



Kkalpana Industries (India) Limited

Date: 21.10.2017.

To,
The Manager,
Listing Department,
Bombay Stock Exchange Limited (Designated Stock Exchange),
P.J. Towers, Dalal Street,
Mumbai – 400 001

Sub: Submission of Minutes of Thirty Second Annual General Meeting of the Company.

Dear Sirs,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; please find enclosed herewith the copy of minutes of Thirty Second Annual General Meeting of the Company.

Kindly take the information on record and oblige.

Thanking You,

Yours faithfully,

For Kkalpana Industries (India) Limited

Tanvi Panday

Tanvi Panday (ACS 31176)
Company Secretary



CC:

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

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CIN : L19202WB1985PLC039431

MINUTES OF THE THIRTY-SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S KKALPANA INDUSTRIES (INDIA) LIMITED HELD ON SATURDAY, 23RD SEPTEMBER, 2017, AT "GYAN MANCH", 11 PRETORIA STREET, KOLKATA – 700 071 FROM 10.00 A.M. TO 10.45 A.M.

PRESENT: -

MEMBERS OF THE BOARD OF DIRECTORS:

| | | |
|-----------------------|---|--|
| Mr. Narrindra Suranna | - | Chairman-cum-Managing Director |
| Mr. R.K. Kothari | - | Whole time Director |
| Dr. P.R. Mukherjee | - | Whole time Director |
| Mr. Rama Kant Mishra | - | Independent Director |
| | | Also, as the Chairman of the Audit Committee and Stakeholder Relationship Committee of the Company |
| Mr. Samir Kumar Dutta | - | Independent Director |
| | | Also, as the Chairman of the Nomination and Remuneration Committee of the Company |

The Chairman of the Company, Mr. Narrindra Suranna (DIN: 00060127), informed the Members that Mrs. Mamta Binani (DIN: 00462925), Independent Director, could not attend the meeting due to some domestic exigencies.

IN ATTENDANCE:

| | | |
|------------------|---|-------------------|
| Mr. J. Tiwari | - | Senior President |
| Mr. I.C. Dakalia | - | CFO |
| Ms. Tanvi Panday | - | Company Secretary |

Mr. B. Mukherjee of M/s B. Mukherjee & Co., Chartered Accountants, Statutory Auditors and Mr. Ashok Kumar Daga, Secretarial Auditor and Scrutinizer were present by Invitation.

118 Members (including Authorized Representatives of Corporate members) representing 67543261 Equity Shares and 1 Proxy representing 10 Equity Shares were present.

1. In accordance with Article No. 90 of the Articles of Association of the Company, Mr. Narrindra Suranna, Chairman of the Company, took the chair.
2. The following documents and Registers were placed on the table:
 - (i) Notice convening the 32nd Annual General Meeting
 - (ii) Directors' Report along with Annexures thereto for the Financial Year ended 31st March, 2017.

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- (iii) The Standalone and Consolidated Audited Financial Statements and Auditors' Report thereon for the Financial Year ended 31st March, 2017.
- (iv) The Audited Financial Statements and Auditors' Report thereon of the subsidiary company (M/s Plastic Processors and Exporter Pvt. Ltd.) for the Financial Year ended 31st March, 2017.
- (v) The Proxy Register with 4 valid proxies lodged with the company in connection with the 32nd Annual General Meeting (remained open for inspection during the meeting)
- (vi) The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting)
- (vii) The Register of Contacts or Arrangements in which the Directors were interested (remained open for inspection during the meeting)
- (viii) Resolutions passed by Shareholders in General Meeting

3. At 10:00am, the Chairman commenced the meeting by welcoming the members to the 32nd Annual General Meeting.
4. The Chairman announced that the requisite quorum was present and therefore the meeting was called to order.
5. The Chairman thereafter introduced all the Directors and Key Managerial Personnel, on the dais, to those present in the Annual General Meeting.
6. The Chairman commenced the formal agenda of the Annual General Meeting and with the consent of the members present, the Notice dated 30th May, 2017 and its Addendum dated 10th August, 2017 convening the 32nd Annual General Meeting, the Annual Accounts for the Financial Year ended 31st March, 2017, including reports Of Statutory Auditors' and the Directors' Report along with annexures thereto including Report of Secretarial Auditor, were taken as read.
7. The Chairman then announced that until 48 hours before the time of the commencement of Annual General Meeting, 4 (Four) proxies covering a total of 516 (Five Hundred and Sixteen only) equity shares of Rs. 2/- each and 7 (Seven) representations under Section 113 of the Companies Act, 2013, covering a total of 8,17,87,654 (Eight Crores Seventeen Lakhs Eighty Seven Thousand Six Hundred Fifty Four only) equity shares of Rs. 2/- each, had been received and the same were laid on the table.
8. The Chairman informed the members that the Auditors' Report on the Annual Accounts of the Company for the financial year ended 31st March, 2017 did not contain any qualifications, observations or comments on financial transactions or matters which had adverse effect on the functioning of the Company. He stated that in terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditors' Report, which have adverse effect on the

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Suranna shall be within the limits set out in the Companies Act, 2013 and Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution."


27. The Chairman then put the resolution to vote. Mr. Mahesh Kumar Malpani proposed and Mr. Sarbananda Gattani seconded the resolution

Item No. 6

RE-APPOINTMENT OF DR. PRANAB RANJAN MUKHERJEE (DIN: 00240758) AS WHOLE TIME DIRECTOR (TECHNICAL)

28. After discussing Item No. 5, Mr. Rajesh Kothari (DIN: 02168932) requested Mr. Narrindra Suranna (DIN: 00060127) to be the Chairman for the remaining business of the meeting. Thereafter, Mr. Narrindra Suranna took the Chair.
29. The Chairman took up Item No. 6 relating to re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as a Whole Time Director (Technical) of the Company. He informed the members that the Board of Directors, at its meeting held on 30th May, 2017, re-appointed, on recommendation of Nomination and Remuneration Committee, Dr. Pranab Ranjan Mukherjee (Din: 00240758) as Whole Time Director (Technical) of the Company w.e.f. 01.10.2017, subject to approval of members.
30. He informed the members that brief resume of Dr. Pranab Ranjan Mukherjee, required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 was set out as annexure to the Notice of Annual General Meeting. He also stated that the approval of the members is required pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, for the re-appointment of Dr. Pranab Ranjan Mukherjee as Whole Time Director (Technical) of the Company and payment of remuneration to him. He further cited that Dr. Pranab Ranjan Mukherjee was aged above 70 years and therefore pursuant to provisions of Section 196(3) of the Companies Act, 2013, the members were required to pass special resolution for appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director (Technical) of the Company.
31. With the consent of the members present, the Special Resolution set at Item No. 6 of the Notice pertaining to re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director (Technical)

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"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof and Article 123 of the Articles of Association of the Company, Mr. Samir Kumar Dutta , who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director , be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years up to the fifth consecutive AGM of the Company to be held in the year 2022, whose period of office shall not be liable to retirement by rotation ."

37. The Chairman then put the resolution to vote. Mr. C.B. Rai proposed and Mr. Prakash Bhutoria seconded the resolution
38. After the resolutions were moved and seconded, the Chairman invited the Shareholders who would like to make comments, make observations, and seek clarifications.
39. Mr. Sarbananda Gattani opted to make comments on various items of the Reports and Financial Statements for the year.
40. The following were some of the comments made by him:
 - Appreciated that the Annual Report was very informative
 - Appreciated the financial results achieved by the Company
 - Appreciated the speech delivered by the Chairman
 - Appreciated that Annual Report was received on time
41. The Chairman thanked the members for the kind words and appreciation and thereafter announced the commencement of ballot voting. He requested the Representatives of the Scrutinizer, Mr. Ashok Kumar Daga and also the RTA to assist the concerned shareholders in ballot voting.
42. The Chairman announced that the combined results of remote voting (E-Voting) done previously and the voting by ballot at the AGM, would be available on the Website of the Company, NSDL and Stock Exchanges, immediately after receipt of Scrutinizer's Report.
43. The meeting concluded at 10:45am. The Chairman thanked the members for their co-operation and smooth conduct of the meeting.
44. The Results of the voting, (Remote E-voting and Ballot Voting), annexed herewith, was declared on 23rd September, 2017 based on the report of scrutinizers dated 23rd September, 2017.

Entered in the Minutes Book on 18th day of October, 2017 at Kolkata

Date : 18.10.2017

Place :- Kolkata

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**32ND ANNUAL GENERAL MEETING OF M/S KKALPANA INDUSTRIES (INDIA)
LIMITED HELD ON 23RD DAY OF SEPTEMBER, 2017**

Declaration of Results of Remote E-Voting and Ballot Voting at the meeting

As per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had provided the facility of Remote E-voting and Ballot voting at the meeting of the shareholders to enable them to cast their vote on the resolutions proposed in the Notice of 32nd Annual General Meeting. The remote E-voting was open from 9:00am on Wednesday, 20th September, 2017 to 5:00pm on Friday, 22nd September, 2017.

The Board of Directors had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699) as the Scrutinizer for Remote E-voting and Ballot voting. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto the close of remote e-voting period on the 22nd September, 2017 and ballot voting received till the conclusion of meeting and submitted his report on 23rd September, 2017.

The Consolidated Results as per the Scrutinizers' Report dated 23rd September, 2017 are as follows:

| Resolution No. | Particulars | % Votes in Favour | % Votes against | % votes disqualified |
|----------------|---|-------------------|-----------------|----------------------|
| 1 | Adoption of the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss Account and Cash Flow Statement for the year ended as on that date and the Reports of the Directors and Auditors thereon | 99.99999 | 0.00001 | - |
| 2 | Re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) who retires by rotation and being eligible, offered himself for re-appointment. | 99.99999 | 0.00001 | - |
| 3 | Appointment of Statutory Auditors and fixing their remuneration | 99.99999 | 0.00001 | - |
| 4 | Ratification of remuneration payable to Cost Auditors of the Company for the financial year ended March 31, 2018 | 99.99999 | 0.00001 | - |
| 5 | Re-appointment of Mr. Narrindra Suranna (DIN: 00060127) as Managing Director | 99.99999 | 0.00001 | - |
| 6 | Re-appointment of Dr. Pranab Ranjan Mukherjee (DIN: 00240758) as Whole Time Director (Technical) | 99.99999 | 0.00001 | - |
| 7 | Appointment of Mr. Samir Kumar Dutta DIN:07824452) as Independent Director of the company | 99.99999 | 0.00001 | - |

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