. Mr. Ddev Surana is director in both the Companies
Nature of relationship with Company, including nature if its concern or interest (financial or otherwise)	Fellow Subsidiary DPL and KKIL have common promoters and Holding Company.
Material terms, monetary value and particulars of the contract or arrangements, manner of determining pricing and other commercial terms	Consideration at arm's length for each transaction shall be mutually determined by the parties, not exceeding Rs. 150 crores in aggregate.
Tenure of proposed transaction	1 Year, Financial Year 2024-25
Value of transaction	Not exceeding Rs. 150 crores in aggregate.
Value of Related Party Transaction as percentage for the immediately preceding financial year, that is represented by the value of transaction	Audited figures for Financial Year 2023-24 are not available at this juncture, however since the proposed transaction limit is in excess of prescribed limit, which requires prior approval, therefore approval is sought. Further, the threshold limit computed on the nine-months ended unaudited turnover of the Company is greater than the prescribed limits for Related Party Transactions, hence members' approval is required.
Justification for why the proposed transaction is in the interest of the listed entity	Refer "Background, details, and benefits of the transaction" as stated in the Explanatory Statement.
A copy of the valuation or other external party report, if any such report has been relied upon	N.A.
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Audited figures for Financial Year 2023-24 are not available at this juncture
Any other information that may be relevant	All mandatory information has been provided

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined below (whether such related party(ies) is a party to the aforesaid transaction or not), shall not vote to approve the resolutions under Item No. 2.

Save and except Mr. Narrindra Suranna and Mr. Ddev Surana, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the aforesaid resolution except to the extent of their respective shareholding in the Company. The Board recommends the relevant ordinary resolution set forth at Item No. 2 in the Notice for the approval of the Members.

Registered Office:
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: 9th Day of February 2024
Place: Kolkata**

**Swati Bhansali (ACS - 52755)
Company Secretary**