

**MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING OF M/S KKALPANA INDUSTRIES (INDIA) LIMITED HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2015, AT "GYAN MANCH", 11 PRETORIA STREET, KOLKATA – 700 071 FROM 10.00 A.M. TO 11.00 A.M.**

**PRESENT: -**

**DIRECTORS** : Mr.Narrindra Suranna, Chairman-cum-Managing Director  
Mr. R.K.Kothari, Whole time Director  
Dr. P.R.Mukherjee, Whole time Director  
Mr. N. Guha, Independent Director  
Mr. Ramakant Mishra, Independent Director  
Mrs. Mamta Binani, Independent Director

The Chairmen of the Audit Committee, Nomination & Remuneration Committee and Stake-holders' Relationship Committee were also present:


**IN ATTENDANCE:**

Mr. J. Tiwari, Senior President  
Mr. I.C.Dakalia, CFO  
Mr. A.B.Chakrabarty, Company Secretary  
Mr. B.Mukherjee of M/s B.Mukherjee & Co., Chartered  
Accountants, Statutory Auditors.  
Mr. Ashok Kumar Daga, Secretarial Auditor

109 Members representing 82743452 Equity Shares and 4 Proxies representing 16. Equity Shares were present.

1. Mr. Narrindra Suranna, Chairman of the Company took the chair and welcomed all those present to the 30<sup>th</sup> Annual General Meeting of the Company.
2. The Chairman thereafter introduced all the Directors on the dais to those present in the Annual General Meeting.
3. The Business before the Annual General Meeting was taken up as quorum was present. Quorum was also present throughout the Meeting.
4. The following Documents/Registers of the Company remained open and accessible for inspection during the continuance of the AGM: -
  - (a) Financial Statements for the financial year ended 31<sup>st</sup> March, 2015, and the Reports of the Board of Directors and the Statutory Auditors and the Secretarial Auditors.
  - (b) Register of Directors and Key Managerial Personnel and their shareholding.
  - (c) Register of Contracts or Arrangements in which Directors are interested.
5. The Chairman delivered his speech highlighting the operational aspects and relevant financial data.
6. The Notice dated 27<sup>th</sup> June,2015 convening the 30<sup>th</sup> Annual General Meeting and the annual accounts for the year ended 31<sup>st</sup> March, 2015, including reports of the Directors, Statutory Auditors' and Secretarial Auditor, were taken as read with the consent of the Meeting.

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7. The Chairman briefly covered the items of the business before the AGM and enquired from the Members present if they required any clarification on them, particularly on the financial statements of the Company. On some queries raised by the Members present, the Chairman replied to each of the query.
8. The Chairman drew attention that the Company, pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, and clause 35B of the Listing Agreement, all the members were provided with the facility of remote E-Voting which was available from 27<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015.

The Chairman further informed that the Company had also provided the facility of voting at the AGM through ballot to shareholders, present in person or through Proxies who had not exercised remote E-voting.

The Chairman, thereafter, read the Resolutions/Special Resolutions as follows: -

ORDINARY BUSINESS

- (I) RESOLUTION NO 01 ON ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015 – ORDINARY RESOLUTION

“RESOLVED THAT the Financial Statements of the Company for the year ended 31<sup>st</sup> March 2015, the Auditors’ Report to the members dated 27<sup>th</sup> June, 2015 and the Report of the Board of Directors & Management Discussion and Analysis dated 27<sup>th</sup> June, 2015, the Report of the Secretarial Auditors dated 26<sup>th</sup> June, 2015, be and are hereby approved and adopted.”

Proposed By : Mr. Mahesh Kumar Bubna DP ID/ Client ID-IN30125028234349

Seconded By : Mr. Prakash Bhutoria DP ID / Client ID- 'IN30036021468838

- (II) RESOLUTION NO 02 ON REAPPOINTMENT OF MR.NARRINDRA SURANNA (DIN NO 00060127) – ORDINARY RESOLUTION

“RESOLVED THAT Mr. Narrindra Suranna (DIN – 00060127), who retires by rotation at this meeting in accordance with the Provisions of section 152 of the Companies Act, 2013 and who *being* eligible for re- appointment, be and is hereby re-appointed as the Director of the Company .”

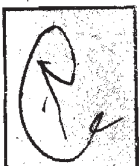
Proposed By : Mr. O.P.Kejriwal DP ID/ Client ID-IN30032710521105

Seconded By : Mr. C.B.Rai DP ID / Client ID- 1203410000201001

- (III) RESOLUTION NO 03 ON APPOINTMENT AND REMUNERATION OF STATUTORY AUDITORS.- ORDINARY RESOLUTION

“Resolved that pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 M/s. B.Mukherjee & Co, Chartered Accountants of Kolkata

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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."

Proposed By : Mr. Suman Kumar Poddar Folio No - S100155

Seconded By : Mr. Neeraj Seth DP ID/Client ID- 1203410000347086

**SPECIAL BUSINESS**

- (iv) RESOLUTION NO 04 ON APPOINTMENT OF DR. PRANAB RANJAN MUKHERJEE (DIN NO 00240758) AS DIRECTOR- ORDINARY RESOLUTION

**"RESOLVED THAT** Dr. Pranab Ranjan Mukherjee (DIN 00240758) , who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01<sup>st</sup> October,2014 under provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Pranab Ranjan Mukherjee (DIN 00240758) for the office of Director, be and is hereby appointed as a Director of the Company."

Proposed By : Mr. Mahesh Kumar Bubna DP ID/ Client ID-IN30125028234349

Seconded By : Mr. Kamlesh Lunia DP ID / Client ID- 1203410000321671

- (v) RESOLUTION NO 05 ON APPOINTMENT OF MR. RAMAKANT MISHRA (DIN NO 06882372) AS DIRECTOR AND ALSO AS INDEPENDENT DIRECTOR.- ORDINARY RESOLUTION

**"RESOLVED THAT** Mr. Ramakant Mishra (DIN 06882372) , who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26<sup>th</sup> September, 2014 under provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Ramakant Mishra (DIN 06882372) for the office of Director, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof , Mr. Ramakant Mishra (DIN - 06882372) , who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director , be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years up to the fifth consecutive AGM of the of the Company to be held in the year 2020, whose period of office shall not be liable to determination by retirement of directors by rotation ."

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Proposed By : Mr. Neeraj Seth DP ID/Client ID- 1203410000347086

Seconded By : Mr. Hemant Banthia DP ID/ Client ID- 1203410000201660

(vi) RESOLUTION NO 06 ON APPOINTMENT OF MRS. MAMTA BINANI AS DIRECTOR AND ALSO AS INDEPENDENT DIRECTOR- ORDINARY RESOLUTION

**"RESOLVED THAT** Mrs. Mamta Binani (DIN 00462925) , who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26<sup>th</sup> September, 2014 under provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mrs. Mamta Binani (DIN 00462925) for the office of Director, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 149; 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof , Mrs. Mamta Binani (DIN - 00462925) , who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director , be and is hereby be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years up to the fifth consecutive AGM of the of the Company to be held in the year 2020, whose period of office shall not be liable to determination by retirement of directors by rotation."

Proposed By : Mr. Prakash Bhutoria DP ID /Client ID- IN30036021468838

Seconded By :Mr. Neeraj Seth DP ID/Client ID- 1203410000347086

(vii) RESOLUTION NO 07 ON RATIFICATION OF REMUNERATION OF COST AUDITORS – ORDINARY RESOLUTION

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.30000/- plus service tax and out-of-pocket expenses payable to M/s. D.Sabyasachi & Co., who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to plastic compounds and other manufacturing items of the Company for the year ending 31st March, 2016."

Proposed By : Mr. C.B.Rai DP ID / Client ID- 1203410000201001

Seconded By : Mr. Kamlesh Lunia DP ID/Client ID- 1203410000321671

(viii) RESOLUTION NO 08 ON APPOINTMENT OF DR.PRANAB RANJAN MUKHERJEE AS WHOLE TIME DIRECTOR- SPECIAL RESOLUTION

**"RESOLVED THAT** in accordance with the provisions of Section 196,197and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act),read with

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Schedule V to the Act, including any statutory modification(s) or reenactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration issued by the Ministry of Corporate Affairs, from time to time, or any other law and subject to such other approvals, as may be necessary, and as are agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf), and as per the relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Dr. Pranab Ranjan Mukherjee as Whole-Time-Director (Technical) of the Company, for a period of 3 (Three) years with effect from 01<sup>st</sup> October, 2014, 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 appointment 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, provided, however, that the remuneration payable to Dr.P.R.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 be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Proposed By : Mr. Mahesh Kumar Bubna DP ID /Client ID- IN30125028234349

Seconded By : Mr. O.P.Kejriwal DP ID /Client ID- IN30032710521105

(ix) RESOLUTION NO 09 ON AMENDMENT TO THE MEMORANDUM OF ASSOCIATION – SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), and such other rules and regulations, as may be applicable, consent of the members be and is hereby accorded for alterations of Memorandum of Association of the Company by deleting Clause C – OTHER OBJECTS and by substituting "the Companies Act, 2013" in place of "the Companies Act, 1956".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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Proposed By : Mr. Ashish Sen DP ID/ Client ID--IN30249610051659

Seconded By : Mr. Prakash Bhutoria -DP ID /Client ID-IN30036021468838

(x) RESOLUTION NO 10 ON ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION – SPECIAL RESOLUTION

**"RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) , the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution , and to entire exclusion, of the regulations contained in the existing Articles of Association of the Company".

**"RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

Proposed By : Mr. Suman Kumar Poddar Folio No - S100155

Seconded By : Mr. C.B.Rai DP ID /Client ID- 1203410000201001

9. The Chairman thereafter announced the commencement of ballot voting. He requested the Scrutinizer, Mr. Ashok Kumar Daga and also the RTA to assist the concerned shareholders in ballot voting.
10. The Chairman announced that the combined results of remote voting (E-Voting) done previously and the voting by ballot at the AGM, would be available on the Website of the Company, NSDL and BSE, immediately after receipt of Scrutinizer's Report.

Date : 23.10.2015

Place :- Kolkata

  
CHAIRMAN

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