

**Annexure – 2**

Form No. MR-3

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
KKALPANA INDUSTRIES (INDIA) LIMITED,  
Bhasa, No.14, P.O. & P.S. Bishnupur,  
Diamond Harbour Road,  
South 24 Parganas – 743503,  
West Bengal

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KKALPANA INDUSTRIES (INDIA) LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **KKALPANA INDUSTRIES (INDIA) LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2025, according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under:
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable, since there is no foreign direct investment, overseas direct investment and external commercial borrowings.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI 'Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **The company has not issued any shares during the year.**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not applicable, since the Company has not raised any such scheme as per (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 during the year.**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable,**

**since the company has not issued any debt securities as per (Issue and Listing of Debt Securities) Regulations, 2008;**

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable, since the company has not applied for delisting of shares during the year** and;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable, since the company has not bought back of shares during the year"**
- (vi) Other specifically applicable laws to the Company.
  - (a) Water (Prevention and Control of Pollution) Act, 1974 and Air (prevention And Control of pollution) Act, 1981.
  - (b) Factories License under Factories Act, 1948 for its units situated in different places.
  - (c) Environment (Protection) Act, 1986
  - (d) Hazardous Wastes (Management, Handling and Transboundary movement), Amendment Rules, 2013
  - (e) Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - (g) Payment of Wages Act, 1936
  - (h) Contract Labour (Regulation and Abolition) Act, 1970
  - (i) Industrial Disputes Act, 1947
  - (j) Minimum Wages Act, 1948
  - (k) Payment of Bonus Act, 1965
  - (l) Industrial Employment (Standing Orders) Act, 1946
  - (m) Workmen Compensation Act, 1923
  - (n) Employees State Insurance Act, 1948

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as amended from time to time,
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The following changes occurred in the Directors of the Company,

SL NO.	NAME OF THE DIRECTOR / KMP	PARTICULARS OF CHANGES
1.	MR. DEEPESH TIWARI (DIRECTOR)	RESIGNATION (W.E.F 29.06.2024)
2.	MR. DHARI LAL GOENKA (ADDITIONAL DIRECTOR)	APPOINTMENT (W.E.F 15.08.2024)
3.	MR. DHARI LAL GOENKA (INDEPENDENT DIRECTOR)	CHANGE IN DESIGNATION (AT AGM 27.09.2024)
4.	MRS. RAMYA HARIHARAN (INDEPENDENT DIRECTOR)	RE-APPOINTMENT (W.E.F 27.09.2024)

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Pursuant to Section 108/110 of the Companies Act, 2013, the Company has passed following Resolutions by members through Postal Ballot E-voting :

DATE	PARTICULARS	ORDINARY/ SPECIAL RESOLUTION	RELEVANT PROVISIONS / RULES
10.04.2024	1) Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited	ORDINARY	Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR)
	2) Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastic Limited	ORDINARY	Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR)
27.06.2024	1) Ratification of Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for the Financial Year 2023-24.	ORDINARY	Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR)
	2) Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for Financial Year 2024-25.	ORDINARY	Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR)
	3) Re-appointment of Mrs. Ramya Hariharan (DIN 06928511) as Independent Director of the Company.	SPECIAL	Section 149, 150 and 152 of the Companies Act, 2013 and Regulation 17 of SEBI (LODR)
12.01.2025	Shifting of Registered Office of the Company outside the local limit of city, town or village	SPECIAL	Section 12 of the Companies Act, 2013
31.03.2025	1) Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited	ORDINARY	Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR)
	2) Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastic Limited	ORDINARY	Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR)

**/we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place : Kolkata  
Date : 13.05.2025  
UDIN No. : F002699G000333491**

**Ashok Kumar Daga  
[Practising Company Secretary]  
FCS No.: 2699  
C.P. No.: 2948**

**Annexure – 3****SECRETARIAL COMPLIANCE REPORT**

KKALPANA INDUSTRIES (INDIA) LIMITED for the year ended 31<sup>st</sup> March, 2025  
[Pursuant to Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11/11/2024 issued  
by Securities and Exchange Board of India]

**To,  
The Board of Directors,  
KKALPANA INDUSTRIES (INDIA) LIMITED,  
Bhasa, No.14, P.O. & P.S. Bishnupur,  
Diamond Harbour Road,  
South 24 Parganas – 743503,  
West Bengal**

I have examined :

- (a) All the documents and records made available to me and explanation provided to me by KKALPANA INDUSTRIES (INDIA) LIMITED (“the listed entity”),
  - (b) The filings/submissions made by the listed entity to the stock exchanges,
  - (c) Website of the listed entity,
  - (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended 31<sup>st</sup> March 2025 in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The Specific Regulations, whose provisions and the circulars/guidelines issues thereunder, have been examined, include: -

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) \*The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) \*The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) \*The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- g) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- h) \*The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

\* No event took place under these regulations during the audit period and circulars/guidelines issued thereunder.

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issues thereunder, except in respect of matters specified below :

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation/ Circulars No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/ Show Cause Notice/Warning etc.	Detail of Violation	Fine Amount	Observations/ Remark of the Practicing Company Secretary	Management response	Remarks
					NIL					

- (b) The listed entity has taken the following action to comply with the observation made in previous report :

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation/ Circulars No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/ Show Cause Notice/Warning etc.	Detail of Violation	Fine Amount	Observations/ Remark of the Practicing Company Secretary	Management response	Remarks
					NIL					

- (c) I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements :

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	<u>Secretarial Standard :</u> The Compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	—
2	<u>Adoption and timely updation of the Policies :</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes Yes	— —
3	<u>Maintenance and disclosures on Website :</u> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes Yes Yes	— — —

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
4	<u>Disqualification of Director :</u> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	As verified the records from available records of Company and Data available at MCA. None of the Directors, are disqualified U/s 164 of the Companies Act, 2013.
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t. :</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA  NA	The Company has no material subsidiary Company  Further the Company has no Subsidiary Company.
6	<u>Preservation of Documents :</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	<u>Performance Evaluation :</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8	<u>Related Party Transactions :</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	Yes  NA	-  Prior omnibus approval of Audit Committee was obtained for Related Party Transaction.
9	<u>Disclosure of events or information :</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	<u>Prohibition of Insider Trading :</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has maintained SDD (database) as per requirements of the PIT Regulations, 2015

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any :</u> No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified the last column.</p>	NA	During the year under review no action has been taken by SEBI or Stock Exchange(s).
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>There was no resignation by the statutory auditors during the year under review. Further the Company has no Material Subsidiary Company.</p>
13	<p><u>No Additional Non-compliances observed :</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	NA	During the year under review, no additional non-compliances has been observed.

Place : Kolkata  
Date : 13.05.2025  
UDIN No. : F002699G000333513

Ashok Kumar Daga  
[Practising Company Secretary]  
FCS No.: 2699  
C.P. No.: 2948