



MINUTES OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF KALPENA INDUSTRIES LIMITED HELD ON THURSDAY THE 26TH SEPTEMBER, 2013 AT GYAN MANCH,11,PRETORIA STREET,KOLKATA - 700 071 AT 10.30.A.M..

**MEMBERS PRESENT: In Person / Authorized Representatives- 140
By Proxy - 16**

IN ATTENDANCE:

Mr. NARRINDRA SURANNA, Chairman and Managing Director
Mr. NIRMALENDU GUHA, Director
Mr. RAJESH KUMAR KOTHARI, Whole Time Director
Mr. SAMIR KUMAR PAUL, Director
Mr. A.B.CHAKRABARTTY, Company Secretary

CHAIRMAN

In terms of Article 71 of the Articles of Association of the Company, Mr.Narrindra Suranna, Chairman of the Board, took the Chair and conducted the proceedings of the Annual General Meeting.

QUORUM

The Chairman announced that since the required quorum for the meeting was present, the formal proceedings of the meeting could commence. He then formally extended a very warm welcome to the shareholders of the Annual General Meeting and introduced his colleagues on the Board to the Shareholders.

NOTICE

With the permission of the members present, the notice convening the Annual General Meeting was taken as read.

STATUTORY RECORDS

The Chairman informed the members that the Register of Members and the Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956, are kept open and accessible by any member during the continuance of the meeting.

CHAIRMAN'S SPEECH

Before taking up the formal agenda of the meeting for consideration of the shareholders the Chairman reviewed the performance of the company during the year. In his speech the Chairman summarized the overall performance of the Company and indicated the initiatives on hand. The chairman then asked the company secretary to read out the Auditor's report.

AUDITORS' REPORT

Mr. A.B.Chakrabartty, Company Secretary, reads out the Auditors' Report for the year ended 31st March 2013.

The Chairman then invited attention of the members to the Directors' Report, Audited Balance Sheet and Profit & Loss Accounts for the year ended on 31st March, 2013, which was already circulated to the members.

CHAIRMAN'S
INITIALS

Kalpna Industries Limited

A. B. Chakrabartty
Company Secretary

The Chairman then invited queries from the shareholders on the audited accounts for the financial year 2012-2013 as well as on the resolutions proposed to be passed as per the AGM notice dated 14th August, 2013.

Several questions / suggestions (not involving any important point of principle) were asked and suitably replied by the Chairman.

The Chairman then moved to the agenda items one by one.

AGENDA ITEMS

ORDINARY BUSINESS

Item No. 1

Adoption of Audited Accounts for the year ended 31st March, 2013 along with the Directors' and Auditors' Report.

The following resolution was proposed as an ordinary resolution by Mr. S.Talukdar and seconded by Mr. M.K.Malpani.

"RESOLVED THAT the Profit and Loss Accounts the year ended 31st March 2013 and Balance Sheet as on date along with the Directors' and Auditors' Report thereon be and are hereby received, considered and adopted."

The chairman then put the motion to vote, and on a voting by show of hands and it was

Carried unanimously.

Item No. 2

Declaration of Dividend on Equity Shares for the Financial Year ended on 31st March, 2013.

Mr. Prakash Bhutoria proposed the following resolution as an ordinary resolution

"Resolved that the dividend @ 12% i.e Rs 1.20/- per Equity Share of Rs.10/- each, absorbing Rs.2.76 Crores be and is hereby declared for payment, to those members whose names appear on the Company's Register of Members on 18th day of September, 2013."

Mr. A.Hasmi seconded the above resolution.

The chairman then put the motion to vote, and on a voting by show of hands and it was

Carried unanimously.

Item No. 3

Reappointment of Mr. Nirmalendu Guha, as Director of the Company.

Mr. S.Gattani proposed the following resolution as an ordinary resolution

"RESOLVED THAT Mr. Nirmalendu Guha, who retires by rotation at this meeting and who being eligible for re- appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Mr. Krishnendu Bose seconded the above resolution.

The chairman then put the motion to vote, and on a voting by show of hands and it was

Carried unanimously.

CHAIRMAN'S
INITIALS



**Item No. 4****Re- Appointment of Statutory Auditors.**

The following resolution was proposed as an ordinary resolution by Mr. Deepak Bhansali and seconded by Mr. Suman Poddar.

“Resolved that M/s. B.Mukherjee & Co, Chartered Accountants of Kolkata be and they are hereby re-appointed as Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at such remuneration plus out of pocket expenses as may be decided by the Board.”

The chairman then put the motion to vote, and on a voting by show of hands and it was

Carried unanimously.

SPECIAL BUSINESS**Item No. 5****Appointment of Mr. Samir Kumar Paul as Director.**

The following resolution was proposed as an ordinary resolution by Mr. M.K.Malpani and seconded by Mr. I.C.Karnawat.

“**RESOLVED THAT** in accordance with the provisions of Section 255, 256 and 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or reenactment thereof, Mr. Samir Kumar Paul, who was co-opted as an Additional Director of the Company under provisions of Section 260 of the Companies Act, 1956 and Article 103 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

The chairman then put the motion to vote, and on a voting by show of hands and it was

Carried unanimously.

VOTE OF THANKS

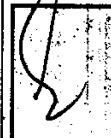
There being no other business to transact, the meeting terminated with a vote of thanks to the Chair.

Date : 07th October, 2013

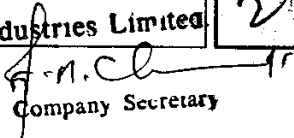
Place : Kolkata


CHAIRMAN

CHAIRMAN'S
INITIALS



Kalpna industries Limited


Company Secretary

MINUTE BOOK

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CHAIRMAN'S INITIALS

