



# Kkalpana Industries (India) Limited

Date: 28<sup>th</sup> February 2025

To,  
The Manager,  
Listing Department,  
**BSE Limited**  
PJ Towers, Dalal Street,  
Mumbai - 400 001

Scrip Code: 526409

**Subject: Postal Ballot Notice**

**Reference: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") -**

**Dear Sir/ Madam**

Pursuant to Regulation 30 of the Listing Regulations, we hereby enclose the copy of Postal Ballot Notice dated February 11, 2025 ("Notice"), seeking approval of the members of the Company in respect to the following matters, vide Ordinary Resolution, only by way of remote electronic voting ("e-voting").

- a. Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited
- b. Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastic Limited

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/ List of Beneficial Owners as on Friday, February 21, 2025. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on February 21, 2024 ("Cut-off date"). The remote e-voting period commences from 09.00 a.m. (IST) on Sunday, March 2, 2025, and ends at 05.00 p.m. (IST) on Monday, March 31, 2025.

You are requested to kindly take the same on record.

Thanking you,

Yours Faithfully,

For **Kkalpana Industries (India) Limited**



**Swati Bhansali (Membership No. ACS 52755)**  
**(Company Secretary)**

**CC:-**

1. The Secretary, The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata – 700 001.
2. National Securities Depository Ltd., 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.
3. Central Depository Services (India) Ltd., PJ Towers, 17<sup>th</sup> Floor, Dalal Street, Fort, Mumbai – 400 001.
4. The Registrar of Companies, Nizam Palace, 2<sup>nd</sup> MSO Building, 234/4, A.J.C. Bose Road, Kolkata – 700 020.
5. CB Management Services (P) Ltd, Rasoi Court, 5<sup>th</sup> Floor, 20, Sir R N Mukherjee Road, Kolkata – 700 001.

**Regd. Office :** Bhasa, No.14, P.O. & P.S. Bishnupur, Diamond Harbour Road, 24 Parganas (S) - 743503, West Bengal  
Tel. : +91-33-4064 7843, E-mail : [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in), [www.kkalpanagroup.com](http://www.kkalpanagroup.com)

**CIN : L19202WB1985PLC03941**



# Kkalpana Industries (India) Limited

Regd Office: Bhasa, No.14, P.O. & P.S. Bishnupur, Diamond Harbour Road, South 24 Parganas – 743503 West Bengal

Telephone: +91-033-4064 7843

E-Mail: [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in), Website: [www.kkalpanagroup.com](http://www.kkalpanagroup.com)

CIN: L19202WB1985PLC039431

## **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circulars No. 20/2020 dated 5<sup>th</sup> May, 2020 and 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, act, rules, regulations, circulars and notifications (including any statutory modification(s) or enactments(s) thereof, for the time being in force), the resolutions set out below are proposed to be as **Ordinary Resolution** by the members of Kkalpana Industries (India) Limited (the "Company" or "KIL") by means of Postal Ballot, **only by way of remote electronic voting** ("e-voting" or "remote e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto for your consideration and forms part of the Notice.

In accordance with the MCA Circulars and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October, 2024 ("SEBI Circular"), this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners, as on Friday, 21<sup>st</sup> February, 2025 ("Cut-off date") received from the Depositories (i.e. National Securities Depository Limited ("NSDL") and Central Depository and Services (India) Limited ("CDSL")) and whose e-mail addresses are registered with the Company/ C B Management Services Private Limited, Registrar and Share Transfer Agent ("RTA") / Depositories. Physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members since the requirement has been dispensed with as per the afore mentioned MCA Circulars and SEBI Circular and consequently no physical ballot forms will be accepted by the Company.

The Notice will also be placed on the website of the Company at [www.kkalpanagroup.com](http://www.kkalpanagroup.com), the e-voting website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com) and shall also be communicated to stock exchanges where the shares of the Company are listed i.e. BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE") at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com), respectively.

In accordance with the MCA Circulars and SEBI Circular, the Company has made necessary arrangements with the RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. Those holding shares in dematerialized ("demat") mode may update their email addresses with the relevant Depository Participants ("DPs").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, as amended and framed thereunder and the MCA Circulars and SEBI Circular, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes



electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has, at its meeting held on Tuesday, 11<sup>th</sup> February, 2025, appointed Mr. Ashok Kumar Daga (Membership No. FCS: 2699 and CP No: 2948), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting process in a fair and transparent manner and in accordance with the provision of the Act and Rules made thereunder and any other statutory guideline, in this regard, in view of the consent letter submitted by him stating his willingness to be appointed as Scrutinizer for the Postal Ballot.

The voting rights of the members shall be reckoned in proportion to the equity shares held by them on the Cut-Off date. Only members as on the cut-off date are entitled to vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as intimation only. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Members are requested to carefully read the instructions on e-voting printed in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process. The members should cast their votes online from 9:00 am (IST) on Sunday, 2<sup>nd</sup> March, 2025 till 05.00 pm (IST) on, Monday, 31<sup>st</sup> March, 2025 as per e-voting and other instructions provided with Postal Ballot Form. E-Voting shall not be allowed beyond 05:00 pm (IST) Monday, 31<sup>st</sup> March, 2025 and beyond such time it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other person duly authorized by him, after completion of scrutiny of the postal ballots (e-voting). The results along with Scrutinizer's Report shall be declared on or before Wednesday, 2<sup>nd</sup> April, 2025, at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website at [www.kkalpanagroup.com](http://www.kkalpanagroup.com) and that of NSDL, BSE and CSE, respectively. The Scrutinizer's decision on the validity of the voting shall be final.

The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Monday, 31<sup>st</sup> March, 2025. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

#### **SPECIAL BUSINESS:**

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

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 ("the 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 related rules 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 Company and its Board of Directors (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 mentioned in the explanatory statement annexed hereto, with Ddev Plastiks Industries Limited ("DPIL"), a fellow Subsidiary of the Company having common 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. 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 not exceeding an aggregate value up to Rs. 100 crores during Financial Year ("FY") 2025-26.



- b. availing or rendering of any services, directly or through appointment of agent, subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company not exceeding an aggregate value up to Rs. 2 crores during FY 2025-26.

**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."

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

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 ("the 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 related rules 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 company and its Board of Directors (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 mentioned in the explanatory statement annexed hereto, with Ddev Plastic Limited ("DPL"), a fellow Subsidiary of the Company having common 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 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 not exceeding an aggregate value up to Rs. 15 crores during FY 2025-26.

**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."

**Registered Office:**

Bhasa, No.14, P.O. & P.S. Bishnupur,  
Diamond Harbour Road,  
South 24 Parganas – 743503,  
West Bengal

Date: 11<sup>th</sup> Day of February, 2025  
Place: Kolkata

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

*Swati Bhansali*

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



**Notes:**

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and any other applicable provision of the Act, read with Rules therein, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. In compliance with various MCA Circulars and the SEBI Listing Regulations, the Postal Ballot Notice ("Notice") is being sent only by email to all those Members whose names appear in the Register of Members / List of Beneficial Owners as received from C B Management Services (P) Limited ("RTA"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as at close of business hours of Friday, 21<sup>st</sup> February 2025 (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, C B Management Services (P) Limited ("RTA").
3. Members may note that the aforesaid Notice has been uploaded on the website of the Company at [www.kkalpanagroup.com](http://www.kkalpanagroup.com). The Notice can also be accessed on the websites of the Stock Exchange where the Company's shares are listed at BSE Limited at [www.bseindia.com](http://www.bseindia.com) and The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 22 of this Notice.
5. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members may provide their assent or dissent through remote e-voting facility only. The Company has availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company. The instructions for e-voting are appended in this Notice.
6. After sending the notice of Postal ballot through e-mail, an advertisement will be published in English newspaper and in vernacular language (i.e., Bengali) newspaper, each with wide circulations in the district where the registered office of the Company is situated and the same will also be uploaded on the website of the Company at [www.kkalpanagroup.com](http://www.kkalpanagroup.com).
7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-Off date i.e. Friday, 21<sup>st</sup> February 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only. In the case of joint holders, only such joint holder who is highest in order of names will be entitled to vote.
8. The vote in this Postal Ballot cannot be exercised through proxy.
9. Institutional/ Corporate Members (i.e., other than Individuals/ HUF/ NRI etc.), are required to send a certified copy of the Board/ its Governing Body's Resolution/ Authorization (scanned copy in .pdf/ .jpg format only). 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](mailto:daga.ashok@gmail.com) or to the Company's email ids at [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in) / [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in).
10. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to company at [kolkata@kkalpana.co.in](mailto:kolkata@kkalpana.co.in) / [companysecretary@kkalpana.co.in](mailto:companysecretary@kkalpana.co.in).
11. 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 Registrar & Share Transfer Agent of the Company ("RTA"), C B Management Services (P) Limited, having its registered office at C-101, 1<sup>st</sup> Floor, 247



Park, L.B.S Marg, Vikhroli (West), Mumbai- 400083 and Kolkata office at Rasoi Court, 5<sup>th</sup> Floor, 20, Sir R N Mukherjee Road, Kolkata- 700001. Members holding shares in demat form are requested to intimate any change in their address and/ or bank mandate to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in demat form, for any change in their particulars.

12. Members are requested to address all correspondences to the Registrar and Share Transfer Agents, as mentioned above.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, C B Management Services (P) Limited.
14. Attention of members of the Company is also drawn to SEBI Circular No. SEBI /HO /MIRSD /MIRSD\_RTAMB/P/ CIR/2021/655 dated November 03, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 on 'Common and Simplified Norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC details and Nomination' and 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. 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. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents, by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
15. 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 members after making requisite changes.
16. The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, having Membership No. FCS 2699 and CP No. 2948 to act as a Scrutinizer to scrutinize the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
17. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The Scrutinizer's decision on the validity of the e-voting shall be final and binding on all.
18. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other person authorized by him after completion of scrutiny of the Postal Ballot votes (e-voting).
19. The Results alongwith the report of the Scrutinizer will be declared on or before 31<sup>st</sup> March, 2025 and 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.
20. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 31<sup>st</sup> March, 2025, i.e., the last date specified for receipt of vote through the remote e-voting process and shall deemed to have been passed at a general meeting of the members.
21. 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 depository participants (in case of demat holdings) or with the RTA (in case of physical holdings)
22. **Process to cast votes through Remote E-Voting are as follows:**
  - i. The remote e-voting period commences on 2<sup>nd</sup> March, 2025 (9:00 a.m.) (IST) and ends on 31<sup>st</sup> March, 2025 (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 i.e., 21<sup>st</sup> February 2025, 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. *The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

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





**A) Login method for e-Voting 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.nsd.com">https://eservices.nsd.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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. 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 hold 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.</li> <li>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.</li> </ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  <span data-bbox="823 121 964 172">App Store</span>  <span data-bbox="1053 121 1230 172">Google Play</span> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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. The 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 use 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 the company. By 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. 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**B) Login Method 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 you click on the "Login" button, Home page of e-Voting will open.

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

**How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 Mr. Ashok Kumar Daga at [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) or to the Company at [kolkata@kcalpana.co.in](mailto:kolkata@kcalpana.co.in) / [companysecretary@kcalpana.co.in](mailto:companysecretary@kcalpana.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 at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**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 ([kolkata@kcalpana.co.in](mailto:kolkata@kcalpana.co.in)).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + Client ID 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 [kolkata@kcalpana.co.in](mailto:kolkata@kcalpana.co.in) / [companysecretary@kcalpana.co.in](mailto:companysecretary@kcalpana.co.in) and [rt@cbmsl.com](mailto:rt@cbmsl.com). 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 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.

**Registered Office:**  
Bhasa, No.14, P.O. & P.S. Bishnupur,  
Diamond Harbour Road,  
South 24 Parganas – 743503,  
West Bengal

**Date: 11<sup>th</sup> Day of February, 2025**  
**Place: Kolkata**

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

*Swati Bhansali*

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



## **STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("ACT")**

The following Statement sets out all material facts relating to Item No. 1 of the accompanying Notice.

**Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") states that:**

Except with the prior approval of the members of the Company by a resolution, a company shall not enter into a transaction or transactions, with a related party for sale, purchase or supply of goods or materials, either directly or through an agent, amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year and for availing or rendering of any services, directly or through appointment of agent, amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year.

**Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") states that:**

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

**Regulation 23(4) of the SEBI Listing Regulations mandates that:**

All material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the members through resolution even when it is in the ordinary course of business and at arm's length provided the related party shall not vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

### **Background, details, and benefits of the transaction**

Ddev Plastiks Industries Limited ("DPIL"), being a fellow subsidiary and having common holding company and promoter and some Directors as that in the Kkalpana Industries (India) Limited (the "Company" or "KIIL"), details whereof stated in the table provided herein, is therefore a related party of the Company. Further, the compounding business of the company had been vested into it vide Hon'ble National Company Law Tribunal, Kolkata Bench's order dated 04<sup>th</sup> March 2022 and the company retained the recycling (also called upcycling) business.

Since DPIL deals with good and materials in bulk and gets economies of scale hence it can provide a cost-efficient rate of such products to the Company. Also, the company can make use of its byproducts generated during or as a result of production in its operation for recycling. DPIL in turn may also source some of its products through the company considering the economies of scale and rate benefit. Therefore, the transaction(s) related to sale, purchase or supply of any goods or materials, directly or through an agent between the companies is considered to be beneficial for the Company. Further, since both the Companies are related these transactions may not only help smoothen business operations for both but may also ensure consistent flow of desired quality and quantity of material without interruptions.

In respect of rendering and availing of services, since the companies deal in polymer compounding it can provide technical and other assistance to each other in some of its production and processes which may help the companies to scale better and also in the form of EPR credits, ensuing statutory compliances relating to environmental safety, waste disposal etc. These are also deemed to be beneficial for the company.

The Board had, at its meeting held on 11<sup>th</sup> February 2025, in accordance with the recommendation of the Audit Committee and subject to approval of members of the company, proposed the following aggregate limits for related party transaction with DPIL, to be entered on mutually agreed terms and conditions, details whereof are stated in the table herein, in ordinary course of business of the Company and on an arm's length basis:

- (i) For sale, purchase and supply of goods and materials, directly or through appointment of agent, for the Financial Year ("FY") 2025-26 - Rs. 100 Crores (Rupees One Hundred Crores)
- (ii) For availing or rendering of any services, directly or through appointment of agent, for the FY 2025-26 is Rs. 2 Crores (Rupees Two Crores)



In the apparent case it may be noted that approvals sought for the above related party transactions are for the financial year 2025-26 i.e. commencing from 01<sup>st</sup> April 2025 to 31<sup>st</sup> March 2026. At this juncture, the Audited Figures for the financial year 2024-25 are not available however the audited annual turnover of the company as at 31<sup>st</sup> March, 2024 was Rs. 62.09 Crores (Rupees Sixty Two Crores and Nine Lakhs only) approximately, and the un-audited turnover of the Company for the nine-months ended 31.12.2024 was Rs. 30.67 Crores (Rupees Thirty Crores and Sixty Seven Lakhs only) approximately, therefore in terms of provisions of section 188 of the Act read with Regulation 23 of SEBI Listing Regulation, the proposed limits are bound to exceed the materiality threshold and be considered as material related party transaction and accordingly the members approval is being sought.

It may be noted that the business of the Company may be impacted if the transactions of nature herein above are not carried on by the Company or are restricted. It is in the interest of the Company, therefore, to engage in said transaction(s) as it would contribute to business growth, competitiveness, and efficiency of the Company.

**Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November 22, 2021 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024.**

<b>Name of Related Party</b>	<b>Ddev Plastiks Industries Limited</b>	
<b>Type/ Nature of transaction</b>	Sale, purchase or supply of any goods or material, directly or through an agent at arm's length and in the ordinary course of business of the Company.	Availing or rendering of any services, directly or through appointment of agent at arm's length and in the ordinary course of business of the Company.
<b>Name of Director/ KMP who is related</b>	Mr. Narrindra Suranna, Chairman and Managing Director in DPIL and KIIL. He is also the Chief Executive Officer (CEO) in KIIL Mr. Ddev Surana, Non-Executive Director in the company and Whole-time Director and CEO in DPIL Mr. Samir Kumar Dutta and Mrs. Ramya Hariharan, Independent Directors in DPIL and KIIL	
<b>Nature of relationship with Company, including nature if its concern or interest (financial or otherwise)</b>	Fellow Subsidiary of the Company. DPIL and the Company have common promoters and Holding Company in addition to common directors as stated above.	
<b>Material terms, monetary value and particulars of the contract or arrangements, manner of determining pricing and other commercial terms</b>	Consideration at arm's length for each transaction shall be mutually determined by the parties, not exceeding Rs. 100 crores in aggregate subject to not exceeding Rs. 20 crores in a month.	Consideration at arm's length for each transaction shall be mutually determined by the parties, not exceeding Rs. 2 crores in aggregate subject to not exceeding Rs. 0.25 crores in a month.
<b>Tenure of proposed transaction</b>	1 <sup>st</sup> April, 2025 to 31 <sup>st</sup> March, 2026 i.e., FY 2025-26	
<b>Value of transaction</b>	Not exceeding Rs. 100 crores in aggregate	Not exceeding Rs. 2 crores in aggregate
<b>Value of Related Party Transaction as percentage for the immediately preceding financial year, that is represented by the value of transaction</b>	Audited figures for FY 2024-25 are not available at this juncture  The Audited Annual Turnover of the Company as at 31.03.2024 was Rs. 62.09 Crores. Value of proposed limit as %:- 161.06%  The Un-audited Turnover of the company as at nine-months ended 31.12.2024 was Rs. 30.67 Crores Value of proposed limit as %:- 326.05%	Audited figures for FY 2024-25 are not available at this juncture  The Audited Annual Turnover of the Company as at 31.03.2024 was Rs. 62.09 Crores. Value of proposed limit as %:- 3.22%  The Un-audited Turnover of the company as at nine-months ended 31.12.2024 was Rs. 30.67 Crores Value of proposed limit as %:- 6.52%



	Therefore, the proposed limits of Related Party Transactions exceed the materiality threshold.	Therefore, the combined proposed limits of Related Party Transactions with DPIL exceed the materiality threshold.
<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	Refer "Background, details, and benefits of the transaction" as stated in Explanatory Statement pertaining to Item No. 1.	
<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	N.A.	
<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b>	<p>Audited figures for FY 2024-25 are not available at this juncture</p> <p>The Audited Annual Turnover of DPIL as at 31.03.2024 was Rs. 2431.24 Crores. Value of proposed limit as %:- 4.11%</p> <p>The Un-audited Turnover of DPIL as at nine-months ended 31.12.2024 was Rs. 1866.53 Crores. Value of proposed limit as %:- 5.36%</p>	<p>Audited figures for FY 2024-25 are not available at this juncture</p> <p>The Audited Annual Turnover of DPIL as at 31.03.2024 was Rs. 2431.24 Crores. Value of proposed limit as %:- 0.08%</p> <p>The Un-audited Turnover of DPIL as at nine-months ended 31.12.2024 was Rs. 1866.53 Crores. Value of proposed limit as %:- 0.11%</p>
<b>Any other information that may be relevant</b>	All mandatory information has been provided. All the said transactions shall be in the Ordinary Course of business of the company and on an arm's length basis.	

As per the provisions of Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Based on the consideration and approval of Audit Committee, the Board recommends the resolution set out in Item No. 1 of the accompanying Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Save and except Mr. Narrindra Suranna and Mr. Ddev Surana, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the aforesaid resolution except to the extent of their respective shareholding in the Company.

The following Statement sets out all material facts relating to Item No. 2 of the accompanying Notice.

**Section 188 of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") states that:**

Except with the prior approval of the members of the Company by a resolution, a Company shall not enter into a transaction or transactions, where the transaction(s) to be entered into with a related party as sale/ purchase or supply of goods as materials done directly or through an agent amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year.

**Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") states that:**

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

**Regulation 23(4) of the SEBI Listing Regulations mandates that:**

All material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the members through resolution even when it is in the ordinary course of business and at arm's length provided the related party shall not vote to approve such resolutions whether the entity is a related party to the particular transaction or not.



**Background, details, and benefits of the transaction**

Ddev Plastic Limited ("DPL"), being a fellow subsidiary and having common holding company and promoter and some Directors as that in the KIIL, details whereof stated in the table provided herein, is therefore a related party of the Company

The transactions related to sale, purchase or supply of any goods or material, directly or through an agent is considered to be beneficial for the Company as both the Companies are related and have similar line of business, therefore these transactions will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of material without interruptions.

The Board had, at its meeting held on 11<sup>th</sup> February 2025, in accordance with the recommendation of the Audit Committee and subject to approval of members of the company, proposed the following aggregate limits for related party transaction with DPL, to be entered on mutually agreed terms and conditions, details whereof are stated in the table herein, in ordinary course of business of the Company and on an arm's length basis for sale, purchase and supply of goods and materials, directly or through appointment of agent, for the Financial Year ("FY") 2025-26 - Rs. 15 Crores (Rupees Fifteen Crores).

In the apparent case it may be noted that approvals sought for the above related party transactions are for the financial year 2025-26 i.e. commencing from 01<sup>st</sup> April 2025 to 31<sup>st</sup> March 2026. At this juncture, the Audited Figures for the financial year 2024-25 are not available however the audited annual turnover of the company as at 31<sup>st</sup> March, 2024 was Rs. 62.09 Crores (Rupees Sixty Two Crores and Nine Lakhs only) approximately, and the un-audited turnover of the Company for the nine-months ended 31.12.2024 was Rs. 30.67 Crores (Rupees Thirty Crores and Sixty Seven Lakhs only) approximately, therefore in terms of provisions of section 188 of the Act read with Regulation 23 of SEBI Listing Regulation, the proposed limits are bound to exceed the materiality threshold and be considered as material related party transaction and accordingly the members approval is being sought.

It may be noted that the business of the Company may be impacted if the transactions of nature herein above are not carried on by the Company or are restricted. It is in the interest of the Company, therefore, to engage in said transaction(s) as it would contribute to business growth, competitiveness, and efficiency of the Company.

**Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November 22, 2021 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.**

<b>Name of Related Party</b>	<b>Ddev Plastic Limited</b>
<b>Type/ Nature of transaction</b>	Sale, purchase or supply of any goods or material, directly or through an agent at arm's length and in the ordinary course of business of the Company.
<b>Name of Director/ KMP who is related</b>	Mr. Narrindra Suranna, Chairman and Managing Director in KIIL and director of DPL. Mr. Ddev Surana is director in KIIL and DPL
<b>Nature of relationship with Company, including nature if its concern or interest (financial or otherwise)</b>	Fellow Subsidiary of the Company. DPL and the company have common promoters and Holding Company in addition to common directors as stated above.
<b>Material terms, monetary value and particulars of the contract or arrangements, manner of determining pricing and other commercial terms</b>	Consideration at arm's length for each transaction shall be mutually determined by the parties, not exceeding Rs. 15 crores in aggregate subject to not exceeding Rs. 5 crores in a month.
<b>Tenure of proposed transaction</b>	1 <sup>st</sup> April, 2025 to 31 <sup>st</sup> March, 2026 i.e., FY 2025-26
<b>Value of transaction</b>	Not exceeding Rs. 15 crores in aggregate.
<b>Value of Related Party Transaction as percentage for the immediately preceding financial year, that is represented by the value of transaction</b>	Audited figures for FY 2024-25 are not available at this juncture  The Audited Annual Turnover of the Company as at 31.03.2024 was Rs. 62.09 Crores. Value of proposed limit as %:- 100% since there was no transaction earlier, the entire amount is material.



	Therefore, the proposed limits of Related Party Transactions exceed the materiality threshold.
<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	Refer "Background, details, and benefits of the transaction" as stated in Explanatory Statement pertaining to Item No. 2.
<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	N.A.
<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b>	Audited figures for Financial Year 2024-25 are not available at this juncture. Since there was no transaction earlier, the entire amount is material.
<b>Any other information that may be relevant</b>	All mandatory information has been provided. All the said transactions shall be in the Ordinary Course of business of the company and on an arm's length basis.

As per the provisions of Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Based on the consideration and approval of Audit Committee, the Board recommends the resolution set out in Item No. 2 of the accompanying Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Save and except Mr. Narrindra Suranna and Mr. Ddev Surana, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the aforesaid resolution except to the extent of their respective shareholding in the Company. The Board recommends the relevant ordinary resolution set forth at Item No. 2 in the Notice for the approval of the Members.

**Registered Office:**

Bhasa, No.14, P.O. & P.S. Bishnupur,  
Diamond Harbour Road,  
South 24 Parganas – 743503,  
West Bengal

Date: 11<sup>th</sup> Day of February 2025  
Place: Kolkata

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

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