

NOTICE OF ANNUAL GENERAL MEETING.

NOTICE IS HEREBY GIVEN that the 35th (Thirty-fifth) Annual General Meeting of the Members of KKALPANA INDUSTRIES (INDIA) LIMITED will be held on Tuesday, the 29th day of September, 2020, at 11.00 A.M. (I.S.T) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheets as at 31st March, 2020 and the Statement of Profit & Loss Accounts and Cash Flow Statements for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend of Rs. 0.12p per Fully Paid up Equity Share of face value Rs. 2/- each (i.e @ 6%)
3. To appoint a Director in place of Mr. Rajesh Kumar Kothari (DIN 02168932), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Ratification of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31st March, 2021

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

“**RESOLVED THAT** pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time and for the time being in force), the Company hereby ratifies the remuneration of Rs.30000/- plus taxes, as applicable, and out-of-pocket expenses incurred in connection with the Cost Audit, payable to M/s. D.Sabyasachi & Co (Firm Registration No. 000369), Cost Accountant, who have been appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of Audit Committee, to conduct Audit of the cost records of the Company for the Financial Year ending 31st March, 2021.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof), 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. Re-appointment of Mrs. Mamta Binani (DIN: 00462925) as 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 the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and other applicable provisions of the Act (including any statutory amendment(s)/ modification(s)/ re-enactment(s) thereof) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) as amended from time to time, and Regulation 17 read with Regulation 16(1)(b) and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time, and Article 123 and Article 124 of the Articles of Association of the Company and as per other relevant Articles of the Articles of Association, the re-appointment of Mrs. Mamta Binani (DIN: 00462925), who has submitted a declaration, pursuant to Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, that she meets the criteria of independence, as provided in Section 149(6) of the Act and the Rules framed thereunder and also Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who is eligible for appointment as Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years from 29.09.2020 to 28.09.2025 (both days inclusive), as recommended by Nomination and Remuneration Committee, be and is hereby approved.

FURTHER RESOLVED 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) 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, including to make, sign, file and submit such forms, applications, letters, documents etc, 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: 29th Day of June, 2020
Place: Kolkata

Tanvi Panday (ACS- 31176)
Company Secretary

Notes:

1. IN VIEW OF THE ONGOING COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) HAS VIDE ITS CIRCULAR NO. 20/2020 DATED 05.05.2020 READ WITH CIRCULAR NO. 14/2020 DATED 08.04.2020 AND CIRCULAR NO. 17/2020 DATED 13.04.2020 (COLLECTIVELY REFERRED TO AS “MCA CIRCULARS”) PERMITTED THE HOLDING OF THE ANNUAL GENERAL MEETING (“THE MEETING” OR “AGM”) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MODES (“OAVM”), WITHOUT PHYSICAL PRESENCE OF THE MEMBERS, AT A COMMON VENUE, WHICH SHALL BE IN COMPLIANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013 (“ THE ACT”). FURTHER SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) HAS VIDE ITS CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED 12.05.2020 (“SEBI CIRCULAR”) HAS ALSO GRANTED CERTAIN RELAXATIONS IN COMPLIANCE WITH THE PROVISIONS OF THE ACT AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) AND MCA CIRCULARS. ACCORDINGLY THE 35TH AGM OF THE MEMBERS OF THE COMPANY WILL BE HELD THROUGH VC/OAVM ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2020, AT 11:00 A.M. (IST). THE DEEMED VENUE FOR THE 35TH AGM WILL BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2B, PRETORIA STREET, KOLKATA – 700071.
2. PURSUANT TO THE PROVISIONS OF COMPANIES ACT. 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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.

HOWEVER, SINCE THE ANNUAL GENERAL MEETING (“AGM”) IS BEING HELD THROUGH VC/ OAVM, PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, PURSUANT TO CIRCULAR NO. 14/2020 DATED 08.04.2020, THE FACILITY FOR APPOINTMENT OF PROXY/(IES) BY THE MEMBERS TO ATTEND AND CAST VOTE FOR THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
3. Institutional/Corporate Members (i.e. other than Individuals/ HUF/ NRI etc.) intending to authorize its representatives to attend the meeting through VC/OAVM and/or to vote thereat through E-Voting/ Remote E-Voting, on its behalf, are required to send a certified copy of the Board/ its Governing Body’s Resolution/Authorization (scanned copy in .pdf/.jpg format only), pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal. 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

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notes of the Notice of 35th AGM. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The members will be able to view the proceedings on the National Securities Depository Limited's (NDSL) E-voting Website at www.evoting.nsdl.com. The link for viewing one way live webcast of the AGM will be made available on the company's website at www.kkalpanagroup.com.
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business under Item Numbers 4 to 5 of the Notice of 35th AGM is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re appointment at this AGM, is also annexed. Requisite declarations have been received from Directors seeking appointment/re-appointment.
7. 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') and 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, in electronic mode, by the members at the AGM.
8. All documents referred to in the Notice convening the 35th AGM and related Statement pursuant to Section 102 of the Companies Act, 2013 and annexures thereto (Collectively referred to as "Notice") will also be available for inspection, only in electronic mode, by the members from the date of circulation of the Notice upto the date of AGM i.e.29.09.2020. Members seeking to inspect such documents can send an e-mail to the Company Secretary, Ms. Tanvi Panday at tanvi.panday@kkalpana.co.in.
9. 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, as amended, MCA Circulars, SEBI Circular and Secretarial Standards 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 35th AGM, electronically, through electronic voting (e-voting) services (both Remote E-Voting and E-Voting at AGM) 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)/ E- Voting (facility to cast vote electronically at AGM) services provided by National Securities Depositories Limited ("NSDL"). Instructions and other information relating to remote e-voting/ e-voting are given in the notice under note no.26. It may be noted that facility for E-voting at AGM shall be available for members who do not cast their vote through Remote E-Voting. Members who have cast their vote through Remote E-Voting may attend the AGM through VC/OAVM but shall not be entitled to cast their votes at the Meeting once again.

The Company has not arranged for physical voting through ballot papers, pursuant to MCA Circulars and SEBI Circular, since the meeting is being held through VC/OAVM.

10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Tuesday, 22nd September, 2020 (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/ e-voting during the AGM.
11. In case of joint holders, only such joint holder who is higher in order of names, will be entitled to vote at the meeting.
 12. 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 Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).
 13. 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.
 14. In compliance with MCA Circulars and SEBI Circular dated 12.05.2020, Notice of AGM including details and instructions for remote e-voting/e-voting and the Annual Report for the FY 2019-20 of the Company consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith (Collectively referred to as "Annual Report 2019-20" or "Annual Report") are being sent only through Electronic mode to those members whose e-mail addresses are registered with the Registrar and Share Transfer Agents ("RTA")/Company/ Depository Participants and no physical copy of said documents are being sent to any member. Members may note that Notice of the 35th AGM, details and instructions for remote e-voting/e-voting and the Annual Report of the Company for the year ended 31st March, 2020 consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith are also uploaded on the Company's website www.kkalpanagroup.com and may be accessed by the members. The said documents will also be available on the website of the Stock Exchanges i.e Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com and also on the website of NSDL at www.evoting/nsdl.com.
 15. In compliance with the MCA circulars and SEBI Circular the company has availed the services of E-mail ID updation of members through SMS, as provided by National Securities and Depository Limited (NSDL) and Central Depository and Services (India) Limited (CDSL), respectively requesting the members of the Company to update their E-mail Id to enable receipt of Annual Report 2019-20. Necessary Newspaper publications to this effect are also being made, requesting members to update their E-mail ID to enable receipt of Annual Report 2019-20.
 16. 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"), M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019. 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.
 17. Members are requested to address all correspondences, including those on dividends, to the Registrar and Share Transfer Agents, as mentioned above.
 18. 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.
 19. Dividend for the financial year ended 31st March, 2013, which remains unpaid or unclaimed, will be due for transfer to Investors' Education and Protection Fund of the Central Government ('IEPF') on 25th

October, 2020, 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 24th October, 2020.

Members, who are yet to encash their dividend warrants for the financial year 2012-13 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), as also on the website of the Ministry of Corporate Affairs through <http://iepf.gov.in/IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor>. 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> and by following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended from time to time.

20. In accordance with the aforesaid IEPF Rules, the Company will sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and also publish newspaper advertisement, in this regard. The said details will also be made available on the website of the Company at www.kkalpanagroup.com/investor-relations/news. Intimation in regard to newspaper publication will also be submitted to the stock exchanges and be available at the website of BSE at www.bseindia.com and that of Calcutta Stock Exchange at www.cse-india.com. 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.
21. 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.
22. As per the amendment made to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, read with press release (2018 PR No. 49/2018) dated 03.12.2018, it is now mandated, w.e.f. 1st April, 2019, 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 depositor. 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.
23. 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. A consolidated share certificate will be issued to such member after making requisite changes.

24. The Dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting will be credited/dispatched between 04th October, 2020 to 28th October, 2020 to those members or to those mandates :-
- Whose name appear as Beneficial Owners as at the end of 22nd September, 2020 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
 - Whose names appear as Members in Register of Members of the Company, after giving effect to all valid share transfers/transmissions in physical form lodged with the Company/ RTA on or before the 22nd September, 2020.

It may be noted that in view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders. Your company shall accordingly make the payments of Dividend after deducting Tax at Source.

25. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country, vide dispatch of dividend warrant/ cheque, as the case may be.

26. Instruction for E-Voting and Joining the AGM are as follows:

- The remote e-voting period commences on 26th September, 2020 (9:00 a.m) (IST) and ends on 28th September, 2020 (5:00 pm) (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 of 22nd September, 2020, 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.
- Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No. 2948) has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
- 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.nsd.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.nsd.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. 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 (point 6) in **process for those shareholders whose email ids are not registered**
 - (iii) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at 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?**” option available on www.evoting.nsd.com. (If you are holding shares in your demat account with NSDL or CDSL)
 - b) **Physical User Reset Password?** option available on www.evoting.nsd.com. (If you are holding shares in physical mode)
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

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 with a copy marked to 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 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 4 Incase of any grievances connected to the facility for e-voting please contact Mr. Vikram Jha, Manager, NSDL, Unit 2E, 2nd Floor, The Millenium, 235/2A, A.J.C. Bose Road, Kolkata – 700020, West Bengal; Email: vikramj@nsdl.co.in/ evoting@nsdl.co.in; Tel: 91 33 22904246/ 1800-222-990. Incase of grievances connected to members data please contact Mr. Sujit Sengupta, M/s C.B. Management Services Pvt. Ltd. (Unit-M/s Kkalpana Industries (India) Limited), P-22, Bondel Road, Kolkata – 700019, West Bengal; Email: rt@cbmsl.com/ senguptask@cbmsl.com; Tel: 033 2280 6692 / 93/94/2486.
- 5 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)

IV. 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 on 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 tanvi.panday@kkalpana.co.in / kolkata@kkalpana.co.in

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 tanvi.panday@kkalpana.co.in / kolkata@kkalpana.co.in

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

V. The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

VI. Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Vikram Jha, Manager – NSDL at vikramj@nsdl.co.in/ 033 - 22904246
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker, on or before the close of business hours on 19.09.2020, and as such send their request from their registered e-mail id, mentioning their name, demat account number/ folio number, email id, mobile number at tanvi.panday@kikalpana.co.in / kolkata@kikalpana.co.in
7. Shareholders who would like to seek some clarification on the accounts or other reports may send their questions in 10 days in advance of the meeting, mentioning their name demat account number/folio number, email id, mobile number at tanvi.panday@kikalpana.co.in / kolkata@kikalpana.co.in, so that the same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending the availability of time for the AGM.

Other Instructions:

- 1 The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 hours of conclusion of 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.
 - 2 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. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
27. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
 28. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
 29. 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)

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE
35TH ANNUAL GENERAL MEETING**

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

Name of Director	Mr. Rajesh Kothari (DIN: 02168932)	Mrs. Mamta Binani (DIN: 00462925)
Date of Birth	05.06.1964	10.10.1972
Date of Appointment on the Board	11.08.2011	26.09.2014
Qualification	Graduate (B.Com)	B.Com (Hons.) from Calcutta University. She is also a Fellow member of the Institute of Company Secretaries of India (ICSI)
Expertise	Mr. Kothari has more than 28 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	Mrs. Binani has 19 years of experience in corporate consultation & advisory, covering Due Diligence, Secretarial & Legal functions. She has been the first lady Chairperson (Eastern Region) of ICSI and has held the post of President of ICSI.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	None	GPT Infraprojects Ltd, Century Plyboards (India) Ltd., Nu Vista Limited, Skipper Limited, Anmol Industries Ltd., La Opala R G Ltd.
Memberships / Chairmanships of Committees across other companies in which he/she is a Director	None	Member of Audit Committee in GPT Infraprojects Ltd. And Nu Vista Ltd. Chairperson of Audit Committee in Anmol Industrirs Ltd. Member of Stakeholder Relationship Committee in Nu Vista Ltd. And Chairperson of Stakeholder Relationship Committee in Century Pluborad (India) Ltd.
Memberships / Chairmanships of Committees in the company	Member of CSR Committee, Audit Committee and Stakeholder Relationship Committee	Member of Nomination and Remuneration Committee
Shareholding in the Company	NIL	NIL
Relationship with other Directors	NIL	NIL

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

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

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

Date: 29th Day of June, 2020
Place: Kolkata

Tanvi Panday (ACS- 31176)
Company Secretary

Statement pursuant to Section 102 of The Companies Act, 2013

Item No.4

The company is required, under provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with the Companies (Cost Records and Audit) Rules, 2014 (“the Rules”), as amended from time to time, to have the audit of its Cost Records conducted by a Practicing Cost Accountant or a firm of Cost Accountants. Further, in accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their respective meeting held on 29th June, 2020, has approved the appointment of M/s D. Sabyasachi & Co (Firm Registration No. 000369), Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2020-21, at a remuneration of Rs. 30,000/- plus taxes, as applicable, and out of pocket expenses incurred in connection with the Cost Audit.

Accordingly, the consent of the members is sought by way of an Ordinary Resolution as set out at Special Business under Item No. 4 of the accompanying Notice convening the Annual General Meeting, for ratification of remuneration amounting to Rs. 30,000/- plus taxes, as applicable, and out of pocket expenses, incurred in connection with the Cost Audit, payable to the Cost Auditors for the financial year ending 31st March, 2021.

In view of complying with the requirements of Section 148 of the Act and the Rules, thereunder, the appointment of Cost Auditor for the Financial Year 2020-21, being a special business is unavoidable in nature. The Board of Directors accordingly, commends the ordinary resolution set out at Item No. 4 of the accompanying Notice convening the Annual General Meeting for ratification by the members.

None of the Directors or Key Managerial Personnels of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

Item No.5

At the Board Meeting of the Company held on 29th June, 2020, the Board has, based on the recommendation of Nomination and Remuneration Committee, recommended to the members of the Company, for re-appointment of Mrs. Mamta Binani (DIN: 00462925) as Independent Director, not liable to retire by rotation, of the Company for a period of 5 years from 29.09.2020 to 28.09.2025.

Mrs. Binani has also given declaration to the Board, under Section 149(7) of the Companies Act, 2013 (“the Act”) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time, that she meets the criteria of independence as provided in Section 149(6) of the Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations, as amended from time to time. In terms of Regulation 25(8) of SEBI Listing Regulations, Mrs. Binani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties as Independent Director of the Company. She has also confirmed that she is not debarred from holding office of Independent Director/ Director by virtue of any SEBI order or any other statutory authority, pursuant to Circular No. LIST/COMP/14/2018-19 dated 20.06.2018 issued by BSE Ltd., pertaining to enforcement of SEBI Orders regarding appointment/ re-appointment of Director/Independent Director. She is also not disqualified from being re-appointed as Independent Directors in terms of Section 164 of the Act. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), as amended from time to time, with respect to her registration with the Databank of Independent Directors maintained with Indian Institute of Corporate Affairs. She has also given her consent to act as Independent Director of the Company for a further period of 5 years, in compliance with Section 149(10) of the Act.

Mrs. Binani, aged 47 years, is a Fellow Member of the Institute of Company Secretaries of India (ICSI) and has 18 years of experience in corporate consultation & advisory, covering Due Diligence, Secretarial & Legal functions. She has been the first lady Chairperson (Eastern Region) of ICSI and has held the post of President of ICSI. She also serves Independent Directorship in various Companies. In the opinion

of the Board, Mrs. Binani is a person of integrity, possesses the relevant expertise/ experience and also fulfills the conditions specified under the relevant provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as Independent Non Executive Director of the Company and is independent of the management. Having regard to the qualifications, experiences and knowledge and the Company's adherence to policy on Board Diversity, the Board considers that her induction into the Board and association with the Company would be of immense benefit to the Company and that it will lend an independent and fair view to the decision making process and hence it is desirable to avail her services as Independent Director. A copy of draft letter of appointment of Independent Director, setting out the terms and conditions of her appointment, will be available for inspection by the members. Members who wish to inspect the same may send their request to the e-mail address mentioned in the notes to the notice convening the Annual General Meeting.

Mrs. Binani is not related to any other Director of the Company. A brief profile of Mrs. Mamta Binani (DIN: 00462925), including nature of expertise, is provided in the annexure to the Notice, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board of Directors of the Company commend the appointment of Mrs. Mamta Binani (DIN: 00462925) as Independent Director of the Company for a period of five(5) consecutive years from 29.09.2020 to 28.09.2025, whose period of office shall not be liable to determination by retirement of directors by rotation, by way of special resolution set out at Item No. 5 of the Notice convening the Annual General Meeting, for approval by members.

Save and except Mrs. Mamta Binani (DIN: 00462925), none of the other Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their respective shareholdings in the Company. This item being Special Business is unavoidable in nature.

Registered Office:
2B Pretoria Street
Kolkata-700 071

29th June, 2020
Place: Kolkata

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

TanviPanday (ACS 31176)
Company Secretary