



# Kkalpana Industries (India) Limited

(Formerly Kalpena Industries Ltd.)

Date: 23<sup>rd</sup> December, 2015.

To,  
The Manager,  
Listing Department,  
Bombay Stock Exchange Limited (Designated Stock Exchange),  
PJ Towers, Dalal Street,  
Mumbai – 400 001.

Fax: 022 - 2272 3121/2037/39/41/61/1072

Sub: Voting Results of Postal Ballot (including e-voting) of Kkalpana Industries (India) Limited.  
Re: Scrip Code: 526409 & Scrip ID: KKALPANAIND.

Dear Sir,

This is further to our letter dated 20.11.2015 on the captioned subject, we would like to inform you about the voting conducted through postal ballot and e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, if any, of which Postal Ballot Notice dated 17.10.2015 was dispatched on 17.11.2015. The Last date for receipt of Postal Ballot Forms and E-Voting was fixed at Saturday, 19<sup>th</sup> December, 2015 (17:00 hours).

The Scrutinizer Mr. Ashok Kumar Daga, Membership No. FCS 2699 and COP No. 2948, Practicing Company Secretary, Kolkata has submitted his report on Tuesday, 22<sup>nd</sup> December, 2015.

Based on the Report of Mr. Ashok Kumar Daga, Membership No. FCS 2699 and COP No. 2948, Scrutinizer for the Postal Ballot, Mr. Narrindra Suranna (DIN 00060127), Chairman and Managing Director of the Company has declared the results of the postal ballot on Wednesday, 23<sup>rd</sup> December, 2015 at 11:00 A.M. at the Registered Office of the Company. The Special resolutions, as specified in the Notice of Postal Ballot dated 17<sup>th</sup> October, 2015 read with Explanatory Statement has been approved by the requisite majority of shareholders, effective 23<sup>rd</sup> December, 2015.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we reproduce below the voting results (both e-voting and physical postal ballot) of the businesses which were transacted by means of Postal Ballot as set out in the notice dated 17<sup>th</sup> October, 2015. The summary of the result in the format as specified by the said regulations is given below:

Serial No.	Particulars	Details
1	Date of the AGM/EGM/Declaration of Result	23 <sup>rd</sup> December, 2015
2	Total number of shareholders on record date	7616
3	No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not Applicable*
4	No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group Public	Not Applicable*

\*as no Physical General Meeting was held and the company has through postal ballot sought approval of members.

Regd. Office : 2B, Pretoria Street, Kolkata - 700 071

Tel.: +91-33-2282 3744/45/3671/99, Fax : +91-33-2282 3739, E-mail : kolkata@kkalpana.co.in

Mumbai Office : 106, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 055, India

Tel.: +91-22-6702 1470/71/72, Fax : +91-22-6702 1473, E-mail : mumbai@kkalpana.co.in

www.kkalpanagroup.com

CIN : L19202WB1985PLC039431

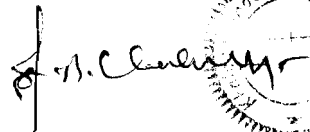
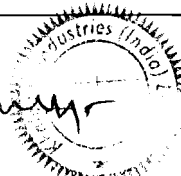
**Details of Agenda:**

**Resolution No. 01: Special Resolution under section 12 & 13(4) of the Companies Act, 2013 authorizing the Board of Directors to Shift the registered office of the company from 2B Pretoria Street, Kolkata-700 071 (West Bengal) to 320/1/1/2/2 Village Surangi, Silvasa-396 240 (Dadra & Nagar Haveli), subject to approval of the Central Government & other regulatory authorities.**

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	69268375	69264870	99.99	69264870	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		69264870	99.99	69264870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	5776810	23.29	5776685	125	99.99	0.0001
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		89592	0.36	85912	3680	95.8924904	4.107509599
	Total		5866402	23.65	5862597	3805	99.9351391	0.06486088
<b>TOTAL</b>		<b>94072930</b>	<b>75131272</b>	<b>79.86</b>	<b>75127467</b>	<b>3805</b>	<b>99.9949355</b>	<b>0.005064469</b>

**Resolution No. 02: Special Resolution under section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors to sell/transfer or otherwise dispose off the company's Falta Unit situated at Falta Special Economic Zone, Plot No. 29, Sector-1, Falta, 24 Parganas (S), in the state of West Bengal.**

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/ Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	69268375	69264870	99.99	69264870	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		69264870	99.99	69264870	0	100.00	0.00
Public Institutions	E-Voting	4000	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	24800555	5776810	23.29	5776420	390	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		89592	0.36	80947	8645	90.35070096	9.649299045
	Total		5866402	23.65	5857367	9035	99.84598737	0.154012629
<b>TOTAL</b>		<b>94072930</b>	<b>75131272</b>	<b>79.86</b>	<b>75122237</b>	<b>9035</b>	<b>99.987974</b>	<b>0.0120256</b>

A Certified copy of the Report of the Scrutinizer is also enclosed herewith for your record and reference.

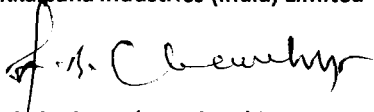
The Postal Ballot results are also hosted in the website of Company and NSDL, and will be published in the newspapers.

You are requested to please take this information on record.

Thanking You,

Yours faithfully,

For Kkalpana Industries (India) Limited



**A.B.Chakrabarty (Membership No. FCS 7184)**  
Company Secretary



CC:

1. The Calcutta Stock Exchange Limited, 7 Lyons Range, Calcutta – 700 001.

*Ashok Kumar Daga*

B. Com., (Hons.), LL.B, FCS  
Practising Company Secretary

56, M. C. Garden Road,  
(Dum Dum)  
Kolkata - 700 030  
Phone : 32916865  
Mobile : 9831036425  
E-mail : daga.ashok@gmail.com

Date.....

**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
KKALPANA INDUSTRIES (INDIA) LIMITED,  
2B Pretoria Street,  
Kolkata – 700 071

**Sub: Passing of Resolution through Postal Ballot (Including E-Voting)**

Dear Sir,

I, Mr. Ashok Kumar Daga, Membership No. FCS 2699 and COP No. 2948, Practising Company Secretary, Kolkata was appointed as the Scrutinizer to receive, process and scrutinize the postal ballot (including e-voting) in respect of the special resolutions as circulated in the Postal Ballot Notice dated 17<sup>th</sup>, October, 2015.

I hereby submit my report as under:

1. The Company has engaged the services of NSDL for providing an electronic voting facility available to its shareholders, as an alternate to its members, instead of dispatching Postal Ballot Forms.
2. The Company has on Tuesday, 17<sup>th</sup> November, 2015, completed dispatch of Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 along with Postal Ballot Form and self-addressed Prepaid Business Reply Envelope to all the shareholders whose names appear in the Register of Members/Records of Depositories as on 06<sup>th</sup> November, 2015.
3. The Postal Ballot Voting (including e-voting) commenced from November 19, 2015 (9:00 hours) and ended on December 19, 2015 (17:00 hours).
4. Particulars of all Postal Ballot Forms received from the shareholders has been entered in a register separately maintained for this purpose.
5. The Postal Ballot Forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.
6. All Postal Ballot Forms together with all votes cast by e-voting through NSDL received upto Saturday, 19<sup>th</sup> December, 2015 (17:00 hours), being the last date fixed by the Company for receipt of the Postal Ballot Forms/E-Voting, were considered for my scrutiny.
7. The Ballot Boxes were opened on 21<sup>st</sup>, December, 2015 at 11 A.M. in the presence of two witnesses, who are not in the employment of the Company and whose signature is attested below:

ASHOK KUMAR DAGA  
Practising Company Secretary  
FCS-2699 & CP-2948

8. The details of e-voting facility provided by NSDL was scrutinized by me for verification of votes cast in favour and against the resolution.
9. On scrutiny, I report that out of 7616 shareholders, 30 shareholders have exercised their vote through e-voting and 90 shareholders have exercised their votes through Postal Ballot Forms, as received. A summary of the result is given below:

**Resolution No. 1: Special Resolution under Section 12 and 13(4) of the Companies Act, 2013, authorizing the Board of Directors to shift the Registered Office of the Company from 2B, Pretoria Street, Kolkata 700 071, West Bengal to 320/1/1/2/2 Village Surangi, Silvasa 396 240 (Dadra & Nagar Haveli), subject to approval of the Central Government and other Regulatory Authorities.**

**"RESOLVED THAT** pursuant to provisions of section 12 and 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with rule 30 of the Companies (Incorporation) Rules, 2014, Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to the confirmation of the Central Government and subject to such other consents, permissions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the state of West Bengal to Union Territory of Dadra & Nagar Haveli."

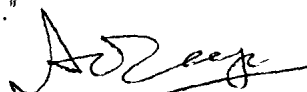
**"FURTHER RESOLVED THAT** the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:"

'II. The Registered Office of the Company shall be situated in Union Territory of Dadra & Nagar Haveli.'

**"FURTHER RESOLVED THAT** Shri Ashok Kumar Daga, Practising Company Secretaries be and is hereby authorized to submit Memorandum of Appearance and to appear and represent the Company before the Central Government, in the matter of the petition u/s 13(4) of the Companies Act, 2013 to be filed with the Central Government for their confirmation to the proposed alteration of the situation Clause of the Memorandum of Association and be and is hereby authorized to make such statements, furnish such information and do such things as may be necessary in relation to the said petition."

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

  
**ASHOK KUMAR DAGA**  
Practising Company Secretary  
FCS-2699 & CP-2948

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of shares of which votes cast	% of total number of voters cast	% of total number of shares for which vote cast
E-Voting	29	75041555	96.66	99.99
Physical Postal Ballot Form	59	85912	65.555556	95.8924904
Total Voting	88	75127467		

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of voters cast	% of total number of shares for which votes cast
E-Voting	1	125	3.34	0.0001
Physical Postal Ballot Form	31	3680	34.444444	4.107509599
Total Voting	32	3805		

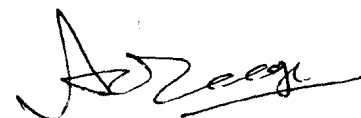
**INVALID VOTES**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of votes cast
E-Voting	0	0	0
Physical Postal Ballot Form	0	0	0
Total Voting	0	0	0

**Resolution No2:**

**Special Resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors to sell and transfer or otherwise dispose off the Company's Falta Unit situated at Falta Special Economic Zone, Plot No.29, Sector-1,Falta, 24 Parganas (S), in the state of West Bengal.**

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other consents, permissions and sanctions, as may be necessary, consent of the Members of the Company be and is hereby accorded, to sell, transfer, assign, convey, lease Falta Unit of the Company lying and situated at Falta Special Economic Zone, Plot No.29, Sector-1,Falta, 24 Parganas (S), in the state of West Bengal (hereinafter referred to "the Undertaking") at a



ASHOK KUMAR DAGA  
Practising Company Secretary

consideration not below Rs. 7 crores and on such other terms and conditions as the Board of Directors of the Company may deem fit and proper in the best interest of the company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell/ transfer the Undertaking and to finalize and execute, deliver and perform Memorandum of Understanding and such agreements (including but not limited to business transfer agreement), contracts, deeds, undertakings, and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, including Governmental authorities, and take all necessary steps in the matter as it may in its absolute discretion deem necessary desirable or expedient to give effect the above resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

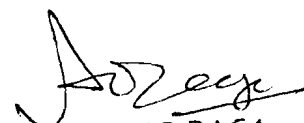
Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of shares of which votes cast	% of total number of voters cast	% of total number of shares for which vote cast
E-Voting	27	75041290	90	99.99
Physical Postal Ballot Form	61	80947	67.777778	90.35070096
Total Voting	88	75122237		

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of voters cast	% of total number of votes cast
E-Voting	3	390	10	0.01
Physical Postal Ballot Form	29	8645	32.222222	9.649299045
Total Voting	32	9035		

**INVALID VOTES**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of votes cast
E-Voting	0	0	0
Physical Postal Ballot Form	0	0	0
Total Voting	0	0	0

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & CP-2948

10. The Special Resolutions as contained in the said notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

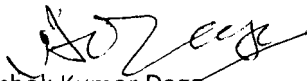
11. The Register, all other papers and relevant record relating to electronic voting shall remain in safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot and thereafter the same will be handed over to the Company.

You may accordingly declare the result of the voting of Postal Ballot.

Place: Kolkata.

Date: 22.12.2015

Thanking You,  
Yours faithfully,

  
Ashok Kumar Daga

ASHOK KUMAR DAGA  
Practicing Company Secretary  
FCS-2699 & CP-2948