



**Ashok Kumar Daga**

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

AVANI OXFORD, PHASE II  
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## SCRUTINIZER'S REPORT

To,  
**The Chairman,**  
**Kkalpana Industries (India)Limited**  
**BK Market, 16A Shakespeare Sarani**  
**4th Floor, Room No.3**  
**Kolkata-700071**

### Sub: Passing of Resolutions through Postal Ballot through E-Voting

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **9<sup>th</sup> February, 2024** had appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of National Securities Depository Limited (NSDL) for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms, as allowed by MCA.
2. Based on the Register for Voting (E-Voting) on **11<sup>th</sup> April, 2024** which was provided by National Securities Depository Limited (NSDL), I hereby submit my report as under:
  - 2.1 The Shareholders holding shares as on the cut-off date i.e. 23<sup>rd</sup> February, 2024 were entitled to vote on the proposed resolutions (Item No. 1 & 2 as set out in the Notice of Postal Ballot of the Company.)
  - 2.2 The Voting through Postal Ballot via Remote electronic voting (e-voting) commenced from **12<sup>th</sup> March, 2024** (9:00 A.M. IST) and ended on **10<sup>th</sup> April, 2024** (5:00 P.M. IST).
  - 2.3 The details of Remote e-voting facility provided by National Securities Depository Limited (NSDL) has been scrutinized by me for verification of votes cast in favour and against the resolution.



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- 2.4 After the time fixed for remote e-voting facility provided to the shareholders during the period as stated above, E-voting system for voting was disabled.
- 2.5 The votes were unblocked at Kolkata on 10<sup>th</sup> April, 2024 at 5.16 p.m.
- 2.6 Since the members have voted electronically through remote e-voting. There is no instance of duplication of voting.
- 2.7 My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favour or against the resolutions contained in the Notice of Postal Ballot. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the Postal Ballot dated 9<sup>th</sup> February, 2024.
- 2.8 The results of the scrutiny of voting by through e-voting facility provided during the period in respect of resolutions contained in Notice dated 9<sup>th</sup> February, 2024 are as under :

**RESOLUTION NO. 1: (Ordinary Resolution)**

**Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited:**

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 ('Act'), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act read with related rules thereunder, each as amended from time to time and Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as



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mentioned in the explanatory statement annexed hereto, with Ddev Plastiks Industries Limited ('DPIL'), a fellow Subsidiary of the Company's Holding Company, viz. Bbigplas Poly Private Limited and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and DPIL, for:

- a. an aggregate value up to Rs. 300 crores to be entered during FY 2024-25 for sale, purchase or supply of any goods or material, directly or through an agent, subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.
- b. an aggregate value up to Rs. 20 crores to be entered during FY 2024-25 for payment with respect to brand usage or royalty in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, including to sign, finalise, settle and execute necessary document(s), paper(s), contract(s), agreement(s), etc. on an ongoing basis, as may be necessary that it may, in its absolute discretion deem desirable or expedient, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, 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, be and is hereby authorised to delegate all or any of the powers herein conferred on it by or under the resolution, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company or to any Committee as it may deem fit, to do all such acts, deeds and things and take such steps, as may be considered necessary, expedient or incidental thereto, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified, and confirmed in all respects."



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	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	91	91	9859389	9859389	12.78	10.48
DISSENT	8	8	1996	1996	0	0
INVALID*	2	2	67314440	67314440	87.22	71.56
<b>TOTAL</b>	<b>101</b>	<b>101</b>	<b>77175825</b>	<b>77175825</b>	<b>100</b>	<b>82.04</b>

*\*The vote casted in the aforesaid resolution in respect of 67314440 shares by the Promoters is treated as Invalid for the purpose of passing of the Ordinary Resolution.*

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated 9<sup>th</sup> February, 2024 has been approved and passed with requisite majority.

#### **RESOLUTION NO. 2: (Ordinary Resolution)**

#### **Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastic Limited:**

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (‘Act’), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act read with related rules thereunder, each as amended from time to time and Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is with hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by



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this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement annexed hereto, with Ddev Plastic Limited ('DPL'), a fellow Subsidiary of the Company's Holding Company, viz. Bbigplas Poly Private Limited and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and DPL, for:

an aggregate value up to Rs. 150 crores to be entered during FY 2024-25 for sale, purchase or supply of any goods or material, directly or through an agent, subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, including to sign, finalise, settle and execute necessary document(s), paper(s), contract(s), agreement(s), etc. on an ongoing basis, as may be necessary that it may, in its absolute discretion deem desirable or expedient, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, 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, be and is hereby authorised to delegate all or any of the powers herein conferred on it by or under the resolution, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company or to any Committee as it may deem fit, to do all such acts, deeds and things and take such steps, as may be considered necessary, expedient or incidental thereto, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified, and confirmed in all respects."



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*\*The vote casted in the aforesaid resolution in respect of 67314440 shares by the Promoters is treated as Invalid for the purpose of passing of the Ordinary Resolution.*

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated **9<sup>th</sup> February, 2024** has been approved and passed with requisite majority.

Thanking you.

**ASHOK KUMAR DAGA**  
Company Secretary in practice  
Scrutinizer  
Membership No. 2699  
CP No. 2948

**UDIN: F002699F000091623**  
**Place: Kolkata**  
**Date: 11.04.2024**