

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 39<sup>th</sup> (Thirty-ninth) Annual General Meeting of the Members of KKALPANA INDUSTRIES (INDIA) LIMITED will be held on Friday, the 27<sup>th</sup> day of September 2024, at 4:00 P.M. (I.S.T.) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheets as at 31<sup>st</sup> March, 2024 and the Statement of Profit & Loss Accounts and Cash Flow Statements for the year ended as on that date and the Board's Report and Report of the Statutory Auditors thereon.
2. To appoint a director in place of Mr. Ddev Surana (DIN: 08357094), who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS :**

3. **Ratification of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31<sup>st</sup> March 2025**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :**

**"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), 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. 20000/- 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 31<sup>st</sup> March, 2025.

**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."

**Registered Office**

BK Market,  
16A, Shakespeare Sarani,  
4<sup>th</sup> Floor, Room No.3,  
Kolkata – 700 071

Date : 23<sup>rd</sup> Day of May, 2024  
Place: Kolkata

By Order of the Board of Directors

For **Kkalpana Industries (India) Limited**

**Swati Bhansali** (ACS- 52755)  
Company Secretary

Notes :

1. **The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”), and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue till 30<sup>th</sup> September, 2024. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), SEBI Circulars and MCA Circulars, the 39<sup>th</sup> AGM of the Company will be conducted through VC / OAVM on Friday, the 27<sup>th</sup> day of September 2024, at 4:00 p.m. (IST). The deemed venue for the 39<sup>th</sup> AGM will be the registered office of the Company at BK Market, 16A, Shakespeare Sarani, 4<sup>th</sup> Floor, Room No. 3, Kolkata - 700071.**

2. **Pursuant to the provisions of Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not to be a member of the Company.**

**However, since the AGM is being held through VC/ OAVM, pursuant to the MCA circulars and SEBI circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy/(ies) by the members to attend and cast vote for the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this notice.**

3. Institutional/ Corporate Members (i.e. other than Individuals/ HUF/ NRI etc.) intending to authorize its representatives to attend the meeting through VC/ OAVM and/ or to vote thereat through E-Voting/ Remote E-Voting, on its behalf, are required to send a certified copy of the Board/ its Governing Body’s Resolution/ Authorization (scanned copy in .pdf/ .jpg format only), pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal. The said Resolution/ Authorisation may be sent by E-mail through the registered email address to the Scrutinizer, Mr. Ashok Kumar Daga at daga.ashok@gmail.com or to the Company’s email ids [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in) and [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in).
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has availed the services of National Securities Depository Limited’s (“NSDL”) for providing facilities to enable conducting the AGM through VC/OAVM. Members may note that NSDL may use third party service provider for providing participation of the members through VC/OAVM facility.
6. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notes of the Notice of 39<sup>th</sup> AGM.
7. The facility of participation at the AGM through VC/ OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The members will be able to view the proceedings on the NSDL E-voting Website at [www.evoting.nsd.com](http://www.evoting.nsd.com). The link for viewing one-way live webcast of the AGM will be made available on the company’s website at [www.kkalpanagroup.com](http://www.kkalpanagroup.com).
8. The Statement, pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item Numbers 3 of the Notice of 39<sup>th</sup> AGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations for each item of special business, which are considered unavoidable by the Board, is also provided in the said statement.

The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, in respect of Director seeking

re-appointment at this AGM, is also annexed. Requisite declarations have been received from the Director seeking appointment/re-appointment.

9. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection, in electronic mode, by the members at the AGM.
10. All documents referred to in the Notice convening the 39<sup>th</sup> AGM and related Statement pursuant to Section 102 of the Act and annexures thereto (Collectively referred to as Notice) will also be available for inspection, only in electronic mode, by the members from the date of circulation of the Notice upto the date of AGM i.e. 27.09.2024. Members seeking to inspect such documents can send an e-mail to the Company Secretary, at [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in).
11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, MCA Circulars, SEBI Circular and SS-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on all resolutions set forth in the Notice convening the 39<sup>th</sup> AGM, electronically, through electronic voting (e-voting) services (both Remote E-Voting and E-Voting at AGM) facilitated by the NSDL and all items of the business may be transacted through remote e- voting (facility to cast vote from a place other than the venue of the AGM)/ E- Voting ( facility to cast vote electronically at AGM) services provided by NSDL. s and other information relating to remote e-voting/ e-voting are given in the notice under note no. 29. It may be noted that facility for E-voting at AGM shall be available for members who do not cast their vote through Remote E-Voting. Members who have cast their vote through Remote E-Voting may attend the AGM through VC/ OAVM but shall not be entitled to cast their votes at the Meeting once again.  
  
Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s) ("DPs") for communication purposes unless any member has requested for a physical copy of the same, in writing, in advance. For the members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.  
  
The Company has not arranged for physical voting through ballot papers, pursuant to MCA Circulars and SEBI Circulars, since the meeting is being held through VC/ OAVM.
12. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 20<sup>th</sup> September 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting/ e-voting during the AGM.
13. In case of joint holders, only such joint holder who is higher in order of names, will be entitled to vote at the meeting.
14. In accordance with the provisions of section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 21<sup>st</sup> September 2024 to Friday, 27<sup>th</sup> September 2024 (both days inclusive).
15. Pursuant to Section 101 and Section 136 of the Act read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014 and other applicable provisions of the Act with relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023, companies can serve Notice and Annual Report and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with DPs. Members who have not registered their e-mail addresses may now register the same. Members holding shares in de-mat form are requested to register their e-mail address with their DPs only. Physical copy of the Annual Report shall be sent to those Members who request for the same.
16. In compliance with Section 101 and Section 136 of the Act read with Rule 18 of Companies (Management and

Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014 and other applicable provisions of the Act with relevant rules made thereunder, MCA Circulars and SEBI Circulars, Notice of AGM including details and instructions for remote e-voting/ e-voting and the Annual Report for the FY 2023-24 of the Company consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith (Collectively referred to as "Annual Report 2023-24" or "Annual Report") are being sent only through Electronic mode to those members whose e-mail addresses are registered with the Registrar and Share Transfer Agents ("RTA")/ Company/ DPs and no physical copy of said documents are being sent to any member. Members may note that Notice of the 39<sup>th</sup> AGM, details and instructions for remote e-voting/ e-voting and the Annual Report of the Company for the FY 2023-24 consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith are also uploaded on the Company's website [www.kkalpanagroup.com](http://www.kkalpanagroup.com) and may be accessed by the members. The said documents will also be available on the website of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and also on the website of NSDL at [www.evoting/nsdl.com](http://www.evoting/nsdl.com).

Members, holding shares in physical mode are requested to notify the change in their name/ address/ mandate/ bank account/ nominations/ e-mail address/ contact/ Power of Attorney etc. to the RTA, CB Management Services (P) Limited, \*[Rasoi Court, 5th Floor, 20, Sir R N Mukherjee Road, Kolkata – 700 001]. Members holding shares in de-mat form, are requested to intimate any change in their address and/ or bank mandate to their DPs. The Company cannot act on any request received directly from members holding shares in de-mat form, for any change in their particulars. \*Updated on 13.08.2024.

17. Members are requested to address all correspondences, to the RTA, as mentioned above.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. SEBI has mandated furnishing of Permanent Account Number (PAN), KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and choice of nomination details by holders of securities in prescribed forms. Members holding shares in physical form can submit their PAN details to the Company's RTA, CB Management Services (P) Limited.
19. Members may note that as per SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated December 27, 2023 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/23 dated February 24, 2022 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021 extended timeline for demat account holders for providing choice of nomination details upto 30<sup>th</sup> June, 2024. On or after 1<sup>st</sup> July, 2024, in case any of the above cited documents/details are not available in the Demat account(s), in terms of SEBI circulars, the trading account(s) shall be frozen for trading and demat account shall be frozen for debits. Members holding shares in electronic form, may obtain Nomination forms from their respective DP.

Members may also note that all holders of physical securities in listed entities are required to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of shareholders, who have not updated the same, with RTA. Henceforth, RTA i.e. CB Management Services (P) Limited will attend to all service requests of the shareholders with respect to transmission, dividend, etc. The payment of dividends of such folios, only through electronic mode with effect from 1<sup>st</sup> April, 2024 upon completion/submission of the requisite documents/ details in entirety.

20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, effective from 1<sup>st</sup> April, 2023, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. Accordingly, members are required to make service requests by submitting duly filled and signed forms as specified in captioned circulars. It is requested that the members furnish their respective PAN, KYC details and Nomination with the RTA/Company in accordance with said Circulars for updating their related records maintained in the Company. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.kkalpanagroup.com](http://www.kkalpanagroup.com) and members are requested to make service requests by submitting duly filled and signed forms.
21. Members, who are yet to encash their dividend warrants for any financial year(s), are requested to correspond/ lodge

their claims with the Company's RTA without delay. The details of dividend unclaimed by the members for the past years which have not yet been transferred to the Central Government are readily available for view by the members on the website of the Company ([www.kkalpanagroup.com](http://www.kkalpanagroup.com)), as also on the website of the Ministry of Corporate Affairs through <http://iepf.gov.in/IEPFWebProject/SearchInvestorAction.do>? Method go to Search Investor. Further, the members are advised to glance through the database and lodge their claim for dividend, which has remained unclaimed, with the Company's RTA.

22. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Act and Investor Education and Protection Fund ("IEPF") (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") (including amendments from time to time). As per these, members are requested to note that dividends that are not encashed/claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Act, be transferred to IEPF. Shares on which dividend remains unpaid/unclaimed for seven consecutive years will be transferred to demat account of IEPF Authority as per section 124 of the Act, and applicable rules, notifications, if any (as amended from time to time). Hence the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The shareholders whose dividend/ shares are transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html> and by following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended from time to time.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed requisite relevant forms, the format of which is available on the Company's website at <https://www.kkalpanagroup.com/investor-relations/> and also on the website of the CB Management Services (P) Limited. It may be noted that any service request can be processed only if the folio is KYC Compliant.  
Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities and its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated May 25, 2022 has simplified the procedure and standardized the format of documents for issuance of duplicate share certificates.
24. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA/ Company, the details of such folios together with the share certificates for consolidating their holding in one folio. Consolidated shares will be issued to such member after making requisite changes.
25. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its RTA are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated May 5, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the RTA in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member vide dispatch of dividend warrant/ cheque, as the case may be.
26. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

**27. Instruction for E-Voting and Joining the AGM are as follows :**

- I. The remote e-voting period commences on 24<sup>th</sup> September 2024 (9:00 a.m.) (IST) and ends on 26<sup>th</sup> September 2024 (5:00 p.m.) (IST). During this period only the members of the Company, holding shares either in physical form or in dematerialized form, whose names appear in the Register of Members or Register of Beneficial Owners, as on the cut-off date of 20<sup>th</sup> September 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The rights of members shall be proportionate to their share of the paid-up equity share capital of the company as on the cut-off date. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
- II. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No. 2948) has been appointed as the Scrutinizer to scrutinize the E-voting during the AGM and remote e-voting process in a fair and transparent manner.
- III. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below :

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**


**Step 1 : Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below :

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> </ol>

Type of Shareholders	Login Method
	<p>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note :** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method for e-Voting and joining meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is :</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below :
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. if you are unable to retrieve or have not received the “Initial password” or have forgotten your password :
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) or to the Company at [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

- IV. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in).
  2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
  3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- V. **The instructions for members for e-voting on the day of the AGM are as under :**
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- VI. **Instructions for members for attending the AGM through VC/ OAVM are as under :**
1. Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/ OAVM link placed under **Join General Meeting menu**. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Facility of joining the AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Members who need assistance before or during the AGM, can contact NSDL or contact Ms. Pallavi Mhatre, Senior Manager, at telephone no. 022 - 4886 7000 or at E-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  3. Members are encouraged to join the Meeting through Laptops for better experience.
  4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in) / [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in) between Saturday, 14.09.2024 (9:00 AM IST) to Thursday, 19.09.2024 (5:00 PM IST), and as such send their request from their registered e-mail id, mentioning their name, de-mat account number/ folio number, email id, mobile number at [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in) / [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in).
7. Shareholders (including those shareholders who would like to register themselves as speakers at AGM) who would like to seek some clarification on the accounts or other reports may send their questions from Saturday, 14.09.2024 (9:00 AM IST) to Thursday, 19.09.2024 (5:00 PM IST), mentioning their name de-mat account number/folio number, email id, mobile number at [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in) / [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in), so that the same will be replied by the company suitably.
8. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in) / [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in). The same will be replied by the company suitably.
9. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
11. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 022-4886 7000.

**Other Instructions :**

- 1 The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall not later than 2 working days of conclusion of AGM, submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - 2 The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.kkalpanagroup.com](http://www.kkalpanagroup.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to concerned stock exchanges where the company's shares are listed.
28. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
  29. Since the AGM will be held through VC/ OAVM, the route map is not annexed to this Notice.
  30. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your DPs (in case of demat holdings) or with the RTA (in case of physical holdings).

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 39<sup>TH</sup> ANNUAL GENERAL MEETING**

(In Pursuance of Regulation 36(3) of SEBI Listing Regulations)

<b>Name of Director</b>	<b>Mr. Ddev Surana</b>
<b>Director Identification Number (DIN)</b>	<b>08357094</b>
<b>Current Designation in the Company</b>	Non-Executive Director
<b>Date of Birth</b>	31.12.1992
<b>Date of Appointment on the Board</b>	11.02.2019 (Original date of appointment) (In current designation from 27.03.2022)
<b>Qualification</b>	Graduate (B.Com), MSC-Management for Business Excellence – from UK, and MBA (CAM) from USA
<b>Expertise</b>	His key skills are project management, Human Resource, Administration and Information Technology. He has been associated with KKalpana in various projects.
<b>Directorships held in other public companies including private companies which are subsidiaries of public companies #</b>	Ddev Plastiks Industries Limited Ddev Plastic Limited
<b>Memberships / Chairmanships of Committees across other companies in which he/she is a director</b>	Member of CSR Committee and Stakeholder Relationship Committee of Ddev Plastiks Industries Limited
<b>Memberships / Chairmanships of Committees in the company</b>	Member of CSR Committee and Stakeholder Relationship Committee
<b>Shareholding in the Company</b>	683850 shares (0.73%)
<b>Relationship with other Directors</b>	Son of Chairman and Managing Director, Mr. Narrindra Suranna. Mr. Ddev Surana is also a Promoter of the Company.

**# Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies**
**Registered Office**

BK Market,  
16A, Shakespeare Sarani,  
4th Floor, Room No.3,  
Kolkata – 700 071

Date : 23<sup>rd</sup> Day of May, 2024

Place: Kolkata

By Order of the Board of Directors

For **Kkalpana Industries (India) Limited**
**Swati Bhansali** (ACS- 52755)

Company Secretary

**STATEMENT TO THE NOTICE (REFER NOTE NO. 3)****Item No.3**

The company is required, under provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, to have the audit of its Cost Records conducted by a Practicing Cost Accountant or a firm of Cost Accountants. Further, in accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their respective meeting held on 23<sup>rd</sup> May 2024, has approved the appointment of M/s D. Sabyasachi & Co (Firm Registration No. 000369), Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2023-24, at a remuneration of Rs. 20,000/- plus taxes, as applicable, and out of pocket expenses incurred in connection with the Cost Audit.

Accordingly, the consent of the members is sought by way of an Ordinary Resolution as set out at Special Business under Item No. 3 of the accompanying Notice convening the Annual General Meeting, for ratification of remuneration amounting to Rs. 20,000/- plus taxes, as applicable, and out of pocket expenses, incurred in connection with the Cost Audit, payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March 2025.

In view of complying with the requirements of Section 148 of the Act and the Rules, thereunder, the appointment of Cost Auditor for the Financial Year 2024-25, being a special business is unavoidable in nature. The Board of Directors, accordingly, commends the ordinary resolution set out at Item No. 3 of the accompanying Notice convening the Annual General Meeting for ratification by the members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

***Registered Office***

BK Market,  
16A, Shakespeare Sarani,  
4th Floor, Room No.3,  
Kolkata – 700 071

Date : 23<sup>rd</sup> Day of May, 2024  
Place: Kolkata

By Order of the Board of Directors  
For **Kkalpana Industries (India) Limited**

**Swati Bhansali** (ACS- 52755)  
Company Secretary

**ADDENDUM TO THE NOTICE OF 39<sup>TH</sup> ANNUAL GENERAL MEETING OF  
MEMBERS OF KKALPANA INDUSTRIES (INDIA) LIMITED****SPECIAL BUSINESS:****4. Appointment of Mr. Dhari Lal Goenka (DIN 10717410) as Independent Director of the Company**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Mr. Dhari Lal Goenka (DIN 10717410), who was appointed by the Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee, at their respective meetings held on 13<sup>th</sup> August, 2024, as an Additional Director of the Company under the category of Independent Director, with effect from 15<sup>th</sup> August, 2024, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Article 122 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act and Article 142(1) of the Articles of Association of the Company, signifying his intention to propose the candidature of Mr. Dhari Lal Goenka (DIN 10717410) for the office of Director, be and is hereby appointed as a Director of the Company.

**FURTHER RESOLVED THAT** to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of SEBI Listing Regulations 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, Mr. Dhari Lal Goenka (DIN 10717410), who has submitted a declaration pursuant to Section 149 (7) of the Act and Regulation 25(8) of SEBI Listing Regulations that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, 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 w.e.f 15<sup>th</sup> August, 2024, whose period of office shall not be liable to determination by retirement of directors by rotation.”

**Registered Office**

BK Market,  
16A, Shakespeare Sarani,  
4<sup>th</sup> Floor, Room No.3,  
Kolkata – 700 071

Date : 13<sup>th</sup> Day of August, 2024  
Place: Kolkata

By Order of the Board of Directors

For **Kkalpana Industries (India) Limited**

**Swati Bhansali** (ACS- 52755)  
Company Secretary

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Name of Director</b>	<b>Mr. Dhari Lal Goenka</b>
<b>Director Identification Number (DIN)</b>	<b>10717410</b>
<b>Date of Birth</b>	22.11.1960
<b>Date of Appointment on the Board</b>	15.08.2024
<b>Qualification</b>	Graduate (B.Com)
<b>Expertise</b>	Mr. Dhari Lal Goenka (DIN: 10717410) is a commerce graduate from the Calcutta University. He has supervised administrative, taxation and accounting, work capacities during his service tenure of more than 4 decades in various industries.
<b>Directorships held in other public companies including private companies which are subsidiaries of public companies #</b>	None
<b>Memberships / Chairmanships of Committees across other companies in which he/she is a director</b>	None
<b>Memberships / Chairmanships of Committees in the company</b>	Member of Nomination and Remuneration Committee.
<b>Shareholding in the Company</b>	NiL
<b>Relationship with other Directors</b>	None.

# Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies

**Registered Office**

BK Market,  
16A, Shakespeare Sarani,  
4<sup>th</sup> Floor, Room No.3,  
Kolkata – 700 071

Date : 13<sup>th</sup> Day of August, 2024  
Place: Kolkata

By Order of the Board of Directors  
For **Kkalpana Industries (India) Limited**

**Swati Bhansali** (ACS- 52755)  
Company Secretary



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

The Board of Directors had, pursuant to recommendation by the Nomination and Remuneration Committee, at its meeting held on 13th August, 2024, appointed Mr. Dhari Lal Goenka (DIN 10717410), aged 63 years, as an Additional Director of the Company, in the recommended category "Independent Director", with effect from 15<sup>th</sup> August, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Article 122 of the Articles of Association of the Company in the category "Independent Director".

As an additional director Mr. Dhari Lal Goenka, will hold office only upto the date of this Annual General Meeting. Mr. Goenka, being eligible and offering himself for appointment, is proposed to be appointed as a director of the Company. A notice under Section 160 of the Act has been received from a member proposing Mr. Dhari Lal Goenka (DIN 10717410) as a candidate for the office of Director of the Company.

Mr. Dhari Lal Goenka (DIN 10717410) has given a declaration to the Board, pursuant to Section 149(7) of the Act, that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations, and has also given his consent to act as Director.

Mr. Dhari Lal Goenka (DIN 10717410) is a commerce graduate from the Calcutta University. He has supervised administrative, taxation and accounting, work capacities during his service tenure of more than 4 decades in various industries. The Board is of the opinion that he is a person of integrity, possesses the relevant expertise/ experience and also fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management and that his induction into the Board will be of benefit to the Company and that it will lend an independent and fair view to the decision making process.

Mr. Dhari Lal Goenka (DIN 10717410) is not related to any other Director of the Company. A brief profile of Mr. Dhari Lal Goenka (DIN 10717410), including nature of expertise, is provided in the annexure to the Notice, pursuant to Regulation 36 of SEBI Listing Regulations.

Given his experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have Mr. Dhari Lal Goenka (DIN 10717410) on the Board of Directors of the Company and accordingly recommends the appointment of Mr. Dhari Lal Goenka (DIN 10717410) as Independent Director of the Company for a period of five (5) consecutive years, w.e.f 15<sup>th</sup> August 2024, whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no. 4 of the Addendum to the Notice convening the Annual General Meeting, for approval by members.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members, at the Registered Office of the Company, between 10:00am (IST) to 1:00pm (IST) on any working day except Saturday upto the date of meeting and also at the venue during the meeting.

Save and except Mr. Dhari Lal Goenka, none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

***Registered Office***

BK Market,  
16A, Shakespeare Sarani,  
4<sup>th</sup> Floor, Room No.3,  
Kolkata – 700 071

Date : 13<sup>th</sup> Day of August, 2024  
Place: Kolkata

By Order of the Board of Directors  
For **Kkalpana Industries (India) Limited**

**Swati Bhansali** (ACS- 52755)  
Company Secretary