



## **KKALPANA INDUSTRIES (INDIA) LIMITED**

(formerly Kalpena Industries Limited)  
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 IS HEREBY GIVEN that the 33<sup>rd</sup> (Thirty-third) 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 27<sup>th</sup> day of September, 2018, at 10.00 A.M. to transact the following Businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, 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 declare dividend of Rs. 0.24p per Equity Share of Rs. 2/- each ( i.e @ 12%)
3. To appoint a Director in place of Mr. Rajesh Kothari (DIN 02168932), who retires by rotation and being eligible, offers himself for reappointment.
4. **To approve the Remuneration payable to the Statutory Auditors of the Company for the Financial Year ending March 31, 2019**

**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 142 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 approves the remuneration of Rs. 3,10,000/- plus taxes, as applicable, and out of pocket expenses payable for the financial year 2018-19, upon recommendation of the Audit Committee of the Board and also the Board of Directors of the Company, at their respective meetings held on 30th May, 2018, to M/s. B. Mukherjee & Co., Chartered Accountants, Kolkata (FRN: 302096E), who have been appointed as Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of the 32nd Annual General Meeting of the Company held on 23rd September, 2017 till the 37th Annual General Meeting of the Company to be held in 2022, by the members of the company at the 32nd Annual General Meeting held on 23rd September 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix such remuneration as payable to Statutory Auditors, on recommendation of Audit Committee of the Board of Director, for their remaining period of service as the Board and the Statutory Auditors may mutually decide and 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.”

#### **SPECIAL BUSINESS:**

5. **To approve the Remuneration payable to the Cost Auditors of the Company for the Financial Year ending March 31, 2019**

**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 approves the remuneration of Rs.25000/- plus taxes, as applicable, and out-of-pocket expenses payable to M/s. D.Sabyasachi & Co., Practicing Cost Accountant, who are appointed as Cost Auditors of the Company, as recommended by the Audit Committee of the Board and also the Board of Directors of the Company, at their respective meetings held on 30th May, 2018, to conduct Audit of the cost accounting records pertaining to plastic compounds and other related manufacturing items of the Company for the year ending 31st March, 2019.

**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 Dr. Pranab Ranjan Mukherjee as a Whole Time Director of the Company**

**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 196,197 and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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, and subject to such other approvals, as may be necessary, 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 Dr. Pranab Ranjan Mukherjee (DIN – 00240758) as Whole-Time-Director of the Company, for a period of 1 (One) year with effect from 01<sup>st</sup> October,2018, 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 Dr. Pranab Ranjan Mukherjee, subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Dr.Mukherjee 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 special resolution”.

**7. Ratification of appointment of Mr. Samir Kumar Dutta as Non Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to Section 149(4) of the Companies Act, 2013, Schedule IV to the Act and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the consent of the Company is hereby given to Mr. Samir Kumar Dutta (DIN: 07824452) who was appointed as Non Executive Independent Director in the Annual General Meeting held on 23rd September, 2017 for a period of 5 years, to facilitate him to continue in this position till the year 2022 (i.e. till remaining period of service) even on his attaining the age of 75 years in December, 2018.

**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 special resolution.”

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

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

Date: 30<sup>th</sup> Day of May, 2018  
Place: Kolkata

Tanvi Panday (ACS- 31176)  
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 PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, 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. IF A PROXY IS APPOINTED FOR MORE THAN 50 MEMBERS, THE PROXY SHALL CHOOSE ANY FIFTY MEMBERS AND CONFIRM THE SAME TO COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. IN CASE, THE PROXY FAILS TO DO SO, THE FIRST 50 PROXIES RECEIVED BY THE COMPANY SHALL BE CONSIDERED AS VALID.

THE INSTRUMENT APPOINTING PROXY, DULY COMPLETED, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING (i.e. ON OR BEFORE 25<sup>TH</sup> SEPTEMBER, 2018, 10:00A.M. IST). A PROXY FORM FOR THE AGM IS ENCLOSED.

2. Corporate Members intending to send their authorized representatives to attend the meeting are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal (for e-voting), authorizing their representative to attend and/or vote on their behalf at the AGM.
3. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. The members/proxies/authorized representatives are requested to bring duly filled attendance slip (as enclosed herewith) along with their copy of Annual Report at the AGM and hand it over at the counter at the venue.
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 (‘the Act’) 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 on all resolutions set forth in the Notice convening the 33<sup>rd</sup> Annual General Meeting

(AGM) electronically through electronic voting (e-voting) services facilitated by the National Securities Depository Limited (NSDL) 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"). Instructions and other information relating to remote e-voting are given in the notice under note no.21.

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. 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. The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No 2948) 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 Thursday, 20<sup>th</sup> September, 2018 (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. In case of joint holders attending the meeting, only such joint holder who is higher in order of names, will be entitled to vote at the meeting.
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 will remain closed from Friday, 21<sup>st</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 (both days inclusive).
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice and Annual Report and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with Depository Participant(s). Members who have not registered their e-mail addresses may now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members holding physical shares may register their e-mail address with the Registrar and Share Transfer Agents of the Company. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
12. Notice of the 33<sup>rd</sup> AGM, details and instructions for remote e-voting and the Annual Report of the Company for the year ended 31<sup>st</sup> March, 2018 along with attendance slip and proxy form are uploaded on the Company's website [www.kkalpanagroup.com](http://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 Participant(s) for communication purposes unless any member has requested for a physical 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.

13. 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. Members holding shares in demat form, are requested to intimate any change in their address and/or bank mandate to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in demat form for any change in their particulars.
14. Members are requested to address all correspondences, including those on dividends, to the Registrar and Share Transfer Agents, as mentioned above.
15. 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.
16. Dividend for the financial year ended 31<sup>st</sup> March, 2011, which remains unpaid or unclaimed, will be due for transfer to Investors' Education and Protection Fund of the Central Government ('IEPF') on 18<sup>th</sup> December, 2018,

pursuant to the provisions of Section 125 of the Companies Act, 2013 corresponding to Section 205C of the erstwhile Companies Act, 1956 . In respect of the said dividend, it will not be possible to entertain claims received by the Company after 17<sup>th</sup> December, 2018.

Members, who are yet to encash their dividend warrants for the financial year 2010-11 or any subsequent financial year(s), are requested to correspond/ 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](http://www.kkalpanagroup.com)), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://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.

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies, Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments from time to time). As per these, members are requested to note that dividends that are not encashed/claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Act, be transferred to Investor Education and Protection Fund (IEPF). Shares on which dividend remains unpaid/ unclaimed for seven consecutive years will be transferred to demat account of IEPF Authority as per section 124 of the Act, and applicable rules, notifications, if any (as amended from time to time). Hence the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The shareholders whose dividend/ shares are transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

17. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all shares, as above, to demat account of the IEPF Authority, in accordance with IEPF Rules as and when notified.
18. 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 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.
19. As per the amendment made to Regulation 40 of SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 it will be mandatory, w.e.f. 5th December, 2018, that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Further, As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity and to update their Bank details with the Company to enable direct credit of dividends, if any declared, as per SEBI Regulations.
20. The Dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting will be credited/dispatched between 02<sup>nd</sup> October, 2018 to 26<sup>th</sup> October, 2018 to those members or to those mandates :-
  - a. Whose name appear as Beneficial Owners as at the end of 20<sup>th</sup> September, 2018 in the statements of beneficial owner furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), in respect of shares held in electronic form and
  - b. Whose names appear as Members in Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company/ RTA on or before the 20<sup>th</sup> September, 2018.
21. **Process and manner for members opting for remote e-voting are as under:**
  - I. The remote e-voting period commences on 24<sup>th</sup> September, 2018 (9:00 a.m) and ends on 26<sup>th</sup> September, 2018 (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 20<sup>th</sup> September, 2018, 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your ‘initial password’ is communicated to you on your postal address. Also in case member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy], Initial password is provided as below at the bottom of Attendance Slip for the AGM, in the following format:  
**EVEN (Remote E-voting Event Number)    USER ID    PASSWORD/PIN**
    - (iii) Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com)
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

## Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVEN NO."
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 4 You can also update your mobile no. and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
- 5 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
- 6 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.
- 7 Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No. 2948) has been appointed as the Scrutinizer for providing facility to the members of the Company and to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner
- 8 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.
- 9 The Scrutinizer shall after the conclusion of voting at the general meeting, 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 who are 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.
- 10 The Results declared alongwith the report of the Scrutinizer 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.

22. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
23. 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.
24. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to the Notice.
25. 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)
26. Members desiring any information/clarification relating to the accounts and operations of the company or intending to raise any query are requested to write to the Company atleast 10 days in advance of the meeting, to the Company Secretary at the registered office address, so as to enable the management to keep the information ready.
27. 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. Requisite declarations have been received from Directors seeking appointment/re-appointment.



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

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

<b>Name of Director</b>	<b>Mr. Rajesh Kothari (DIN: 02168932)</b>	<b>Dr. P.R.Mukherjee (DIN 00240758)</b>	<b>Mr. Samir Kumar Dutta (DIN: 07824452)</b>
<b>Date of Birth</b>	05.06.1964	10.10.1945	04.12.1943
<b>Date of Appointment on the Board</b>	11.08.2011	01.10.2014	21.06.2017
<b>Qualification</b>	Graduate (B.Com)	B.Sc(Hons.), M.Sc (Spl Organic), Ph.D in Stereo Chemical Studies in Organic Reactions.	B.Sc from Calcutta University. He is a Fellow member at Institute of Cost Accountants of India
<b>Expertise</b>	Mr. Kothari has more than 26 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 1997.	Dr.Mukherjee has over 40 years of experience in corporate arena particularly, in Plastic and Polymer Industries.	He has over 40 years of experience in corporate and financial matters.
<b>Directorships held in other public companies including private companies which are subsidiaries of public companies #</b>	None	None	None
<b>Memberships / Chairmanships of Committees across other companies in which he/she is a Director</b>	None	None	None
<b>Memberships / Chairmanships of Committees in the company</b>	Member of CSR Committee, Audit Committee and Stakeholders Relationship Committee	Chairman of CSR Committee and member of Stakeholders Relationship Committee	Chairman of Nomination and Remuneration Committee, Member of Audit Committee, and Corporate Social Responsibility Committee.
<b>Shareholding in the Company</b>	NIL	NIL	NIL
<b>Relationship with other Directors</b>	NIL	NIL	NIL

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

Registered Office:

By Order of the Board of Directors

2B, Pretoria Street,  
Kolkata-700071

For Kkalpana Industries (India) Limited

Date: 30<sup>th</sup> Day of May, 2018

Place: Kolkata

Tanvi Panday (ACS- 31176)

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

M/s B. Mukherjee & Co., Chartered Accountants, Kolkata (FRN: 302096E), had been appointed as Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2017 till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company to be held in 2022, by the members of the Company at the 32<sup>nd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2017.

Further as per Companies (Amendment) Act, 2017 effective 7th May, 2018, the provisions of Section 139 of the Companies Act, 2013 relating to ratification of appointment of Statutory Auditor at every Annual General Meeting have been omitted. As such, the appointment of Statutory Auditors need not be placed before the members of the Company for ratification. However, pursuant to provisions of Section 142 the remuneration of Statutory Auditors needs to be fixed in the Annual General Meeting or in a manner as may be specified therein.

Further, the Board, on recommendation of the Audit Committee, at its meeting held on 30<sup>th</sup> May, 2018, had considered and approved the remuneration of Rs. 3,10,000/- plus taxes as applicable and out of pocket expenses, as payable to the Statutory Auditors for the financial year ending March 31, 2019.

Accordingly, consent of the members is sought, pursuant to provisions of Section 142 of the Companies Act, 2013, for passing an Ordinary Resolution as set out at Ordinary Business under Item No. 4 of the Notice, for remuneration payable to the Statutory Auditors for the financial year ending March 31, 2019 and also authorizing the Board to fix the remuneration payable to Statutory Auditors, for their remaining period of service, as may be mutually decided by the Board and M/s B. Mukherjee & Co., Statutory Auditors.

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 Business does not relate to or affects any other company (financially or otherwise).

### Item No.5

The Board, on the recommendation of the Audit Committee at its meeting held on 30<sup>th</sup> May, 2018, 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 2018-19.

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. 25,000/- plus taxes as applicable and out of pocket expenses as payable to the Cost Auditors, was recommended by the Board and Audit Committee, at their respective meetings held on 30<sup>th</sup> May, 2018. The shareholders of the Company are requested to confirm and approve the said remunerations, if so thought fit.

Accordingly, 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 approval of remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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 at its meeting held on 30<sup>th</sup> May, 2018, the Board of Directors of the Company, at its meeting held on 30<sup>th</sup> May, 2018, approved re-appointment of Dr. Pranab Ranjan Mukherjee (DIN – 00240758), aged 72 years, as Whole- Time- Director of the Company for a period of 1 (One) year with effect from 01<sup>st</sup> October, 2018, on the following main terms and conditions:

1. The appointment shall be for a period of One year commencing from 01<sup>st</sup> October, 2018 as Whole– Time Director.

2. Dr. Pranab Ranjan Mukherjee will be liable to retire by rotation while he continues as a Whole Time Director of the Company.
3. As Whole time Director, Dr. Mukherjee shall perform such duties and exercise such powers as may be entrusted to him, from time to time, by the Managing Director and /or the Board of Directors.
4. In consideration of the performance of his duties to the Company, Dr. Mukherjee shall be entitled to the following remuneration:
  - A. Remuneration:

Salary of Rs. 1,42,857/- (Rupees One Lac Forty Two Thousand Eight Hundred Fifty Seven only) per month.
  - B. Perquisites:
    - I. One month's salary as Ex-gratia 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.
5. 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.
6. 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 Dr. Mukherjee may be entitled as aforesaid.

Mr. Mukherjee (aged 72 years) has been associated with the Company since 2009 and has over 40 years' experience in Plastic and Polymer Industry. A brief profile of Mr. Mukherjee, including nature of expertise, is provided in the annexure to the Notice. He was appointed as Whole Time Director (Technical) for a period of 3(three) years from 01.10.2014 to 30.09.2017 and thereafter for a period of 1 year from 01.10.2017 to 30.09.2018. Pursuant to provisions of Section 196(3), the company cannot appoint/continue the appointment of a Whole Time Director who has attained the age of 70 years unless such appointment is made by passing special resolution. The Board of Directors of your company is of the opinion that his employment with your company will be technically and financially a sound proposition.

The special resolution, being Item No. 5 of the notice convening the Annual General Meeting is intended for the purpose.

The Board of Directors recommend the special resolution for approval of members and accordingly 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 Dr. Mukherjee as Whole – Time- Director of the Company and payment of remuneration to him.

Mr. Mukherjee is not related to any other Director of the Company. A brief resume of Mr. Mukherjee as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as Annexure to this Notice.

Save and except Dr. Mukherjee (DIN 00240758), 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.7

Mr. Samir Kumar Dutta was appointed as Non Executive Independent Director of the Company in the 32<sup>nd</sup> Annual General Meeting of the members of the Company held on 23<sup>rd</sup> September, 2017 for a period of 5 years w.e.f. 21<sup>st</sup> June, 2017. At the time of appointment he was of the age of 73 years.

Now, there has been amendment to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective 01<sup>st</sup> April, 2019 which states that "No listed entity shall appoint a person or continue the directorship of any person as a Non Executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Since Mr. Dutta will be attaining the age of 75 years in December, 2018 and the provisions of amended regulations of 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will become applicable to his directorship w.e.f. 01<sup>st</sup> April, 2019, it is proposed to seek approval of members vide Special Resolution for continuing his directorship in the company.

The Board is of the view that his association with the Company will be a sound proposition. The suggestions and observations shared by him on the basis of experience he holds in financial and tax matters alongwith active participation which he constantly extends to the Board will help the company in making sound decisions. In view of the above, the Board of the Company recommends to the members of the Company for passing Special Resolution as contained in Item No. 7 of the Notice convening this Annual General Meeting.

The special resolution, being Item No. 7 of the notice convening the Annual General Meeting is intended for the purpose.

Mr. Dutta is not related to any other Director of the Company. A brief resume of Mr. Dutta as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as Annexure to this Notice.

Save and except Dr. Samir Kumar Dutta (DIN 07824452), 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-700 071

30<sup>th</sup> May, 2018  
Place: Kolkata

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

Tanvi Panday (ACS 31176)  
Company Secretary