

**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](mailto:kolkata@kkalpana.co.in), Website: [www.kkalpanagroup.com](http://www.kkalpanagroup.com)**

**CIN: L19202WB1985PLC039431**

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the resolutions set out below are proposed to be as Ordinary and Special Resolution by the members of Kkalpana Industries (India) Limited (the "Company" or KIL) by means of Postal Ballot, only by way of remote electronic voting ("e-voting" or "remote e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto for your consideration and forms part of the Notice.

In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07<sup>th</sup> October, 2023 ("SEBI Circular"), this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners, as on Friday, 17<sup>th</sup> May 2024 ("Cut-off date") received from the Depositories (i.e. National Securities Depository Limited ("NSDL") and Central Depository and Services (India) Limited ("CDSL")) and whose e-mail addresses are registered with the Company/ C B Management Services Private Limited, Registrar and Share Transfer Agent ("RTA") / Depositories. Physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members since the requirement has been dispensed with as per the afore mentioned MCA Circulars and SEBI Circular and consequently no physical ballot forms will be accepted by the Company.

The Postal Ballot Notice ("Notice") will also be placed on the website of the Company at [www.kkalpanagroup.com](http://www.kkalpanagroup.com), the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to stock exchanges where the shares of the Company are listed i.e. BSE Limited ("BSE") and the Calcutta Stock Exchange Limited ("CSE") at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com), respectively.

In accordance with the MCA Circulars and SEBI Circular, the Company has made necessary arrangements with the RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. Those holding shares in dematerialized ("demat") mode may update their email addresses with the relevant Depository Participants ("DPs").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, as amended and framed thereunder and the MCA Circulars and SEBI Circular, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has, at its meeting held on Thursday, 23<sup>rd</sup> May, 2024, appointed Mr. Ashok Kumar Daga (Membership No. FCS: 2699 and CP No: 2948), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting process in a fair and transparent manner and in accordance with the provision of the Act and Rules made thereunder and any other statutory guideline, in this regard, in view of the consent letter submitted by him stating his willingness to be appointed as Scrutinizer for the Postal Ballot.

The voting rights of the members shall be reckoned in proportion to the equity shares held by them on the Cut-Off date. Only members entitled to vote are entitled to vote as on the cut-off date under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as intimation only. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Members are requested to carefully read the instructions on e-voting printed in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process. The members should cast their votes online from 9:00 am (IST) on Wednesday, 29<sup>th</sup> May, 2024 till 05.00 pm (IST) on, Thursday, 27<sup>th</sup> June, 2024 as per e-voting and other instructions provided with Postal Ballot Form. E-Voting shall not be allowed beyond 05:00 pm (IST) Thursday, 27<sup>th</sup> June, 2024 and beyond such time it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the postal ballots (e-voting). The results along with Scrutinizer's Report shall be declared on or before Saturday, 29<sup>th</sup> June, 2024, at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website [www.kkalpanagroup.com](http://www.kkalpanagroup.com) and that of NSDL, BSE and CSE. The Scrutinizer's decision on the validity of the voting shall be final.

The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Thursday 27<sup>th</sup> June, 2024. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

#### **SPECIAL BUSINESS:**

**1. Ratification of Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for the Financial Year 2023-24**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), as amended from time to time, and other applicable provisions of the Act read with the relevant rules framed thereunder, (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended from time to time, and the Company's Policy on Related Party Transaction(s), the consent of members of the Company be and is hereby accorded to the ratify the related party transaction relating to receipt of Royalty/ Branding fee by the Company from Ddev Plastiks Industries Limited ('DPIL'), being related party, during the financial year 2023-24, amounting to Rs. 16.65 Crores, being 1.65 Crores in excess of the amount earlier approved by members, for use of the intellectual property rights (being brand / trademarks, patents, technical know-how, strategic management support, centralised procurement, etc.) belonging to the Company by DPIL.

**FURTHER RESOLVED 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 respect."

**2. Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for Financial Year 2024-25**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as 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 (‘Rules’) as amended from time to time, and other applicable provisions of the Act read with relevant rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) 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), as amended from time to time, 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 further 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), in addition to the related party transactions approved to be entered into by the members vide postal ballot, result whereof declared on 11.04.2024, as mentioned in the explanatory statement annexed hereto, with Ddev Plastiks Industries Limited (‘DPIL’), a 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, for providing on lease the land situated at Dankuni for a lease term of 10 years provided the same may be extended from time to time as thought fit, at a lease rent not exceeding in aggregate Rs. 3.60 Crores for the financial year (FY)2024-25 provided the same shall be increased by 10% every two years from the effective date and on such other terms and conditions as may be agreed between the Company and DPIL, subject to necessary approval, as may be required from time to time.

**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.”

### **3. Re-appointment of Mrs. Ramya Hariharan (DIN 06928511) as Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) as amended from time to time and Regulation 17 read with Regulation 16(1)(b) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and Article 123 and Article 124 of the Articles of Association of the Company and as per other relevant Articles of the Articles of Association, and in accordance with the recommendation of Nomination and Remuneration Committee and Board of Directors of the company, the re-appointment of Mrs. Ramya Hariharan (DIN: 06928511), who holds office as an Independent Director up to 26.09.2024 and has submitted a declaration, pursuant to Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, that she meets the criteria of independence, as provided in Section 149(6) of the Act and the Rules framed thereunder and also Regulation 16(1)(b) of the SEBI Listing Regulations, as amended from time to time and who is eligible and not disqualified for appointment as Independent

Director of the Company for a second term and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing her candidature to the office of Director of the company, be and is hereby approved for a term of five (5) consecutive years with effect from 27.09.2024 to 26.09.2029 (both days inclusive) such that her office shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, including to make, sign, file and submit such forms, applications, letters, documents etc, as may be necessary, proper or expedient, to give effect to this resolution.

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

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

**Date: 23<sup>rd</sup> Day of May 2024**  
**Place: Kolkata**

**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, 17<sup>th</sup> May, 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](http://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](http://www.bseindia.com) and the Calcutta Stock Exchange at [www.cse-india.com](http://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](mailto: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](http://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, 17<sup>th</sup> May 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](mailto:daga.ashok@gmail.com) or to the Company’s email [ids.kolkata@kkalpana.co.in](mailto:ids.kolkata@kkalpana.co.in) and [companysecretary@kkalpana.co.in](mailto: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](mailto: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 29<sup>th</sup> June 2024 and shall be placed on the website of the Company [www.kkalpanagroup.com](http://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 27<sup>th</sup> June 2024, 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 29<sup>th</sup> May 2024 (9:00 a.m.) (IST) and ends on 27<sup>th</sup> June 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 17<sup>th</sup> May 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:daga.ashok@gmail.com) or to the Company at [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in) / [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.co.in](mailto: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@kklpana.co.in](mailto:kolkata@kklpana.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@kklpana.co.in](mailto:kolkata@kklpana.co.in) / [companysecretary@kklpana.co.in](mailto:companysecretary@kklpana.co.in) and [rta@cbmsl.com](mailto: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](mailto: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**  
**4<sup>th</sup> Floor, Room No. 3**  
**Kolkata- 700071**

**Date: 23<sup>rd</sup> Day of May 2024**  
**Place: Kolkata**

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

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

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT**

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

<b>Name of Director</b>	<b>Mrs. Ramya Hariharan (DIN: 06928511)</b>
<b>Date of Birth</b>	27.08.1978
<b>Date of Appointment on the Board</b>	11.02.2019
<b>Qualification</b>	LLB, Fellow Company Secretary
<b>Expertise</b>	Mrs. Ramya Hariharan has more than 21 years of experience in dealing with general corporate matters, mergers and acquisitions, projects, banking and finance and insolvency matters. She is also a qualified Company Secretary. She is the partner in charge of the eastern region of a reputed national law firm and founder of Citadel Law Chambers
<b>Directorships held in other public companies including private companies which are subsidiaries of public companies #</b>	Ddev Plastiks Industries Limited TRF Limited Amalgam Steel & Power Limited The Indian Steel and Wire Products Limited Tantia Constructions Limited OCL Iron and Steel Limited Petro Carbon and Chemicals Limited
<b>Memberships / Chairmanships of Committees across other companies in which he/she is a director</b>	Member of the Audit Committee of Indian Steel and Wire Products Limited, Ddev Plastiks Industries Limited and Tantia Constructions Limited. Member of Stakeholder Relationship Committee of TRF Limited and Tantia Constructions Limited Member of Nomination and Remuneration Committee of Ddev Plastiks Industries Limited and Petro Carbon and Chemicals Limited and Chairperson of such committee in Indian Steel and Wire Products Limited and Tantia Constructions Limited Member of Corporate Social Responsibility Committee in Indian Steel and Wire Products Limited and Tantia Constructions Limited
<b>Memberships / Chairmanships of Committees in the company</b>	Member of Nomination and Remuneration Committee and Audit Committee Chairperson of Stakeholders Relationship Committee
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Directors</b>	NIL

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

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

**Date: 23<sup>rd</sup> Day of May, 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 transaction(s), where the transaction(s) to be entered into with a related party for sale/ purchase or supply of goods or materials and/or availing or rendering of any services, directly or through an agent, exceeds 10% of turnover of the Company.

### **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 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 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.

### **Background, details, and benefits of the transaction**

The members had vide postal ballot, result whereof declared on 11.04.2024, approved entering into related party transactions ('RPT') with Ddev Plastiks Industries Limited ('DPIL') related to sale/ purchase or supply of goods or materials, directly or through an agent, not exceeding limit of Rs. 300 Crores and for branding and royalty fee not exceeding Rs. 15 Crores. However, during FY 2023-24, the actual amount received from DPIL towards sale, purchase and/or supply of goods and materials remained well within the approved limit of Rs. 300 Crores i.e. Rs. 12.01 Crores and that towards royalty/ branding fee was Rs. 16.65 Crores, being Rs. 1.65 Crores in excess of that approved by member. Although the overall transaction with DPIL was well within the total approved amount the actual amount paid towards royalty/ branding fee exceeded the approved limit of Rs. 15 Crores by Rs. 1.65 Crores.

Further, provisions of section 188(3) state that any contract or arrangement entered into by a director or any other employee, without obtaining the consent of the Board or approval by members, as the case may be, may be ratified by the Board or as the case may be, by the members within three months from the date on which such contract or arrangement was entered into. Therefore, your company seeks approval of members to ratify the difference amount of royalty/ branding fee of Rs. 1.65 Crores in view of that approved by members, being Rs. 15 crores against that actually paid being Rs. 16.65 Crores.

It is hereby confirmed that the above related party transaction was entered in the ordinary course of business of the Company and on an arm's length basis, on mutually agreed terms and conditions. The Audit Committee and the Board of Directors, at its meeting held on 23<sup>rd</sup> May 2024 also considered the matter and recommended the same to the members of the company for its approval.

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. During the period under review the demand of DPIL's product was high and as such volume of goods on which royalty was paid exceeded the budgeted volume. Though royalty was paid at the approved rate i.e. Re 1 per kg of finished goods only, in view of higher volume the aggregate amount had exceeded the budgeted and approved limit.

It may be noted that the business of the Company would have been impacted if the transactions of nature herein above were not carried on by the Company or were restricted. It was in the interest of the Company to engage in said transaction(s) as it contributed to the revenue of the company.

Accordingly, on the basis of the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 1 of the accompanying Notice to the members for approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (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 transaction(s), where the transaction(s) to be entered into with a related party for sale/ purchase or supply of goods or materials and/or availing or rendering of any services, directly or through an agent, and/or leasing of property of any kind exceeds 10% of turnover of the Company.

**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 standalone 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 standalone 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.

**Background, details, and benefits of the transaction**

The approval of the members of the company was accorded vide postal ballot, result whereof was declared on 11.04.2024 for entering into entering into related party transactions ('RPT') with Ddev Plastiks Industries Limited ('DPIL') related to sale/ purchase or supply of goods or materials, directly or through an agent, not exceeding limit of Rs. 300 Crores and for branding and royalty fee not exceeding Rs. 20 Crores. However, DPIL has also approached the company to avail on lease the land situated at Dankuni in view of its expansion plans. The turnover of the company as at 31<sup>st</sup> March 2024 is Rs. 62.09 Crores hence the transactions as mentioned (including those which have been approved) will be material related party transaction. Since the aggregate

value of transactions exceeds the materiality limit as prescribed in the statutes, therefore, the approval of members of the company is being sought.

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, in continuation and addition to related party transactions relating to sale/ purchase or supply of goods/ material and branding/ royalty fees as per approved limits, for providing on lease the land of the company situated at Dankuni for a term of 10 years at a lease rent not exceeding in aggregate Rs. 3.60 Crores per annum for the financial year 2024-25 provided the rent may be increased at the rate of 10% every two years from the effective date and the lease term be renewed at the option of the parties and on such other terms and conditions as may be mutually agreed by DPIL and the company, subject to necessary approval, as may be required from time to time. It is stated that the said transactions will be on an arms' length basis and in the ordinary course of business.

The transaction would be beneficial to the company since it would lead to revenue generation. 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.

**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.**

<b>Name of Related Party</b>	<b>Ddev Plastiks Industries Limited ('DPIL')</b>		
<b>Type/ Nature of transaction</b>	Sale/ purchase or supply of goods/ materials, directly or through appointment of agent	Royalty/ Branding Fee	Leasing of land
<b>Status of approval</b>	<b>Approval already accorded by members vide postal ballot, result whereof declared on 11.04.2024</b>		<b>Approval being sought herein under</b>
<b>Name of Director/ KMP who is related</b>	Mr. Narrindra Suranna, Chairman and Managing Director in both the company and DPIL Mr. Ddev Surana, Non-Executive Director in the company and Whole-time Director in DPIL Mr. Samir Kumar Dutta and Mrs. Ramya Hariharan, Independent Directors in both the company and DPIL		
<b>Nature of relationship with Company, including nature if its concern or interest (financial or otherwise)</b>	Fellow Subsidiary DPIL and the company have common promoters and Holding Company.		
<b>Material terms, monetary value and particulars of the contract or arrangements, manner of determining pricing and other commercial terms</b>	Pricing and payment terms: Consideration at arm's length for each transaction shall be mutually determined by the parties	At prescribed	At market rate
<b>Tenure of proposed transaction</b>	2024-25		
<b>Value of transaction</b>	Rs. 300 Crores	Rs. 20 Crores (At the rate of Re. 1/ per kg of finished goods)	Rs. 3.60 Crores (to be increased by 10% every 2 years during lease period)
<b>Value of Related Party Transaction as percentage for the immediately preceding financial year, that is represented by the value of transaction</b>	Annual Turnover as at 31.03.2024 is Rs. 62.09 crores,		
	483.17%	32.21%	5.58%
	Aggregate value of RPT with DPIL in % is 528.18%		
<b>Justification for why the proposed transaction is in the interest of the</b>	Refer Postal Ballot Notice dated 09.02.2024, result whereof declared on 11.04.2024. <b>These have been approved by members thereat.</b>		Refer "Background, details, and benefits of the transaction" as stated in the Explanatory

listed entity	Statement		
<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	N.A.		
<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b>	The Annual Turnover of DPIL as at 31.03.2024 is Rs. 2431.24 Crores		
	12.34%	0.82%	0.15%
	Aggregate value of RPT in % is 13.13%		
<b>Any other information that may be relevant</b>	All mandatory information has been provided. All the said transactions shall be in the Ordinary Course of business of the company and on an arm's length basis.		

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.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions 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.

The following Statement sets out all material facts relating to Item No. 3 mentioned in the accompanying Notice.

Pursuant to provisions of section 149(10) of the Companies Act, 2013 ('the Act'), an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Accordingly, the Board of Directors of the Company had, at its meeting held on 23<sup>rd</sup> May, 2024, based on the recommendation of Nomination and Remuneration Committee and in terms of the notice in writing as received from a member proposing the candidature, recommended to the members of the Company, for its consideration, as special resolution, the re-appointment of Mrs. Ramya Hariharan (DIN: 06928511) as Independent Director of the Company for a period of 5 years with effect from 27.09.2024 to 26.09.2029 (both days inclusive) such that the office shall not be liable to retire by rotation.

Mrs. Ramya Hariharan has also given declaration to the Board, under Section 149(7) of the Companies Act, 2013 ("the Act") and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, as amended from time to time. In terms of Regulation 25(8) of SEBI Listing Regulations, Mrs. Ramya Hariharan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties as Independent Director of the Company. She has also confirmed that she is not debarred from holding office of Independent Director/ Director by virtue of any SEBI order or any other statutory authority, pursuant to Circular No. LIST/COMP/14/2018-19 dated 20.06.2018 issued by BSE Ltd., pertaining to enforcement of SEBI Orders regarding appointment/ re-appointment of Director/Independent Director. She is also not disqualified from being re-appointed as Independent Directors in terms of Section 164 of the Act. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), as amended from time to time, with respect to her registration with the Databank of Independent Directors maintained with Indian Institute of Corporate Affairs. She has also given her consent to act as Independent Director of the Company for a further period of 5 years with effect from 27.09.2024, in compliance with Section 149(10) of the Act.

Mrs. Ramya Hariharan (DIN 06928511), aged 45 years, is qualified company secretary and has also completed LLB. She has over 21 years of experience in dealing with general corporate matters, mergers and acquisitions, projects, banking and finance and insolvency matters. She is also partner in-charge for the eastern region in a



reputed national law firm. She is the founder of Citadel Law Chambers and has been enlisted as a Top Individual Lawyer by Forbes India. She is also on Board of various listed and unlisted companies. The Board is of the opinion that she 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 re-appointment as Independent Director and is independent of the management and that her 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 and hence it is desirable to avail her services as Independent Director. A copy of draft letter of appointment of Independent Director, setting out the terms and conditions of her appointment, will be available for inspection by the members. Members who wish to inspect the same may send their request to the e-mail address mentioned in the Notes to the Notice.

Mrs. Ramya Hariharan is not related to any other Director of the Company. A brief profile of Mrs. Ramya Hariharan (DIN: 06928511), 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 her 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 Mrs. Ramya Hariharan (DIN: 06928511) on the Board of Directors of the Company and accordingly recommends the re-appointment of Mrs. Ramya Hariharan (DIN: 06928511) as Independent Director of the Company wef 27.09.2024 till 26.09.2029 (both days inclusive), whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no. 3 of the Notice, for approval by members, as Special Resolution.

Save and except Mrs. Ramya Hariharan (DIN: 06928511), 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:**  
**BK Market**  
**16A Shakespeare Sarani**  
**4<sup>th</sup> Floor, Room No. 3**  
**Kolkata- 700071**

**Date: 23<sup>rd</sup> Day of May 2024**  
**Place: Kolkata**

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

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