

**MINUTES OF THE THIRTYFIRST ANNUAL GENERAL MEETING OF M/S KKALPANA INDUSTRIES (INDIA) LIMITED HELD ON THURSSDAY, 29<sup>TH</sup> SEPTEMBER, 2016, AT "GYAN MANCH", 11 PRETORIA STREET, KOLKATA – 700 071 FROM 12.15 P.M. TO 02.00 P.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  
 Mrs. Mamta Binani, Independent Director

The Chairman of the Audit Committee and Stake-holders' Relationship Committee was not present at the meeting due to his ill health. However, Mr. Nirmalendu Guha, Independent Director who was also a member of Audit Committee and also Chairman of Nomination & Remuneration Committee was present at the meeting:

**IN ATTENDANCE:**

Mr. J. Tiwari, Senior President  
 Mr. I.C.Dakalia, CFO  
 Mr. A.B.Chakrabarty, Company Secretary

**BY INVITATION:**

Mr. B.Mukherjee of M/s B.Mukherjee & Co., Chartered Accountants, Statutory Auditors.  
 Mrs. Jayshree Daga, Authorized Representative of Mr. Ashok Kumar Daga, Secretarial Auditor

159 Members representing 82785823 Equity Shares and 5 Proxies representing 2512 Equity Shares were present.

1. In accordance with Article 90 of the Articles of Association of the Company, Mr. Narrindra Suranna, Chairman of the Company took the chair and welcomed all those present to the 31<sup>st</sup> Annual General Meeting of the Company.
2. The Chairman thereafter introduced all the Directors, CFO and Company Secretary of the Company sitting on the dais and also acknowledged the presence of the Statutory Auditors and Authorized Representative of the Secretarial Auditors at the Annual General Meeting.
3. The Chairman informed that members more than the requisite quorum of 30 (thirty) members as per Section 103 of the Companies Act, 2013 were present, called the meeting to order and formally commenced the proceedings of the meeting. 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, 2016, 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.

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5. The Chairman delivered his speech highlighting the operational aspects and relevant financial data.
6. The Notice dated 30<sup>th</sup> May, 2016 convening the 31<sup>st</sup> Annual General Meeting was taken as read with consent of the Members present at the Meeting. There were no qualifications or reservations or adverse remarks in the Statutory Auditor's Report and Secretarial Auditor's Report. Therefore, the said reports were not mandatorily required to be read.
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) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, all the members were provided with the facility of remote E-Voting which was available from 26<sup>th</sup> September, 2016 (9.00 a.m) to 28<sup>th</sup> September, 2016 (5.00 P.M).

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, 2016 – ORDINARY RESOLUTION

"RESOLVED THAT the Financial Statements of the Company for the year ended 31<sup>st</sup> March 2016, the Auditors' Report to the members dated 30<sup>th</sup> May, 2016 and the Report of the Board of Directors & Management Discussion and Analysis dated 30<sup>th</sup> May, 2016, the Report of the Secretarial Auditors dated 30<sup>th</sup> May, 2016, be and are hereby approved and adopted."

- (II) RESOLUTION NO 02 ON REAPPOINTMENT OF MR. RAJESH KUMAR KOTHARI (DIN NO 02168932) – ORDINARY RESOLUTION

"RESOLVED THAT Mr. Rajesh Kumar Kothari (DIN – 02168932), 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."

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(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 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.”

SPECIAL BUSINESS

(iv) RESOLUTION NO 04 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.40000/- 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, 2017.”

“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.”

(v) RESOLUTION NO 05 ON DETERMINATION OF FEES TO BE CHARGED FOR SERVICE OF DOCUMENTS TO MEMBERS THROUGH PARTICULAR MODES.

“RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members be and is hereby accorded to charge such fees as are set out in the statement annexed hereto, for service of documents through a particular mode.

“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.”

(vi) RESOLUTION NO 06 ON REAPPOINTMENT OF MR. RAJESH KUMAR KOTHARI AS A WHOLE TIME DIRECTOR – SPECIAL RESOLUTION

“RESOLVED THAT in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196,197and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act),read with 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

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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 reappointment of Mr. Rajesh Kumar Kothari (DIN – 02168932) as Whole-Time Director of the Company, for another period of 5 (Five) years with effect from 12<sup>th</sup> August, 2016, 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 Mr. Rajesh Kumar Kothari subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Kothari 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 resolution."

9. The Chairman thereafter announced the commencement of ballot voting. He requested the Representative of Scrutinizer, Mr. Ashok Kumar Daga and also the RTA to assist the concerned shareholders in ballot voting.
10. The Chairman thanked the members and proxies present and concluded the meeting at 02.00 p.m.

Based on the Scrutinizer's Report (Remote E Voting and Ballot Voting), the Chairman declared the voting results at the registered office of the Company. The voting results were also intimated to the Stock Exchanges in the prescribed format under Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 on 01.10.2016 and it was also put up on the Notice Board of the Company at its Registered Office. Further, the Scrutinizer's Report dated 30.10.2016 was also uploaded on the website of the NSDL, the agency appointed for conducting remote e voting as well as on the website of the Company i.e. [kkakpanagroup.com](http://kkakpanagroup.com). A summary of the results is furnished below:

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**Item No.1:-**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, 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.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN				%AGE		
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE VOTING	E- VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES	
ASSENT	20	40	60	83647850		922554	84570404	100	89.89	
DISSENT	1	0	1	10		0	10	0	0	
INVALID	0	0	0	0		0	0	0	0	
TOTAL	21	40	61	83647860		922554	84570414	100	89.89	

**Item No.2**

To appoint a Director in place of Mr. Rajesh Kumar Kothari (DIN .02168932), who retires by rotation and being eligible, offers himself for reappointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN				%AGE		
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE VOTING	E- VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES	
ASSENT	19	39	58	83635535		922544	84558079	100	89.88	
DISSEN	1	1	2	10		10	20	0	0	
INVALID	0	0	0	0		0	0	0	0	
TOTAL	20	40	60	83635545		922554	84558099	100	89.88	

**Item No.3**

To appoint auditors and fix their remuneration.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN				%AGE		
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE VOTING	E- VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES	
ASSEN	19	40	59	83635535		922554	84558089	100	89.89	
DISSEN	1	0	1	10		0	10	0	0	
INVALID	0	0	0	0		0	0	0	0	
TOTAL	20	40	60	83635545		922554	84558099	100	89.89	

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**Item No.4****Ratification of Remuneration payable to the Cost Auditors**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	20	38	58	83647850	922539	84570389	100	89.89
DISSENT	1	1	2	10	10	20	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	21	39	60	836477860	922549	84570409	100	89.89

**Item No.5****Determining the Fees charged to Members for Service of Documents**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	19	38	57	83635535	922539	84558074	100	89.88
DISSENT	1	1	2	10	10	20	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	39	59	83635545	922549	84558094	100	89.88

**Item No.6****Reappointment of Mr. Rajesh Kumar Kothari as a Whole Time Director**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	20	38	58	83647850	922539	84570389	100	89.89
DISSENT	1	1	2	10	10	20	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	21	39	60	83647860	922549	84570409	100	89.89

It was noted that based on the aforesaid results, the resolution from Item No.1 to 6 as set forth in the Notice of the 31<sup>st</sup> AGM of the Company have been passed with requisite majority and have been deemed to be passed on the date of the 31<sup>st</sup> Annual General Meeting i.e 29<sup>th</sup> September,2016.

Date : 24.12.16

Place :- Kolkata

  
 CHAIRMAN

Date of entry in the minutes Book :

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