



# Kkalpana Industries (India) Limited

Regd Office: Bhasa, No.14, P.O. & P.S. Bishnupur, Diamond Harbour Road, South 24 Parganas – 743503, West Bengal

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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circulars No. 20/2020 dated 5<sup>th</sup> May, 2020 and 03/2025 dated 22<sup>nd</sup> September, 2025 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 Resolution** by the members of Kkalpana Industries (India) Limited (the “Company” or “KIIL”) 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/2024/133 dated 3<sup>rd</sup> October, 2024 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024, 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, 3<sup>rd</sup> May, 2026 (“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/ CB Management Services Private Limited, Registrar and Share Transfer Agent (“RTA”) / Depositories. Physical copies of the 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 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 be submitted to and be available on 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.

Pursuant to Section 22(5) of the Rules, the Board of Directors of the Company has, at its meeting held on Monday, 9<sup>th</sup> February, 2026, 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 as on the cut-off date are entitled to vote 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, 8<sup>th</sup> April, 2026 till 05.00 pm (IST) on Thursday, 7<sup>th</sup> May, 2026 as per e-voting and other instructions provided with Postal Ballot Form. E-Voting shall not be allowed beyond 05:00 pm (IST) on Thursday, 7<sup>th</sup> May, 2026 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 to 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, 9<sup>th</sup> May, 2026, 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 at www.kkalpanagroup.com and that of NSDL, BSE and CSE, respectively, as stated above. The Scrutinizer's decision on the validity of the voting shall be final.

The resolutions, if assented to by the requisite majority through postal ballot by means of remote e-voting, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Thursday, 7<sup>th</sup> May, 2026 and deemed to have been duly passed at a general meeting convened in that behalf.

#### **SPECIAL BUSINESS:**

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

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 ("the 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 related rules thereunder 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") (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) 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 Company and its Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, details whereof mentioned in the related explanatory statement annexed hereto, with Ddev Plastiks Industries Limited ("DPIL"), a fellow Subsidiary of the Company having common Holding Company, viz. Bbigplas Poly Private Limited and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and DPIL, for:

- a. Sale or supply of any goods or material, directly or through an agent, subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company not exceeding an aggregate value of Rs. 50 crores during Financial Year ("FY") 2026-27.
- b. purchase or supply of any goods or material, directly or through an agent, subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company not exceeding an aggregate value of Rs. 30 crores during FY 2026-27.

- c. availing or rendering of any services, directly or through appointment of agent, subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company not exceeding an aggregate value up to Rs. 2 crores during FY 2026-27.

**FURTHER RESOLVED 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.

**FURTHER RESOLVED 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), 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).

**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 respects."

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

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 ("the 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 related rules thereunder 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") (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) 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 company and its Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, details whereof mentioned in the related explanatory statement annexed hereto, with Ddev Plastic Limited ("DPL"), a fellow Subsidiary of the Company having common Holding Company, viz. Bbigplas Poly Private Limited and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and DPL, for sale or supply of any goods or material, directly or through an agent and purchase or supply of any goods or material, directly or through an agent, subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company not exceeding in aggregate Rs. 15 crores subject to maximum value of individual transaction not exceeding Rs. 7.5 crores during Financial Year 2026-27.

**FURTHER RESOLVED 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.

**FURTHER RESOLVED 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), 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).

**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 respects.”

**Registered Office:**  
Bhasa, No.14, P.O. & P.S. Bishnupur,  
Diamond Harbour Road,  
South 24 Parganas – 743503,  
West Bengal

**Date:** 9<sup>th</sup> Day of February, 2026  
**Place:** Kolkata

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

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

**Notes:**

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) 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 and the SEBI Listing Regulations, the Postal Ballot Notice (“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 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, 3<sup>rd</sup> April, 2026 (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, CB Management Services (P) Limited (“RTA”).
3. Members may note that the aforesaid 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 Limited at [www.cse-india.com](http://www.cse-india.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency providing the Remote e-Voting facility) at [evoting@nsdl.com](mailto:evoting@nsdl.com).
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, SS-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.

As per the MCA Circulars, physical copies of the 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.

5. 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).
6. 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, 3<sup>rd</sup> April, 2026. 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 purposes only. In the case of joint holders, only such joint holders who are highest in order of names will be entitled to vote.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. 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 at [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in) / [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in).
9. 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 company at [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in) / [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in).
10. 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”), CB Management Services (P) Limited, having its registered office at C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400083 or Kolkata office at Rasoi Court, 5<sup>th</sup> Floor, 20, Sir R N Mukherjee

Road, Kolkata- 700001. 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/RTA cannot act on any request received directly from members holding shares in demat form, for any change in their particulars.

11. Members are requested to address all correspondences to the Registrar and Share Transfer Agents, as mentioned above.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Know Your Customer (“KYC”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the KYC details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their KYC details to the Company’s Registrar and Share Transfer Agents, CB Management Services (P) Limited.
13. Attention of members of the Company is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 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 Act, 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.
14. 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.
15. 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 after he has communicated his willingness to be appointed as a Scrutinizer.
16. 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, and submit the same forthwith to the Chairman of the Company or in his absence to any other person authorized by him, subject to not exceeding two working days from the conclusion of voting.
17. The Scrutinizer decision on the validity of the e-voting shall be final and binding on all.
18. The Results alongwith the report of the Scrutinizer will be declared on or before 9<sup>th</sup> May, 2026 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 and shall be available on their respective websites.
19. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 7<sup>th</sup> May, 2026, 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.
20. 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)
21. **Process to cast votes through Remote E-Voting are as follows:**
  - I. The remote e-voting period commences on 8<sup>th</sup> April, 2026 (9:00 a.m.) (IST) and ends on 7<sup>th</sup> May, 2026 (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 i.e., 3<sup>rd</sup> April, 2026, 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 9<sup>th</sup> December, 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>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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>2. Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 be opened. 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>5. Shareholders/Members can also download NSDL Mobile App</li> </ol>

“NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.com">evoting@nsdl.com</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. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Ashok Kumar Daga at daga.ashok@gmail.com or to the Company at kolkata@kcalpana.co.in / companysecretary@kcalpana.co.in with a copy marked to evoting@nsdl.com Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to kolkata@kcalpana.co.in/ companysecretary@kcalpana.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to kolkata@kcalpana.co.in / companysecretary@kcalpana.co.in and rta@cbmsl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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:**  
Bhasa, No.14, P.O. & P.S. Bishnupur,  
Diamond Harbour Road,  
South 24 Parganas – 743503,  
West Bengal

**Date:** 9<sup>th</sup> Day of February, 2026  
**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 of the accompanying Notice:

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

Except with the prior approval of the members of the Company by a resolution, a company shall not enter into a transaction or transactions, with a related party for sale, purchase or supply of goods or materials, either directly or through an agent, amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year and for availing or rendering of any services, directly or through appointment of agent, amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year.

### **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 the thresholds specified in Schedule XII of the regulations.

As per Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII, for a listed entity whose annual consolidated turnover is up to 20,000 crores, 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 with such related party during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

### **Threshold in above provisions**

In view of above provisions, since the annual turnover (also the consolidated turnover) of the Company for the financial year 2024-25 was Rs. 40.50 crores, any transaction(s) with related party will be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year, exceeding 10% of Rs. 40.50 crores i.e., Rs. 4.05 crores.

### **Regulation 23(4) of the 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 when it is in the ordinary course of business and at arm's length provided the related party shall not 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**

Ddev Plastiks Industries Limited (“DPIL”), being a fellow subsidiary and having common holding company and promoter and promoter directors as that in the Kkalpana Industries (India) Limited (the “Company” or “KIIL”), details whereof stated in the table provided hereunder, is therefore a related party of the Company. Further, the compounding business of the company had been vested into DPIL, vide Hon’ble National Company Law Tribunal, Kolkata Bench’s order dated 04<sup>th</sup> March, 2022 and the company retained the recycling (also called upcycling) business.

Since DPIL deals with good and materials in bulk and gets economies of scale hence it can provide a cost-efficient rate of such products to the Company. Also, the company can make use of its byproducts generated during or as a result of production in its operation for recycling operations in the company. DPIL in turn may also source some of its products through the company considering the economies of scale and rate benefit. Therefore, the transaction(s) related to sale, purchase or supply of any goods or materials, directly or through an agent between the companies is considered to be beneficial for the Company. Further, since both the Companies are related these transactions may not only help smoothen business operations for both but may also ensure consistent flow of desired quality and quantity of material without interruptions.

In respect of rendering and availing of services, since the companies deal in polymer compounding it can provide technical and other assistance to each other in some of its production and processes which may help the companies to scale better and also in the form of EPR credits, ensuing statutory compliances relating to environmental safety, waste disposal etc. These are also deemed to be beneficial for the company.

The Board had, at its meeting held on 9<sup>th</sup> February 2026, in accordance with the recommendation of the Audit Committee and subject to approval of members of the company, proposed the following aggregate limits for related party transaction with

DPIL, to be entered on mutually agreed terms and conditions, details whereof are stated in the table hereunder, in ordinary course of business of the Company and on an arm's length basis:

- (i) For sale and supply of goods and materials, directly or through appointment of agent, for the Financial Year ("FY") 2026-27 - Rs. 50 Crores (Rupees Fifty Crores)
- (ii) For purchase and supply of goods and materials, directly or through appointment of agent, for the FY 2026-27 - Rs. 30 Crores (Rupees Thirty Crores)
- (iii) For availing or rendering of any services, directly or through appointment of agent, for the FY 2026-27 is Rs. 2 Crores (Rupees Two Crores)

In the apparent case it may be noted that approvals sought for the above related party transactions are for the financial year 2026-27 i.e. commencing from 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2027. At this juncture, the Audited Figures for the financial year 2025-26 are not available however the audited annual turnover of the company as at 31<sup>st</sup> March, 2025 was Rs. 40.50 Crores (Rupees Forty Crores and Fifty Lakhs only) approximately, and the un-audited turnover of the Company for the nine-months ended 31<sup>st</sup> December, 2025 was Rs. 27.56 Crores (Rupees Twenty Seven Crores and Fifty Six Lakhs only) approximately, therefore in terms of provisions of section 188 of the Act read with Regulation 23 of SEBI Listing Regulation, the proposed limits are bound to exceed the materiality threshold and be considered as material related party transaction and accordingly the members approval is being sought.

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 it would contribute to business growth, competitiveness, and efficiency of the Company.

Details of the proposed Related Party Transactions ("RPTs") between the Company and DPIL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30<sup>th</sup> January, 2026, read with SEBI circular dated 26<sup>th</sup> June, 2025 (Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards), are as follows:

#### PART-A

##### A(1): Basic details of the related party

S. No.	Particulars of the information	Details
1.	Name of the related party	Ddev Plastiks Industries Limited ("DPIL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacture of Polymer Compounds

##### A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Details																		
1.	<p>Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity, whether direct or indirect, in the related party.</li> </ul>	<p>Fellow Subsidiary of the Company. DPIL and the Company have common promoters and Holding Company in addition to common promoter directors i.e., Mr. Narrindra Suranna and Mr. Ddev Surana.</p> <p>Shareholding of the Company and KIIL as on date (10.02.2026) is as below:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Shareholding in Company</th> <th>Shareholding in KIIL</th> </tr> </thead> <tbody> <tr> <td>Narrindra Suranna</td> <td>550 (~0.00%)</td> <td>14420 (0.02%)</td> </tr> <tr> <td>Ddev Surana</td> <td>500 (~0.00%)</td> <td>683850 (0.73%)</td> </tr> <tr> <td>Tara Devi Surana</td> <td>500 (~0.00%)</td> <td>75505 (0.08%)</td> </tr> <tr> <td>Sarla Surana</td> <td>550 (~0.00%)</td> <td>500 (~0.00%)</td> </tr> <tr> <td>Bbigplas Poly Private Limited</td> <td>77600455 (74.99%)</td> <td>69779885 (74.18%)</td> </tr> </tbody> </table>	Name	Shareholding in Company	Shareholding in KIIL	Narrindra Suranna	550 (~0.00%)	14420 (0.02%)	Ddev Surana	500 (~0.00%)	683850 (0.73%)	Tara Devi Surana	500 (~0.00%)	75505 (0.08%)	Sarla Surana	550 (~0.00%)	500 (~0.00%)	Bbigplas Poly Private Limited	77600455 (74.99%)	69779885 (74.18%)
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<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity</li> </ul> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives 3 shall also be considered.</p>	<p>Not Applicable</p> <p>Both the Company and the related party (i.e. DPIL) do not hold shares in each other</p>
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### A(3) Details of previous transactions with the related party

S. No.	Particulars of the information	Details															
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<p>Details of transactions by KIIL with DPIL:</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024-2025 (Rs. In crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods &amp; Services</td> <td>14.48</td> </tr> <tr> <td>2.</td> <td>Purchase of Goods &amp; Services</td> <td>3.18</td> </tr> <tr> <td>3.</td> <td>Royalty Income</td> <td>4.58</td> </tr> <tr> <td>4.</td> <td>Availing or rendering of any services</td> <td>-</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024-2025 (Rs. In crores)	1.	Sale of Goods & Services	14.48	2.	Purchase of Goods & Services	3.18	3.	Royalty Income	4.58	4.	Availing or rendering of any services	-
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S. No.	Nature of Transactions	FY 2025-2026 (INR)															
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (till 31.12.2025) (Rs. In crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods &amp; Services</td> <td>8.46</td> </tr> <tr> <td>2.</td> <td>Purchase of Goods &amp; Services</td> <td>1.36</td> </tr> <tr> <td>3.</td> <td>Royalty Income</td> <td>-</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-2026 (till 31.12.2025) (Rs. In crores)	1.	Sale of Goods & Services	8.46	2.	Purchase of Goods & Services	1.36	3.	Royalty Income	-			
S. No.	Nature of Transactions	FY 2025-2026 (till 31.12.2025) (Rs. In crores)															
1.	Sale of Goods & Services	8.46															
2.	Purchase of Goods & Services	1.36															
3.	Royalty Income	-															
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No default															

### A(4): Amount of the proposed transaction(s)

S. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1.Sale of Goods & Services – Rs. 50 crores 2.Purchase of Goods & Services – Rs. 30 crores 3. Rendering / availing of services – Rs. 2 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (Proposed transaction for FY 2026-27 will be material RPT in terms of Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII to the Regulations)
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Audited figures for FY 2025-26 are not available at this juncture. The Audited Annual Turnover of the Company as at 31.03.2025 was Rs. 40.50 Crores.

		<p>Value of proposed limit as %: - 123.46% (sale of goods and services)</p> <p>Value of proposed limit as %: - 74.07% (purchase of goods and services)</p> <p>Value of proposed limit as %: - 4.94% (Any other transaction)</p> <p>The Unaudited Annual Turnover of the Company as at 31.12.2025 was Rs. 10.69 Crores.</p> <p>Value of proposed limit as %: - 467.73% (sale of goods and services)</p> <p>Value of proposed limit as %: - 280.64% (purchase of goods and services)</p> <p>Value of proposed limit as %: - 18.71% (Any other transaction)</p> <p>Therefore, it is deemed to be material related party transaction, pursuant to provisions of SEBI Listing Regulations and shall require approval of members, pursuant to the provisions of the Act and said Regulation.</p>
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable (As the Company doesn't have any subsidiary(ies))
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<p>Audited figures for FY 2025-26 are not available at this juncture.</p> <p>The Audited Annual Turnover of DPIL as at 31.03.2025 was Rs. 2603.32 Crores.</p> <p>Value of proposed limit as %: - 1.92% (sale of goods and services)</p> <p>Value of proposed limit as %: - 1.15% (purchase of goods and services)</p> <p>Value of proposed limit as %: - 0.08% (Any other transactions)</p> <p>The Unaudited Annual Turnover of the Company as at 31.12.2025 was Rs. 732.84 Crores.</p> <p>Value of proposed limit as %: - 6.82% (sale of goods and services)</p> <p>Value of proposed limit as %: - 4.09% (purchase of goods and services)</p> <p>Value of proposed limit as %: - 0.27% (Any other transactions)</p> <p>The transactions for DPIL are not material related party transactions as not exceeding 10% or more of the turnover.</p>
6.	Financial performance of the related party for the immediately preceding financial year:	<p>The Audited Financial Statement of DPIL as on 31.03.2025:</p> <p>Turnover – Rs. 2603.32 crores</p> <p>PAT – Rs. 185.50 crores</p> <p>Net worth – Rs. 834.71 crores</p> <p>The Unaudited Financial Statement of DPIL as on 31.12.2025:</p> <p>Turnover – Rs. 732.84 crores</p> <p>PAT – Rs. 48.04 crores</p> <p>Net worth – Rs. 963.87 crores</p>

**A(5): Basic details of the proposed transaction**

S. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods/services, purchase of goods/services and rendering / availing of services
2.	Details of each type of the proposed transaction	For Sales and Purchases of Goods-Pricing and payment terms:- consideration at arm's length for each transaction shall be mutually determined by the Parties subject to maximum Rs. 20 crores per month (the limit in values specified are inclusive of GST) For Other Income- Pricing and payment terms:- consideration at arm's length for each transaction shall be mutually determined by the Parties subject to maximum Rs. 0.25 crores per month (the limit in values specified are inclusive of GST)
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months i.e., 1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027 or FY 2026-27
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for FY 2026-27 is Rs. 102 crores in aggregate. Approval of the Members is being sought for material RPTs for FY 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Refer to background, details and benefit of the transaction mentioned above. Further, the proposed RPTs are undertaken in the ordinary course of business and on an arm's length basis.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Narrindra Suranna, Mr. Ddev Surana, Mrs. Sarla Surana, Mrs. Tara Devi Surana and Bbigplas Poly Private Limited ("BPPL"), being the promoter/promoter group company of KIIL holds 74.99% of shares in DPIL.
	a. Name of the director / KMP	Mr. Narrindra Suranna, Chairman and Managing Director in DPIL and KIIL. He is also the Chief Executive Officer (CEO) in KIIL Mr. Ddev Surana, Non-Executive Director in the company and Whole-time Director and CEO in DPIL Mr. Samir Kumar Dutta and Mrs. Ramya Hariharan, Independent Directors in DPIL and KIIL
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Narrindra Suranna and Mr. Ddev Surana holds 550 shares and 500 shares respectively in DPIL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All mandatory information has been provided. All the above stated transactions shall be in the Ordinary Course of business of the company and on an arm's length basis.

**Part B: Additional Information****B(1): Disclosure only in case of transactions relating to Sale, Purchase or Supply of Goods or Services or any other similar business transaction and trade advances**

S. No.	Particulars of the information	Details
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding process is applied. Consideration will be mutually determined based on market value
2	Basis of determination of price.	Consideration at arm's length for each transaction shall be mutually determined by the Parties based on market value.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not applicable
	b. Tenure	
	c. Whether same is self-liquidating?	

The Audit Committee has considered the information placed before it in the prescribed format, to the extent applicable, and has reviewed the certificates submitted by the Whole Time Director and the CFO of the Company, as mandated under the RPT Industry Standards.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the SEBI Listing Regulations.

As per the provisions of Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Based on the consideration and approval of Audit Committee, the Board recommends the resolution set out in Item No. 1 of the accompanying Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

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 following Statement sets out all material facts relating to Item No. 2 of 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 ("Rules") states that:**

Except with the prior approval of the members of the Company by a resolution, a Company shall not enter into a transaction or transactions, where the transaction(s) to be entered into with a related party as sale/ purchase or supply of goods as materials done directly or through an agent amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year.

**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 the thresholds specified in Schedule XII of the regulations.

As per Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII, for a listed entity whose annual consolidated turnover is up to 20,000 crores, 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 with such related party during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

**Threshold in view of above provisions**

In view of above provisions since the annual turnover (also the annual consolidated turnover) of the Company for the financial year 2024-25 was Rs. 40.50 crores, any transaction(s) with related party will be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year, exceeding 10% of Rs. 40.50 crores i.e., Rs. 4.05 crores.

**Regulation 23(4) of the 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 when it is in the ordinary course of business and at arm's length provided the related party shall not 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**

Ddev Plastic Limited ("DPL"), being a fellow subsidiary and having common holding company and promoter and promoter directors as that in the KIIL, details whereof stated in the table provided hereunder, is therefore a related party of the Company

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

The Board had, at its meeting held on 9<sup>th</sup> February 2026, in accordance with the recommendation of the Audit Committee and subject to approval of members of the company, proposed the following aggregate limits for related party transaction with DPL, to be entered on mutually agreed terms and conditions, details whereof are stated in the table herein, in ordinary course of business of the Company and on an arm's length basis for sale, purchase and supply of goods and materials, directly or through appointment of agent, for the Financial Year ("FY") 2026-27 - Rs. 15 Crores (Rupees Fifteen Crores) in aggregate i.e., Rs. 7.5 crores individually.

In the apparent case it may be noted that approvals sought for the above related party transactions are for the financial year ("FY") 2026-27 i.e. commencing from 01<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2027. At this juncture, the Audited Figures for the financial year 2025-26 are not available however the audited annual turnover of the company as at 31<sup>st</sup> March, 2025 was Rs. 40.50 Crores (Rupees Forty Crores and Fifty Lakhs only) approximately, and the un-audited turnover of the Company for the nine-months ended 31<sup>st</sup> December, 2025 was Rs. 27.56 Crores (Rupees Twenty Seven Crores and Fifty Six Lakhs only) approximately, therefore in terms of provisions of section 188 of the Act read with Regulation 23 of SEBI Listing Regulation, the proposed limits are bound to exceed the materiality threshold and be considered as material related party transaction and accordingly the members approval is being sought.

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 it would contribute to business growth, competitiveness, and efficiency of the Company.

Details of the proposed Related Party Transactions ("RPTs") between the Company and DPIL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30<sup>th</sup> January, 2026, read with SEBI circular dated 26<sup>th</sup> June, 2025 (Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards), are as follows:

**PART-A****A(1): Basic details of the related party**

S. No.	Particulars of the information	Details
1.	Name of the related party	Ddev Plastic Limited ("DPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacture of other plastic products.

**A(2): Relationship and ownership of the related party**

S. No.	Particulars of the information	Details
1.	Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:  • Shareholding of the listed entity/ subsidiary (in case	Fellow Subsidiary of the Company. DPL and the Company have common promoter and Holding Company in addition to common promoter directors i.e. Mr. Narrindra Suranna and Mr. Ddev Surana.  Shareholding of the Company and KIIL as

of transaction involving the subsidiary), whether direct or indirect, in the related party.	on date (10.02.26) is as below:		
	Name	Shareholding in Company	Shareholding in KIIL
<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives 3 shall also be considered.</p>	Narrindra Suranna	0 (~0.00%)	14420 (0.02%)
	Ddev Surana	0 (~0.00%)	683850 (0.73%)
	Tara Devi Surana	0 (~0.00%)	75505 (0.08%)
	Sarla Surana	0 (~0.00%)	500 (~0.00%)
	Bbigplas Poly Private Limited	10000 (100%) holding alongwith its nominees)	69779885 (74.18%)
	Not Applicable		
Both the Company and the related party (i.e. DPIL) do not hold shares in each other			

### A(3): Details of previous transactions with the related party

S. No.	Particulars of the information	Details																					
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Details of transactions by KIIL with DPL:																					
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR)</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table> <p><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.</p>	S. No.	Nature of Transactions	FY 2025-2026 (INR)										<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024-2025 (Rs. In crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods &amp; Services</td> <td>NIL</td> </tr> <tr> <td>2.</td> <td>Purchase of Goods &amp; Services</td> <td>NIL</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024-2025 (Rs. In crores)	1.	Sale of Goods & Services	NIL	2.	Purchase of Goods & Services	NIL
S. No.	Nature of Transactions	FY 2025-2026 (INR)																					
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1.	Sale of Goods & Services	NIL																					
2.	Purchase of Goods & Services	NIL																					
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (till 31.12.2025) (Rs. In crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods &amp; Services</td> <td>NIL</td> </tr> <tr> <td>2.</td> <td>Purchase of Goods &amp; Services</td> <td>NIL</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-2026 (till 31.12.2025) (Rs. In crores)	1.	Sale of Goods & Services	NIL	2.	Purchase of Goods & Services	NIL												
S. No.	Nature of Transactions	FY 2025-2026 (till 31.12.2025) (Rs. In crores)																					
1.	Sale of Goods & Services	NIL																					
2.	Purchase of Goods & Services	NIL																					
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default																					

**A(4): Amount of the proposed transaction(s)**

S. No.	Particulars of the information	Details						
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1.Sale of Goods & Services – Rs. 7.5 crores 2.Purchase of Goods & Services – Rs. 7.5 crores						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (Proposed transaction for FY 2026-27 will be material RPT in terms of Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII to the Regulations)						
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	Audited figures for FY 2025-26 are not available at this juncture. The Audited Annual Turnover of the Company as at 31.03.2025 was Rs. 40.50 Crores. Value of proposed limit as %:- 18.52% (sale of goods and services) Value of proposed limit as %:- 18.52% (purchase of goods and services) The Unaudited Annual Turnover of the Company as at 31.12.2025 was Rs. 10.69 Crores. Value of proposed limit as %:- 70.16% (sale of goods and services) Value of proposed limit as %:- 70.16% (purchase of goods and services) Therefore, it is deemed to be material related party transaction, pursuant to provisions of SEBI Listing Regulations and shall require approval of members, pursuant to the provisions of the Act and said Regulation.						
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable (As the Company doesn’t have any subsidiary(ies))						
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Audited figures for FY 2025-26 are not available at this juncture The Audited Annual Turnover of the Company as at 31.03.2025 was Nil. Value of proposed limit as %:- 100% since there was no transaction earlier, the entire amount is material.						
6.	Financial performance of the related party for the immediately preceding financial year: <table border="1" data-bbox="212 1598 607 1730" style="margin-left: 20px;"> <tr> <td style="width: 100px;">Turnover</td> <td></td> </tr> <tr> <td>PAT</td> <td></td> </tr> <tr> <td>Net worth</td> <td></td> </tr> </table> <p><b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>	Turnover		PAT		Net worth		The Audited Financial Statement of DPIL as on 31.03.2025: Turnover – 0 PAT – (34452) Net worth – (65392)
Turnover								
PAT								
Net worth								

**A(5): Basic details of the proposed transaction**

S. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods/ services and purchase of goods/ services
2.	Details of each type of the proposed transaction	For Sales and Purchases of Goods-Pricing and payment terms:- consideration at arm's length for each transaction shall be mutually determined by the Parties subject to maximum Rs. 20 crores per month (the limit in values specified are inclusive of GST)
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months i.e., 1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027 or FY 2026-27
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for FY 2026-27 is Rs. 15 crores in aggregate. Approval of the Members is being sought for material RPTs for FY 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Refer to background, details and benefit of the transaction mentioned above. Further, the proposed RPTs are undertaken in the ordinary course of business and on an arm's length basis.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Bbigplas Poly Private Limited ("BPPL"), being the promoter/promoter group company of KIIL, holds 100% shares (including its nominees) in DPL.
	a. Name of the director / KMP	Mr. Narrindra Suranna, Chairman and Managing Director in KIIL and director of DPL. Mr. Ddev Surana is director in KIIL and DPL
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Narrindra Suranna and Mr. Ddev Surana holds 1 share respectively in the capacity of the nominees of BPPL in DPL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All mandatory information has been provided. All the above stated transactions shall be in the Ordinary Course of business of the company and on an arm's length basis.

**Part B: Additional Information****B(1): Disclosure only in case of transactions relating to Sale, Purchase or Supply of Goods or Services or any other similar business transaction and trade advances**

S. No.	Particulars of the information	Details
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding process is applied. Consideration will be mutually determined based on market value
2.	Basis of determination of price.	Consideration at arm's length for each transaction shall be mutually determined by the Parties based on market value.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	

a. Amount of Trade advance	Not applicable
b. Tenure	
c. Whether same is self-liquidating?	

The Audit Committee has considered the information placed before it in the prescribed format, to the extent applicable, and has reviewed the certificates submitted by the Whole Time Director and the CFO of the Company, as mandated under the RPT Industry Standards.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the SEBI Listing Regulations.

As per the provisions of Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Based on the consideration and approval of Audit Committee, the Board recommends the resolution set out in Item No. 2 of the accompanying Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

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

**Registered Office:**  
**Bhasa, No.14, P.O. & P.S. Bishnupur,**  
**Diamond Harbour Road,**  
**South 24 Parganas – 743503,**  
**West Bengal**

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

**Date: 9<sup>th</sup> Day of February, 2026**  
**Place: Kolkata**

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