



# Kkalpana Industries (India) Limited

Date: 11<sup>th</sup> June 2024

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

**Sub: Minutes of Postal Ballot**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Scrip Code: 526409**

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Minutes of Postal Ballot in respect to resolution proposed vide Postal Ballot Notice dated 23<sup>rd</sup> May, 2024 through E-Voting, result whereof was declared on 28<sup>th</sup> June 2024.

The said minutes shall also be made available on the website of the Company at

Kindly take the information on record and oblige.

Thanking You,

Yours faithfully,

For Kkalpana Industries (India) Limited,



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

CC:

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

**MINUTES OF THE PROCEEDINGS OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING CONCLUDED ON THURSDAY, 27<sup>TH</sup> JUNE, 2024 AT 5:00 PM DEEMED VENUE WHEREOF WAS THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BK MARKET, 16A, SHAKESPEARE SARANI, 4<sup>TH</sup> FLOOR, ROOM NO. 3, KOLKATA – 700 071**

The Board of Directors vide their resolution dated 23<sup>rd</sup> May, 2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by the shareholders as Ordinary and Special Resolution pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") and all other applicable provisions read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, 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 ("ICSI") and any other applicable laws, rules, regulations, notifications and circulars (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) through Remote Electronic Voting facility ("e-voting") only.

Sr. No.	Particulars
1	Ratification of Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for the Financial Year 2023-24. <b>(Ordinary Resolution)</b>
2	Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for Financial Year 2024-25. <b>(Ordinary Resolution)</b>
3	Re-appointment of Mrs. Ramya Hariharan (DIN 06928511) as Independent Director of the Company. <b>(Special Resolution)</b>

- The company had engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility and technical services relating to the Postal Ballot including dispatch of Postal Ballot Notice electronically to all its members.
- The Board of Directors of the Company had, at its meeting held on 23<sup>rd</sup> May, 2024, appointed Mr. Ashok Kumar Daga (FCS 2699, COP 2948), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot / e-voting Process in a fair and transparent manner.
- In accordance with the applicable MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 ("SEBI Circular"), the postal ballot notice was sent by the electronic mode to those members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories (i.e. NSDL and Central Depository and Services (India) Limited ("CDSL")/ Registrar and Share Transfer Agents viz: C B Management Services Private Limited ("RTA") as on Friday, 17<sup>th</sup> May 2024 ("Cut-Off Date") seeking approval as set out in the postal ballot notice dated 23<sup>rd</sup> May, 2024 ("Notice") and No physical dispatch of Notice or Postal Ballot forms were done.

CHAIRMAN'S  
INITIALS

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- The total number of members as on the cut-off date were 12244.
- Only the members as on the cut-off date were entitled to cast their/its votes on the proposed resolutions.
- Pursuant to above the dispatch of Notice to all eligible members was completed on Monday, 27<sup>th</sup> May, 2024.
- Newspaper Advertisement, as per statutory requirement, in regard to above was published on Tuesday, 28<sup>th</sup> May, 2024 in Business Standard (All India edition)-English Newspaper and Sukhabar (Local edition)- Bengali Newspaper, pursuant to Rules 20 and 22 of the Rules.
- Through the newspaper publication, the Company had also informed the members the option to register their/its e-mail addresses with RTA/ Depository Participants ("DP")
- The remote e-voting on the resolutions proposed in the Postal Ballot commenced from 09:00am (IST) on Wednesday, 29<sup>th</sup> May 2024 and concluded at 05:00pm (IST) on Thursday 27<sup>th</sup> June, 2024.
- After the close of time fixed for casting votes, the e-voting system was disabled by NSDL, and votes were not casted thereafter.
- The scrutinizer unblocked the votes cast under e-voting and downloaded the details on Thursday, 27<sup>th</sup> June, 2024 at 05:20 p.m. (IST) from NSDL Portal in presence of two witnesses.
- The Scrutinizer then rendered his report dated 28<sup>th</sup> June, 2024 to the Chairman.
- The Chairman took the report on record and declared the resolutions set out in the Postal Ballot Notice dated 23<sup>rd</sup> May 2024 as passed with requisite majority, annexed herewith.
- The text of the resolutions as set out in the Postal Ballot Notice dated 23<sup>rd</sup> May 2024 along with the voting results thereon are as below:

**Item No. 1: Ratification of Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for the Financial Year 2023-24 (Ordinary Resolution)**

**"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

CHAIRMAN'S  
INITIALS



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."

The details of votes cast thereon are as below:

<b>Ratification of Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for the Financial Year 2023-24</b>			
<b>Particulars</b>	<b>Number</b>	<b>% of total votes casted</b>	<b>% of Paid-Up Share Capital</b>
Number of valid Electronic Votes received	9349897	100	9.94
Votes in favour of the Resolution	9346592	99.96	9.94
Votes against the Resolution	3305	0.04	0
Invalid Votes	0	0	0

Note: None of the promoters/ promoter group members casted their/its votes, being interested in the aforementioned resolutions in accordance with statutory provisions in this regard.

**Item No. 2: Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for Financial Year 2024-25 (Ordinary Resolution)**

**"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 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

CHAIRMAN'S  
INITIALS

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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).

**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."

The details of votes cast thereon are as below:

<b>Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for Financial Year 2024-25</b>			
<b>Particulars</b>	<b>Number</b>	<b>% of total votes casted</b>	<b>% of Paid-Up Share Capital</b>
Number of valid Electronic Votes received	9349897	100	9.94
Votes in favour of the Resolution	9346592	99.96	9.94
Votes against the Resolution	3305	0.04	0
Invalid Votes	0	0	0

Note: None of the promoters/ promoter group members casted their/its votes, being interested in the aforementioned resolutions in accordance with statutory provisions in this regard.

**Item No. 3: Re-appointment of Mrs. Ramya Hariharan (DIN 06928511) as Independent Director of the Company (Special Resolution)**

**"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 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 the recommendation of

CHAIRMAN'S  
INITIALS



Nomination and Remuneration Committee and Board of Directors of the company, the re-appointment of Mrs. Ramya Hariharan (DIN: 06928511), who holds office as an Independent Director up to 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.

The details of votes cast thereon are as below:

<b>Re-appointment of Mrs. Ramya Hariharan (DIN 06928511) as Independent Director of the Company</b>			
<b>Particulars</b>	<b>Number</b>	<b>% of total votes casted</b>	<b>% of Paid-Up Share Capital</b>
Number of valid Electronic Votes received	77363107	100	82.24
Votes in favour of the Resolution	77361085	99.99	82.24
Votes against the Resolution	2022	0.01	0
Invalid Votes	0	0	0

- The consolidated voting results as declared on Friday, 28<sup>th</sup> June 2024 by the Chairman is annexed herewith.
- The Chairman had authorized the Company Secretary to disseminate the results, as required, would be available on the Website of the Company at [www.kkalpanagroup.com](http://www.kkalpanagroup.com), NSDL and also on the Stock Exchanges where the company is listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and The CSE Limited at [www.cse-india.com](http://www.cse-india.com).

**Date:** 11/07/24  
**Place:** Kolkata

  
**CHAIRMAN**

DATE OF ENTRY IN THE MINUTE BOOK - 11.07.2024

CHAIRMAN'S  
INITIALS



**POSTAL BALLOT HELD THROUGH REMOTE E-VOTING CONCLUDED ON THURSDAY, 27<sup>th</sup> JUNE, 2024**

**Declaration of Results of Remote E-Voting**

The Consolidated Results as per the resolutions proposed through the Postal Ballot Notice dated 23<sup>rd</sup> May, 2024 vide Remote e-voting concluded on Thursday, 27<sup>th</sup> June, 2024, as per the Scrutinizer's Report dated 28<sup>th</sup> June, 2024 are as follows:

<b>Resolution No.</b>	<b>Particulars</b>	<b>% Votes in Favour</b>	<b>% Votes against</b>	<b>% Votes disqualified</b>
1	Ratification of Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for the Financial Year 2023-24.	99.96	0.04	-
2	Approval for Material Related Party Transaction(s) between Kkalpana Industries (India) Limited and Ddev Plastiks Industries Limited for Financial Year 2024-25.	99.96	0.04	-
3	Re-appointment of Mrs. Ramya Hariharan (DIN 06928511) as Independent Director of the Company.	99.99	0.01	-

Date: 28.06.2024  
Place: Kolkata

  
 Chairman

CHAIRMAN'S INITIALS

