



Ashok Kumar Daga

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

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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 **Thursday, 23rd May, 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 **27th June, 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. 17th May, 2024 were entitled to vote on the proposed resolutions (Item No. 1, 2 & 3 as set out in the Notice of Postal Ballot of the Company.)



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- 2.2 The Voting through Postal Ballot via Remote electronic voting (e-voting) commenced from 29th May, 2024 (9:00 A.M. IST) and ended on 27th June, 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.
- 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 **27th June, 2024** at 5:20 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 **23rd May, 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 **23rd May, 2024** are as under:



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RESOLUTION NO. 1:(Ordinary Resolution)

Ratification of Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for the Financial Year 2023-24:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), as amended from time to time, and other applicable provisions of the Act read with the relevant rules framed thereunder,(including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the consent of members of the Company be and is hereby accorded to the ratify the related party transaction relating to receipt of Royalty/ Branding fee by the Company from Ddev Plastiks Industries Limited (‘DPIL’), being related party, during the financial year 2023-24, amounting to Rs. 16.65 Crores, being 1.65 Crores in excess of the amount earlier approved by members, for use of the intellectual property rights (being brand / trademarks, patents, technical know-how, strategic management support, centralised procurement, etc.) belonging to the Company by DPIL.

FURTHER RESOLVED 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 respect.”



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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	90	90	9346592	9346592	99.96	9.94
DISSENT	8	8	3305	3305	0.04	0
INVALID	0	0	0	0	0	0
TOTAL	98	98	9349897	9349897	100	9.94

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated **23rd May, 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 Plastiks Industries Limited for Financial Year 2024-25:

“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 (‘Rules’) as amended from time to time, and other applicable provisions of the Act read with relevant rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) 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), as amended from time to time, 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



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powers conferred by this resolution) to further 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), in addition to the related party transactions approved to be entered into by the members vide postal ballot, result whereof declared on 11.04.2024, as mentioned in the explanatory statement annexed hereto, with Ddev Plastiks Industries Limited ('DPIL'), a 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, for providing on lease the land situated at Dankuni for a lease term of 10 years provided the same may be extended from time to time as thought fit, at a lease rent not exceeding in aggregate Rs. 3.60 Crores for the financial year (FY)2024-25 provided the same shall be increased by 10% every two years from the effective date and on such other terms and conditions as may be agreed between the Company and DPIL, subject to necessary approval, as may be required from time to time.

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).



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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.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		PERCENTAGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	90	90	9346592	9346592	99.96	9.94
DISSENT	8	8	3305	3305	0.04	0
INVALID	0	0	0	0	0	0
TOTAL	98	98	9349897	9349897	100	9.94

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated **23rd May, 2024** has been approved and passed with requisite majority.

RESOLUTION NO. 3: (Special Resolution)

Re-appointment of Mrs. Ramya Hariharan (DIN 06928511) as Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 149 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and other applicable provisions of 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 (“the Rules”) as amended from time to time and Regulation 17 read with Regulation 16(1)(b) and other applicable



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regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, 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, and in accordance with there commendation of Nomination and Remuneration Committee and Board of Directors of the company, there-appointment of Mrs. Ramya Hariharan (DIN: 06928511), who holds office as an Independent Director upto 26.09.2024 and has submitted a declaration, pursuant to Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, that she meets the criteria of independence, as provided in Section 149(6) of the Act and the Rules framed thereunder and also Regulation 16(1)(b) of the SEBI Listing Regulations, as amended from time to time and who is eligible and not disqualified for appointment as Independent Director of the Company for a second term and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing her candidature to the office of Director of the company, be and is hereby approved for a term of five (5) consecutive years with effect from 27.09.2024 to 26.09.2029 (both days inclusive) such that her office shall not liable to retire by rotation.

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) 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, including to make, sign, file and submit such forms, applications, letters, documents etc, as may be necessary, proper or expedient, to give effect to this resolution.



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	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		PERCENTAGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	96	96	77361085	77361085	99.99	82.24
DISSENT	8	8	2022	2022	0.01	0
INVALID	0	0	0	0	0	0
TOTAL	104	104	77363107	77363107	100	82.24

In view of the above scrutiny, I hereby certify that resolution no. 3 as set out in notice dated **23rd May, 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: F002699F000632273
Place: Kolkata
Date: 28.06.2024