



Kkalpana Industries (India) Limited

(Formerly known as Kalpena Industries Limited)
Registered Office : 2B, Pretoria Street, Kolkata - 700 071
Phone : 033 2282 3744/45, Fax : 033 2282 3739
E-mail : kolkata@kkalpana.co.in, Website : www.kkalpanagroup.com
CIN : L19202WB1985PLC039431

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING.

NOTICE IS HEREBY GIVEN that the 31st (Thirty-first) Annual General Meeting of the Members of KKALPANA INDUSTRIES (INDIA) LIMITED will be held at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 on Thursday, the 29th day of September, 2016, at 12.15 P.M. to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss Account and Cash Flow Statement for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Kumar Kothari (DIN –02168932), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS:

4. **Ratification of Remuneration payable to the Cost Auditors of the Company for the Financial year ended March 31, 2017**

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company hereby ratifies the remuneration of Rs.40000/- plus service tax and out-of-pocket expenses payable to M/s. D.Sabyasachi & Co., who are appointed as Cost Auditors of the Company on the recommendation of Audit Committee to conduct Audit of the cost accounting records pertaining to plastic compounds and other manufacturing items of the Company for the year ending 31st March, 2017.

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

5. **Determination of fees to be charged for Service of documents to members through any particular mode.**

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

“**RESOLVED THAT** pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members be and is hereby accorded to charge such fees as are set out in the statement annexed hereto, for service of documents through a particular mode.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such

acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

6. **Reappointment of Mr. Rajesh Kumar Kothari as a Whole Time Director**

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

“RESOLVED THAT in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196,197and 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act),read with Schedule V to the Act, including any statutory modification(s) or reenactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration issued by the Ministry of Corporate Affairs, from time to time, or any other law and subject to such other approvals, as may be necessary, and as are agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf), and as per the relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the reappointment of Mr. Rajesh Kumar Kothari (DIN – 02168932) as Whole-Time-Director of the Company, for another period of 5 (Five) years with effect from 12th August, 2016, upon the terms and conditions as are set out in the Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall , in accordance with the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the reappointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Rajesh Kumar Kothari subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Kothari shall be within the limits set out in the Companies Act, 2013 and Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under.”

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

Registered Office:
2B, Pretoria Street,
Kolkata-700071

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

Date: 30th Day of May, 2016
Place: Kolkata

A.B.Chakrabarty (FCS- 7184)
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. MEMBERS ARE REQUESTED TO NOTE THAT A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING

RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING.

2. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
3. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the AGM.
4. The Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
5. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote at the 31st AGM by electronic means and all items of the business may be transacted through remote e- voting (facility to cast vote from a place other than the venue of the AGM) services provided by National Securities Depositories Limited ("NSDL").

The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting. The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699) as the Scrutinizer for this purpose.

8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 23rd **September, 2016 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM.
9. The facility for Ballot Voting will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again. Instructions and other information relating to remote e-voting are given in the notice under note no.17. The Company will also send communication relating to remote e voting which inter alia would contain details about User ID and password along with a copy of this notice to the members, separately.
10. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive).
11. The Notice of 31st AGM, details and instructions for remote e-voting and the Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website www.kkalpanagroup.com and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.

Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

12. Members, holding shares in physical mode are requested to notify the change in their address / mandate/ bank account to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Registrar & Share Transfer Agent of the Company.
13. Members, holding Shares in Demat mode are requested to notify the change in their address / bank account details to their respective Depository Participant(s) (DPs).
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. CB Management Services Pvt. Limited.
15. Dividend for the financial year ended 31st March, 2009, which remains unpaid or unclaimed, will be due for transfer to Investors' Education and Protection Fund of the Central Government ('IEPF') on 21st October, 2016, pursuant to the provisions of Section 205C of the erstwhile Companies Act, 1956 (Section 125 of the Companies Act, 2013). In respect of the said dividend, it will not be possible to entertain claims received by the Company after 20th October, 2016.

Members, who are yet to encash their dividend warrants for the financial year 2008-09 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar & Share Transfer Agents without delay. The details of dividend unclaimed by the members for the past years which have not yet been transferred to the Central Government are readily available for view by the members on the website of the Company (www.kkalpanagroup.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Further, the members are advised to glance through the database and lodge their claim for dividend which has remained unclaimed with the Company's Registrar and Share Transfer Agents.

16. As per the provisions of Section 72 of the Companies Act, 2013 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 Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

17. Process and manner for members opting for remote e-voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 31st Annual General Meeting(AGM) by electronic means and the business may be transacted through remote e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper or polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 26th September, 2016 (9:00 a.m) and ends on 28th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, 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.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Kkalpana Industries (India) Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to daga.ashok@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|--|-----------------------|----------------------------|
| (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | | |
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [RTA](#).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kkalpanagroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to concerned stock exchanges where the company's shares are listed.
18. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
19. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 01.00 p.m. up to the date of Meeting.
20. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to the Notice.
21. Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, in respect of Directors seeking appointment / re appointment at the AGM, is as under:-

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING**

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

| | |
|--|---|
| Name of Director | Mr. Rajesh Kumar Kothari (DIN 02168932) |
| Date of Birth | 05.06.1964 |
| Date of Appointment on the Board | 11.08.2011 |
| Qualification | Graduate (B.Com) |
| Expertise | Mr. Kothari has more than 25 years of experience in the areas of marketing, after sales service and market research. He started his career in the year 1985 at Kanoria Chemicals & Industries Limited. He joined Kkalpana in the year 1997. |
| Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign and private companies)# | None |
| Memberships / Chairmanships of Committees across all companies | None |
| Shareholding in the Company | NIL |
| Relationship with other Directors | NIL |

Note: Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies

* Mr. Rajesh Kumar Kothari, Whole Time Director is a non rotational Director as per his terms of appointment. However, in order to comply with the provisions of Section 152 of the Companies Act, 2013, his position is liable to retire by rotation.

REQUEST TO MEMBERS

Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same at least 10 days in advance of the meeting to the Company Secretary at the office address so as the same may be attended appropriately.

Registered Office:
2B Pretoria Street
Kolkata-700 071

30th May, 2016
Place: Kolkata

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

A.B.Chakrabarty (FCS 7184)
Company Secretary

Statement pursuant to Section 102 of The Companies Act, 2013

The following Statement sets out all the material facts relating to the Special Business in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s D.Sabyasachi & Co, Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016-17.

In accordance with the provisions of Section 148 of the Act read with the relevant provisions of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 40,000/- plus applicable service tax, payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business under Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Item No. 5

In accordance with the provisions of Section 20 of the Companies Act, 2013 read with the relevant provisions of the Companies (Incorporation) Rules, 2014, a member may request for delivery of any documents, notices and other correspondences through a particular mode, in consideration of such fees as may be determined by the shareholders in the Annual General Meeting.

Accordingly, Board has recommended to charge the following fees for delivery of any documents, notices and other correspondences through a particular mode, subject to the approval of the Shareholders;

| Sl. No | Name of Documents | Fees to be paid (Amt. in Rs.) |
|--------|--|-------------------------------|
| 1 | Memorandum and Articles of Association | Rs. 200/- |
| 2 | Annual Report | Rs. 200/- |
| 3 | Notices of AGM / EGM | Rs. 100/- |
| 4 | Other correspondences | Rs. 50/- |

As such, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business under Item No. 5 of the Notice for fees to be paid by the members of the Company for delivery of notices, documents and other correspondences through a particular mode.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Item No. 6

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 30th May, 2016, approved re-appointment of Mr. Rajesh Kumar Kothari (DIN – 02168932) as Whole-Time- Director of the Company for a period of 5 (Five) years with effect from 12th August, 2016, on the following main terms and conditions:

1. The appointment shall be for a period of five years commencing from 12th August, 2016 as Whole – Time Director.
2. As Whole time Director, Mr. Kothari shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Managing Director and /or the Board of Directors.
3. In consideration of the performance of his duties to the Company, Mr. Kothari shall be entitled to the following remuneration:
 - A. Remuneration:
Salary of Rs. 1,78,571/- (Rupees One Lac Seventy Eight thousand five hundred and seventy one) per month.
 - B. Perquisites:
 - I. One month's salary as Bonus per year.

- II. One month's paid leave per year, which may be encashable in part or in full, as per the Company Rules.
 - C. Gratuity:
As per Company Rules.
 - D. Yearly Increase:
Such increase as recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
4. Minimum Remuneration:
Notwithstanding anything herein contained, where in any financial year during the continuance of the tenure of office of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V of the Companies Act, 2013 or any amendments thereto.
5. Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or reenactment thereof, the Board shall be entitled to alter or vary any of the foregoing terms of remuneration, benefits or perquisites to which Mr. Kothari may be entitled as aforesaid."

The approval of the members is sought pursuant to the provisions of Section 196,197,198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, for the above reappointment of Mr. Rajesh Kumar Kothari as Whole – Time- Director of the Company and payment of remuneration to him.

The Board of Directors recommends the Special Resolution, being Item No. 6 of the Notice convening this AGM, for approval of the members.

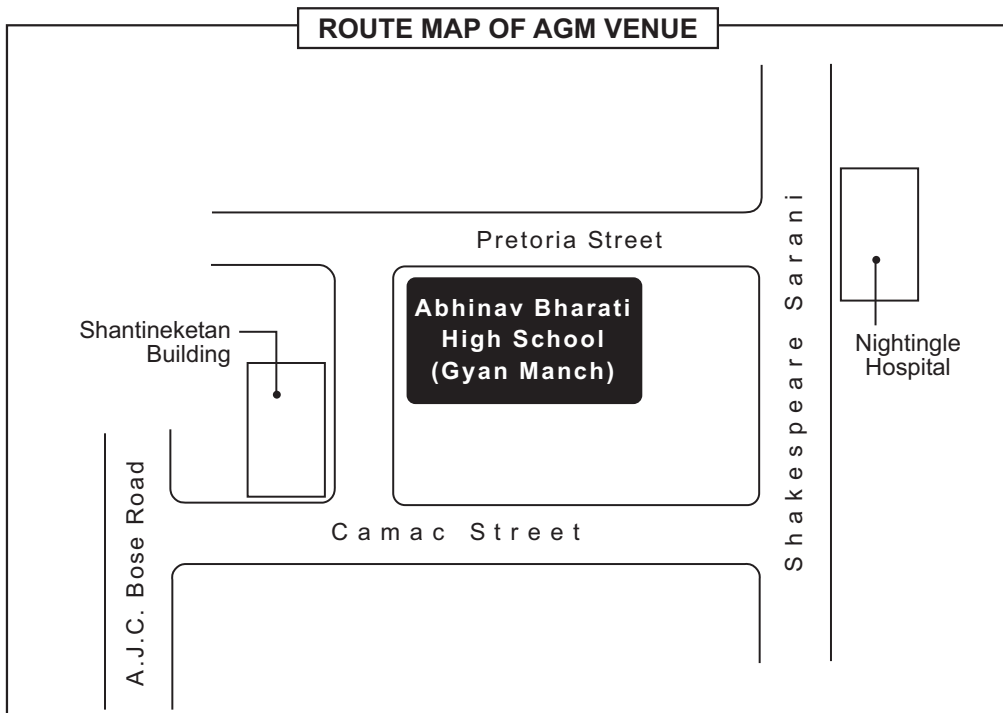
Save and except Mr. Rajesh Kumar Kothari (DIN 02168932), none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Registered Office:
2B, Pretoria Street,
Kolkata-700071

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

Date: 30th May, 2016
Place: Kolkata

A.B.Chakrabarty (FCS- 7184)
Company Secretary





Kkalpana Industries (India) Limited

(formerly known as Kalpena Industries Limited)

Registered Office : 2B, Pretoria Street, Kolkata - 700 071

Phone : 033 2282 3744/45, Fax : 033 2282 3739

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

CIN : L19202WB1985PLC039431

ATTENDANCE SLIP

AGM 2016

31ST ANNUAL GENERAL MEETING



I hereby record my presence at the 31st Annual General Meeting of the Company being held at Gyan Manch Auditorium, 11, Pretoria Street, Kolkata 700 071 on Thursday, the 29th September, 2016 at 12:15 P.M. and at any adjournment thereof

Member's Name

Proxy's Name

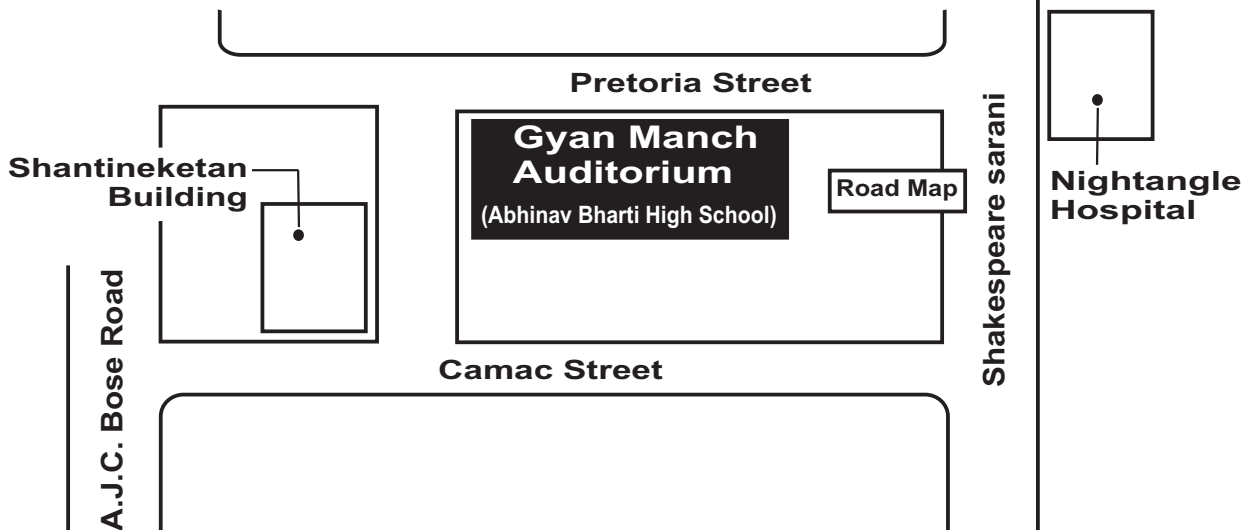
Member's / Proxy's Signature

- Notes :**
1. A Member / Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed. Joint holders may obtain additional attendance slip on request.
 2. Physical copy of Annual Report for 2015-16 and the notice of the Annual General Meeting inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy For is being sent to all members in the permitted mode. A Member / Proxy holder attending the meeting should bring copy of Annual Report for reference at the meeting.

REMOTE E-VOTING PARTICULARS

| EVEN (Remote E-Voting Event Number) | USER ID | PASSWORD / PIN |
|--|---------|----------------|
| | | |

ROUTE MAP OF AGM VENUE





Kkalpana Industries (India) Limited

(formerly known as Kalpena Industries Limited)
Registered Office : 2B, Pretoria Street, Kolkata - 700 071, Phone : 033 2282 3744/45,
Fax : 033 2282 3739, E-mail : kolkata@kkalpana.co.in, Website : www.kkalpanagroup.com
CIN : L19202WB1985PLC039431

FORM NO. MGT - 11

PROXY FORM

AGM 2016

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|---------------------------|--|
| Name of the member (s): |  |
| Registered address : | |
| E-mail Id: | |
| Folio No./Client Id/DPID: | |

I/We, being the member(s) of shares of the above named Company, hereby appoint

- (1) Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him;
- (2) Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him;
- (3) Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the company, to be held on Thursday the 29th day of September, 2016 at 12:15 p.m. at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Description | Optional | |
|--------------------------|--|----------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1 | To adopt the Audited Balance Sheet as at 31 st March, 2016 and the Statement of Profit & Loss Account and cash flow statement for the year ended as on that date and the Reports of the Directors and Auditors thereon. | | |
| 2 | To appoint a Director in place of Mr. Rajesh Kumar Kothari (DIN 02168932), who retires by rotation and being eligible, offers himself for reappointment. | | |
| 3 | To re-appoint M/s. B.Mukherjee & Co., Chartered Accountants (Firm Registration No. 302096E) as Statutory Auditors of the Company and fixing their remuneration. | | |
| Special Business | | | |
| 4 | Ratification of Remuneration payable to the Cost Auditors of the Company for the Financial year ended March 31, 2017. | | |
| 5 | Determination of fees to be charged for Service of documents to members through any particular mode. | | |
| 6 | Reappointment of Mr. Rajesh Kumar Kothari as Whole Time Director. | | |

Signed this _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 31st Annual General Meeting of the Company.
- It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of Member(s) in above Box before submission