



Ashok Kumar Daga

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

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SCRUTINIZER'S REPORT

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

To
The Chairman
39th Annual General Meeting of the Equity Shareholders
Kkalpana Industries (India) Limited
New BK Market, 16A Shakespeare Sarani
4th Floor, Room No.3
Kolkata-700071

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting (both Remote E-voting and E-voting) facility provided to the equity shareholders of Kkalpana Industries (India) Limited at the 39th Annual General Meeting (AGM) of the Equity Shareholders of Kkalpana Industries (India) Limited held on Friday, 27th Day of September, 2024 at 4:00 p.m.(IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in respect of the resolutions (businesses) transacted thereat.

I, Ashok Kumar Daga, Practicing Company Secretary having office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata- 700069 had been appointed by the Board of Directors of Kkalpana Industries (India) Limited ("the Company") as Scrutinizer for the voting facility (both remote e-voting and e-voting) provided to equity shareholders of the Company at its 39th Annual General Meeting ("AGM") held on Friday, the 27th September, 2024 at 4:00 pm (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in respect to the resolution(s) proposed to be passed thereat. I submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL)



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2. The shareholders holding shares as on the cut-off date i.e. 20th September 2024 were entitled to vote on the proposed resolutions (Item No. 1 to 3 as set out in the Notice of 39th Annual General Meeting of the Company dated 23rd May, 2024 and Item No. 4 was included by addendum to the notice issued by the Company on 13th August, 2024). The notice including the agenda were served to the members on 30th August, 2024.
3. The remote e-voting period commenced on 24th September 2024 from 9:00 AM (IST) and concluded on 26th September 2024 at 5:00 PM (IST).
4. The votes were unblocked at Kolkata on 27th September 2024 at 5:00 P.M.
5. After the time fixed for e-voting facility provided to the shareholders at the AGM (i.e. 15 minutes after conclusion of AGM), E-voting system was disabled by NSDL.
6. Members have either voted electronically through remote e-voting or through e-voting at AGM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favor or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided at the AGM in respect of resolutions contained in Notice dated 23rd May, 2024 and addendum notice dated 13th August, 2024 and as proposed at the AGM are as under:



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Item No.1: -

To receive, consider and adopt the Audited Balance Sheets as at 31st March, 2024 and the Statement of Profit & Loss Accounts and Cash Flow Statements for the year ended as on that date and the Board's Report and Report of the Statutory Auditors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	117	3	120	71452813	14	71452827	100	75.95
DISSENT	6	0	6	72	0	72	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	123	3	126	71452885	14	71452899	100	75.95

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 23rd May, 2024 has been passed with requisite majority.

Item No.2

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

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	116	3	119	71452713	14	71452727	100	75.95
DISSENT	7	0	7	172	0	172	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	123	3	126	71452885	14	71452899	100	75.95

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 23rd May, 2024 has been passed with requisite majority.



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Item No.3 (Special Business)

Ratification of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31st March, 2025.

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

“RESOLVED THAT pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification(s) or re-enactment(s) thereof), the Companies (Audit and Auditors) Rules,2014, (as amended from time to time and for the time being in force), the Company hereby ratifies the remuneration of Rs. 20000/- plus taxes, as applicable, and out-of-pocket expenses incurred in connection with the Cost Audit, payable to M/s. D. Sabyasachi & Co (Firm Registration No. 000369), Cost Accountant, who have been appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of Audit Committee, to conduct Audit of the cost records of the Company for the Financial Year ending 31st March, 2025.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof), be and is here by authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	116	3	119	71452713	14	71452727	100	75.95
DISSENT	7	0	7	172	0	172	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	123	3	126	71452885	14	71452899	100	75.95

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 23rd May, 2024 has been passed with requisite majority.



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Item No.4 (Special Business)

Appointment of Mr. Dhari Lal Goenka (DIN 10717410) as Independent Director of the Company

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

“**RESOLVED THAT** Mr. Dhari Lal Goenka (DIN 10717410), who was appointed by the Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee, at their respective meetings held on 13th August, 2024, as an Additional Director of the Company under the category of Independent Director, with effect from 15th August, 2024, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Article 122 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act and Article 142(1) of the Articles of Association of the Company, signifying his intention to propose the candidature of Mr. Dhari Lal Goenka (DIN 10717410) for the office of Director, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of SEBI Listing Regulations and Article 123 and Article 124 of the Articles of Association of the Company and as per other relevant Articles of the Articles of Association, Mr. Dhari Lal Goenka (DIN 10717410), who has submitted a declaration pursuant to Section 149 (7) of the Act and Regulation 25(8) of SEBI Listing Regulations that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years w.e.f 15th August, 2024, whose period of office shall not be liable to determination by retirement of directors by rotation.”



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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF PAID-UP SHARES
ASSENT	115	3	118	71452213	14	71452227	100	75.95
DISSENT	8	0	8	672	0	672	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	123	3	126	71452885	14	71452899	100	75.95

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Addendum Notice dated 13th August, 2024 has been passed with requisite majority.

Thanking you,
Yours faithfully,

PLACE- KOLKATA

DATE- 27.09.2024

UDIN: F002699F001351640

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