



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
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SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To

The Chairman,

35th Annual General Meeting of the Equity Shareholders

Of Kkalpana Industries (India) Limited held on Tuesday, 29th Day of September, 2020 at 11.00 a.m. (IST)

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 35th Annual General Meeting (AGM) of the Equity Shareholders Of Kkalpana Industries (India) Limited held on Tuesday, 29th Day of September, 2020 at 11.00 a.m.(IST) through Video Conferencing/other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 29th June, 2020

I, Ashok Kumar Daga, Practising Company Secretary having my office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company as Scrutinizer for the purpose of the voting through remote e-voting and e-voting provided to shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) proposed to be passed at the 35th Annual General Meeting of the Equity Shareholders of Kkalpana Industries (India) Limited held on Tuesday, 29th Day of September, 2020 at 11.00 a.m. I submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL)
2. The shareholders holding shares as on the cut-off date i.e. 22nd September 2020 were entitled to vote on the proposed resolutions (Item No. 1 to 5 as set out in the Notice of 35th Annual General Meeting of the Company).



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3. The remote e-voting period commenced on 26thSeptember 2020 from 9.00 AM (IST) and concluded on 28thSeptember2020 at 5.00 PM (IST).
4. The votes were unblocked at Kolkata on 29thSeptember 2020 at 12.00p.m. (IST) in the presence of two witness Ms. Rittika Gupta and Ms Anupama Singh who are not in the employment of the Company.
5. After the time fixed for e-voting facility provided to the shareholders during the AGM, E-voting system for voting was stopped.
6. Members have either voted electronically through remote e-voting or through evoting at AGM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during AGM in respect of resolutions contained in Notice dated 29th June, 2020 are as under :

Item No.1:-

To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheets as at 31stMarch, 2020 and the Statement of Profit & Loss Accounts and Cash Flow Statements for the yearended as on that date and the Reports of the Directors and Auditors thereon.



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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	33	0	33	80234496	0	80234496	100	85.29
DISSENT	2	0	2	3	0	3	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	35	0	35	80234499	0	80234499	100	85.29

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 29th June, 2020 has been passed with requisite majority.

Item No.2

To declare dividend of Rs. 0.12p per Fully Paid up Equity Share of face value Rs. 2/- each (i.e @ 6%)

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	34	0	34	80234498	0	80234498	100	85.29
DISSENT	1	0	1	1	0	1	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	35	0	35	80234499	0	80234499	100	85.29

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 29th June, 2020 has been passed with requisite majority.

Item No.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.



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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	33	0	33	80234496	0	80234496	100	85.29
DISSENT	2	0	2	3	0	3	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	35	0	35	80234499	0	80234499	100	85.29

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 29th June, 2020 has been passed with requisite majority.

Item No.4

Ratification of Remuneration payable to the Cost Auditors

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

“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.”



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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	32	0	32	80234296	0	80234296	99.9997	85.29
DISSENT	3	0	3	203	0	203	0.0003	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	35	0	35	80234499	0	80234499	100	85.29

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 29th June, 2020 has been passed with requisite majority.

Item No.5

Re-appointment of Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“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, 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.



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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.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	32	0	32	80234296	0	80234296	99.9997	85.29
DISSENT	3	0	3	203	0	203	0.0003	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	35	0	35	80234499	0	80234499	100	85.29

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 29th June, 2020 has been passed with requisite majority.

The final report containing details of votes casted by the members of the company has already been provided separately.

Thanking you,
Yours faithfully,

PLACE- KOLKATA

DATE- 29.09.2020

UDIN: F002699B000804258

ASHOK KUMAR DAGA
(PRACTISING COMPANY SECRETARY)
MEMBERSHIP NO. 2699
COP NO. 2948