

**NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting of the Members of Kkalpana Plastick Limited, having CIN: L25200WB1989PLC047702, will be held on Wednesday, the 26<sup>th</sup> Day of September, 2018 at 10:00 a.m. at 3 Saheed Nityananda Saha Sarani, Kolkata- 700 001 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, 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 the Auditors' thereon.
2. To appoint a Director in place of Mr. D.K. Kalwani (DIN 03363450), who retires by rotation and being eligible offers himself for re-appointment.
3. **To approve the Remuneration payable to the Statutory Auditors of the Company for the Financial Year ending March 31, 2019**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :**

**“RESOLVED THAT** pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby approves the remuneration of Rs. 51750/- plus taxes, as applicable, and out of pocket expenses payable for the financial year 2018-19, upon recommendation of the Audit Committee of the Board and also the Board of Directors of the Company, at their respective meetings held on 29<sup>th</sup> May, 2018, to M/s. B.K.Sharma & Associates, Chartered Accountants, Kolkata (FRN: 323388E), who have been appointed as Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2017 till the 33<sup>rd</sup> Annual General Meeting of the Company to be held in 2022, by the members of the company at the 28<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2017.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to fix such remuneration as payable to Statutory Auditors, on recommendation of Audit Committee of the Board of Director, for their remaining period of service as the Board and the Statutory Auditors may mutually decide and 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.”

**SPECIAL BUSINESS:**

4. **Appointment of Mr. Deo Kishan Kalwani (DIN: 03363450) as a Whole Time Director of the Company.**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Sections 196, 197 and 198 and other applicable provisions if any, of the Companies Act, 2013, (the Act), read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

**statutory modification(s) or re-enactment(s) thereof, for the rime being in force),** and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per the relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Deo Kishan Kalwani (DIN: 03363450) as a Whole Time Director of the Company for a period of 2 year with effect from 30<sup>th</sup> March, 2018, upon the terms and conditions as set out in the Statement annexed hereto.”

**“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) shall , in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Deo Kishan Kalwani, subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Deo Kishan Kalwani 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.”

5. **Re-Appointment of Mrs. Ananya Dey (DIN: 01297763) as an Independent Director of the Company.**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of Articles of Association of the Company, Mrs. Ananya Dey (DIN: 01297763), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31<sup>st</sup> March, 2019 and being eligible for reappointment, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation and shall hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1<sup>st</sup> April, 2019.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, letters and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms as return of appointment with the Registrar of Companies, Kolkata (WB).”

**Registered Office:**

2B Pretoria Street,  
Kolkata 700 071

**Date: 29<sup>th</sup> May, 2018**

**By Order of the Board of Directors  
For Kkalpana Plastick Limited**

**Shabina Shaheen (ACS 52333)  
Company Secretary**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. MEMBERS ARE REQUESTED TO NOTE THAT PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. IF A PROXY IS APPOINTED FOR MORE THAN 50 MEMBERS, THE PROXY SHALL CHOOSE ANY FIFTY MEMBERS AND CONFIRM THE SAME TO COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. IN CASE, THE PROXY FAILS TO DO SO, THE FIRST 50 PROXIES RECEIVED BY THE COMPANY SHALL BE CONSIDERED AS VALID.  
THE INSTRUMENT APPOINTING PROXY, DULY COMPLETED, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED, EITHER IN PERSON OR THROUGH POST, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING (ON OR BEFORE 24<sup>TH</sup> SEPTEMBER, 2018, 10:00 A.M. IST). A PROXY FORM FOR THE AGM IS ENCLOSED.
2. Corporate Members intending to send their authorized representatives to attend the meeting are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal (for e-voting), authorizing their representative to attend and/or vote on their behalf at the AGM.
3. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. The members/proxies/authorized representatives are requested to bring duly filled attendance slip (as enclosed herewith) along with their copy of Annual Report at the AGM and hand it over at the counter at the venue.
4. The Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
5. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 of the Companies Act, 2013 ('the Act') will be available for inspection by the members at the AGM.
6. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on all resolutions set forth in the Notice convening the 29<sup>th</sup> Annual General Meeting (AGM), electronically, through electronic voting (e-voting) services facilitated by the National Securities Depository Limited (NSDL) and all items of the business may be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) services provided by National Securities Depositories Limited (“NSDL”). Instructions and other information relating to remote e-voting are given in the notice under note no.17

The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again. The Board of Directors has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No 2948) as the Scrutinizer for this purpose.

8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Wednesday, **19<sup>th</sup> September, 2018 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM and that a person who is not a member as on the cut off date should treat this Notice for information purpose only.
9. In case of joint holders attending the meeting, only such joint holder who is higher in order of names, will be entitled to vote at the meeting.
10. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 20<sup>th</sup> September, 2018 to Wednesday, 26<sup>th</sup> September, 2018 (both days inclusive).
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice and Annual Report and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with Depository Participant(s). Members who have not registered their e-mail addresses may now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Member holding physical shares may register their e-mail address with the Registrar and Share Transfer Agents of the Company. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
12. Notice of 29<sup>th</sup> AGM, details and instructions for remote e-voting and the Annual Report of the Company for the year ended 31<sup>st</sup> March, 2018 along with attendance slip and proxy form are uploaded on the Company's website [www.kkalpanaplastick.com](http://www.kkalpanaplastick.com) and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.  
Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For the members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
13. Members, holding shares in physical mode are requested to notify the change in their address / mandate/ bank account to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata 700 019, the Registrar & Share Transfer Agent of the Company. Members holding Shares in Demat mode are requested to intimate any change in their address and/ or bank account details to their respective Depository Participant(s) (DPs). The Company cannot act on any request received directly from members holding shares in demat form for any change in their particulars.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and updation of KYC 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, M/s. CB Management Services Pvt. Limited and also update their respective KYC.

15. As per the provisions of Section 72 of the Companies Act, 2013 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 Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
16. As per the amendment made to Regulation 40 of SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 it will be mandatory, w.e.f. 5th December, 2018, that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depositor. Further, As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity and to update their Bank details with the Company to enable direct credit of dividends, if any declared, as per SEBI Regulations.

**17. Process and manner for members opting for remote e-voting are as under:**

- I. The remote e-voting period commences on Sunday, 23<sup>rd</sup> September, 2018 (9:00 am) and ends on Tuesday, 25<sup>th</sup> September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2018, 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 Form. registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

## 5. Your password details 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 enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- 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'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address. Also in case member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy], Initial password is provided as below at the bottom of Attendance Slip for the AGM, in the following format: EVEN( Remote E-voting Event Number) USER ID PASSWORD/PIN
  - Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com)
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- 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).
  - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on

[www.evoting.nsd.com](http://www.evoting.nsd.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name EVEN NO”.
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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. You can also update your mobile no. and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- 6 A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 7 Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No. 2948) has been appointed as the Scrutinizer for providing facility to the members of the Company and to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner
- 8 The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 9 The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 10 The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.kkalpanaplastick.com](http://www.kkalpanaplastick.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.
18. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
19. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 01.00 p.m. up to the date of Meeting.
20. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to the Notice.
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. Members desiring any information/clarification relating to the accounts and operations of the company or intending to raise any query are requested to write to the Company atleast 10 days in advance of the meeting, to the Company Secretary at the registered office address, so as to enable the management to keep the information ready.
23. Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, in respect of Directors seeking appointment /re appointment at the AGM, is as under. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

**Registered Office:**

2B Pretoria Street,  
Kolkata 700 071

**Date: 29<sup>th</sup> May, 2018**

**By Order of the Board of Directors**

**For Kkalpana Plastick Limited**

**Shabina Shaheen(ACS 52333)  
Company Secretary**



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTH-COMING ANNUAL GENERAL MEETING**

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	<b>Mr. Deo Kishan Kalwani*</b> <b>(DIN: 03363450)</b>	<b>Mrs. Ananya Dey</b> <b>(DIN: 01297763)</b>
Date of Birth	03.08.1944	24.10.1974
Date of Appointment on the Board	22.12.2010	01.04.2014
Qualification	Graduate from Calcutta University.	Bachelor of Arts
Expertise	Mr. Kalwani aged about 74 years has more than 52 years of experience in Business and Service and has held distinguished positions in prestigious companies.	Mrs. Dey aged about 43 years has been associated with the Company since four years and has more than 13 years of Industry Experience.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	PLASTIC PROCESSORS AND EXPORTER PRIVATE LIMITED	TEESTA AGRO INDUSTRIES LIMITED
Memberships / Chairmanships of Committees across all companies	Member of Audit Committee & Stakeholders Relationship Committee of Kkalpana Plastick Limited.	Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Kkalpana Plastick Limited.
Shareholding in the Company	NIL	NIL
Relationship with other Directors	NIL	NIL

# Note: Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies.

\*Mr. Deo Kishan Kalwani was appointed as whole time Director from 1<sup>st</sup> April, 2017 to 1<sup>st</sup> November, 2017 and thereafter he is continued as director. He was appointed as Whole Time Director w.e.f 30<sup>th</sup> March, 2018.

**Registered Office:**  
2B Pretoria Street,  
Kolkata 700 071  
**Date: 29<sup>th</sup> May, 2018**

**By Order of the Board of Directors**  
**For Kkalpana Plastick Limited**  
  
**Shabina Shaheen(ACS 52333)**  
**Company Secretary**

### **Statement pursuant to Section 102 of The Companies Act, 2013**

The following Statement sets out all the material facts relating to the Special Business in the accompanying Notice:

#### **Item No.3**

M/s B. K. Sharma & Associates, Chartered Accountants, Kolkata (FRN: 323388E), had been appointed as Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of 28<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2017 till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company to be held in 2022, by the members of the Company at the 28<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2017.

Further as per Companies (Amendment) Act, 2017 effective 7<sup>th</sup> May, 2018, the provisions of Section 139 of the Companies Act, 2013, relating to ratification of appointment of Statutory Auditor, at every Annual General Meeting have been omitted. As such, the appointment of Statutory Auditors need not be placed before the members of the Company for ratification. However, pursuant to provisions of Section 142 the remuneration of Statutory Auditors needs to be fixed in the Annual General Meeting or in a manner as may be specified therein.

Further, the Board, on recommendation of the Audit Committee, at its meeting held on 29<sup>th</sup> May, 2018, had considered and approved the remuneration of Rs. 51750/- plus taxes as applicable and out of pocket expenses, as payable to the Statutory Auditors for the financial year ending March 31, 2019.

Accordingly, consent of the members is sought, pursuant to provisions of Section 142 of the Companies Act, 2013, for passing an Ordinary Resolution as set out at Ordinary Business under Item No. 3 of the Notice, for remuneration payable to the Statutory Auditors for the financial year ending March 31, 2019 and also authorizing the Board to fix the remuneration payable to Statutory Auditors, for their remaining period of service, as may be mutually decided by the Board and M/s B. K. Sharma & Associates., Statutory Auditors.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Business does not relate to or affects any other company (financially or otherwise).

#### **Item No. 4**

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 30<sup>th</sup> March, 2018, approved the appointment of Mr. Deo Kishan Kalwani (DIN: 03363450), aged 74 years, as Whole- Time- Director of the Company for a period of 2 (Two) year with effect from 30<sup>th</sup> March, 2018, on the following main terms and conditions:

1. The appointment shall be for a period of Two years commencing from 30<sup>th</sup> March, 2018 as Whole Time Director.
2. Mr. Deo Kishan Kalwani will be liable to retire by rotation while he continues as a Whole Time Director of the Company.
3. As Whole time Director, Mr. Kalwani shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Board of Directors.
4. In consideration of the performance of his duties to the Company, Mr. Kalwani shall be entitled to the following remuneration :

- A. Remuneration:  
Salary of Rs. 1,500 p.m/- (Rupees Fifteen Hundred only) per month.
- B. Yearly Increase:  
Such increase as recommended by Nomination and Remuneration Committee and approved by the Board of Directors.

5. Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the continuance of the tenure of office of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V of the Companies Act, 2013 or any amendments thereto.

6. Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or reenactment thereof, the Board shall be entitled to alter or vary any of the foregoing terms of remuneration, benefits or perquisites to which Mr. Kalwani may be entitled as aforesaid.

Mr. Kalwani (aged 74 years) has been associated with the Company since 2010 and has over 52 years' experience in Business and Service. A brief profile of Mr. Kalwani, including nature of expertise, is provided in the annexure to the Notice. He was appointed as Whole Time Director for a period of 1 (one) years w.e.f. 01.04.2017, however due to personal reasons, he resigned as a Whole Time Director of Company from 1.11.2017 but he continued to be Director of a Company. Pursuant to provisions of Section 196(3), the company shall not appoint/continue the appointment of a Whole Time Director who has attained the age of 70 years provided that such appointment is made by passing special resolution. The Board considers that since he had submitted his consent to act as a Whole Time director and he can add value to the company with his experience and expertise and accordingly, pursuant to Section 196(3) of the Companies Act, 2013 appointment is sought, for a further term of 2 year, at this Annual General Meeting. His last drawn remuneration is Rs. 24,928 /- (Rupees Twenty Four Thousand Nine Hundred and Twenty-Eight only) per month. Mr. Kalwani is not disqualified to Act as Whole-Time Director.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board of Directors recommends the Special Resolution, being Item No. 4 of the Notice convening this AGM, for approval of the members and accordingly the approval of the members is sought 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 above appointment of Mr. Kalwani as Whole-Time Director of the Company and payment of remuneration to him.

Save and except Mr. Kalwani (DIN 03363450), none of the Directors and Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

**Item No. 5**

Mrs. Ananya Dey (DIN: 01297763) was appointed as Independent Director on the Board of the Company w.e.f 01-04-2014 at 25<sup>th</sup> Annual General Meeting of Company held on 30-09-2014, pursuant to provisions

of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. She holds office as Independent Director of the Company up to 31<sup>st</sup> March, 2019. A brief profile of Mrs Dey, including nature of expertise, is provided in the annexure to the Notice.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mrs. Ananya Dey as Independent Director for a further term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, at its meeting held on 29th May, 2018, considers that, given her background and experience, the continued association of Mrs. Ananya Dey would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly it is proposed to re-appoint Mrs. Ananya Dey as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") *inter alia* prescribe that an Independent director of the Company shall meet the criteria of Independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent director shall hold the office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing special resolution by the company and disclosure of such appointment in Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Ananya Dey is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Ananya Dey (DIN: 01297763) as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Your Board recommends the Resolution at Item No. 04 for your approval as an Special Resolution.

Save and except Mrs. Ananya Dey (DIN: 01297763), none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

**Registered Office:**

2B Pretoria Street,  
Kolkata 700 071

**Date: 29<sup>th</sup> May, 2018**

**By Order of the Board of Directors**

For **Kkalpana Plastick Limited**

**Shabina Shaheen(ACS 52333)**

**Company Secretary**

**ADDENDUM TO THE NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING**

**Addendum to Notice dated 29<sup>th</sup> May, 2018 convening 29<sup>th</sup> Annual General Meeting of Kkalpana Plastick Limited (“Company”) scheduled to be held on Wednesday, 26<sup>th</sup> Day of September, 2018 at 10.00 a.m at 3 Saheed Nityananda Saha Sarani, Kolkata-700 001.**

Notice is hereby given that pursuant to the provisions of section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the following item of business are added in the aforesaid Notice as Item No. 6 as Special Business and this addendum shall be deemed to be a part of the Original Notice dated 29<sup>th</sup> May, 2018 and the notes provided therein:

**SPECIAL BUSINESS:**

**6. Appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as an Independent Director:**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Articles of Association of the Company, Mr. Samir Kumar Dutta (DIN 07824452), who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of this Annual General Meeting and being eligible for appointment, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and shall hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from 5<sup>th</sup> July, 2018.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, letters and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms as return of appointment with the Registrar of Companies, Kolkata (WB).

**Registered Office:**  
2B Pretoria Street,  
Kolkata 700 071  
**Date: 18<sup>th</sup> July, 2018**

**By Order of the Board of Directors**  
**For Kkalpana Plastick Limited**  
  
**Shabina Shaheen (ACS 52333)**  
**Company Secretary**

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Brief profile and other required information about the Director proposed to be appointed, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to directors seeking appointment is given below.
3. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 01.00 p.m. up to the date of Meeting.
4. This addendum to the Notice of 29<sup>th</sup> AGM is available along with the Notice of 29<sup>th</sup> AGM on the website of Company. The revised Proxy Form including the resolutions proposed herein above as Item No 6 is available on the website of the Company. The members desirous of receiving the hard copy of the revised Proxy Form are requested to write to the Company.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 29<sup>th</sup> AGM shall *mutatis-mutandis* apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 29<sup>th</sup> AGM. Furthermore Scrutinizers appointed for the ensuing 29<sup>th</sup> AGM will act as Scrutinizers for the resolution proposed in this Addendum to the Notice of 29<sup>th</sup> AGM.

**Registered Office:**

2B Pretoria Street,  
Kolkata 700 071

**Date: 18<sup>th</sup> July, 2018**

**By Order of the Board of Directors**

**For Kkalpana Plastick Limited**

**Shabina Shaheen(ACS 52333)**  
**Company Secretary**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE  
FORTHCOMING ANNUAL GENERAL MEETING**

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)

Name of Director	<b>Mr Samir Kumar Dutta (DIN:07824452)</b>
Date of Birth	04.12.1943
Date of Appointment on the Board	05.07.2018
Qualification	B.Sc. from Calcutta University. He is a Fellow member at Institute of Cost Accountants of India.
Expertise	He has over 40 years of experience in corporate and financial matters.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	Kkalpana Industries (India) Limited
Memberships/ Chairmanships of Committees across all companies	Chairman of Nomination and Remuneratio Committee of KKalpana Industries (India) Limited and member of Audit Committee and Corporate Social Responsibility Committee of KKalpana Industries (India) Limited.  Chairman of Stakeholder Relationship Committee of KKalpanaPlastick Limited and member of Nomination and Remuneration Committee of KKalpanaPlastick Limited.
Shareholding in the Company	NIL
Relationship with other Directors	NIL

**# Note: Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies.**

**Registered Office:**  
2B Pretoria Street,  
Kolkata 700 071  
**Date: 18<sup>th</sup> July, 2018**

**By Order of the Board of Directors**  
**For Kkalpana Plastick Limited**  
  
**Shabina Shaheen(ACS 52333)**  
**Company Secretary**

**Statement pursuant to Section 102 of The Companies Act, 2013**

The following Statement sets out all the material facts relating to the Special Business in the accompanying Notice:

**Item No. 6**

The Board of Directors had pursuant to recommendation by Nomination and Remuneration Committee, appointed Mr. Samir Kumar Dutta (DIN: 07824452) as an Additional Director of the Company with effect from 05<sup>th</sup> July, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") in the category "Independent Director".

As an additional director, Mr. Samir Kumar Dutta (DIN: 07824452) will hold office only up to the date of this ensuing Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Dutta being eligible and offering himself for appointment, is proposed to be appointed as a director of the Company. He is also proposed to be appointed as an Independent Director for a period of five (5) consecutive years, up to the fifth consecutive AGM of the Company to be held in the year 2023, whose period of office shall not be liable to determination by retirement of directors by rotation.

Mr. Dutta have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as Independent Director is now being placed before the Members for their approval.

Mr. Samir Kumar Dutta (DIN: 07824452), aged 74 years, is a Graduate in science from Calcutta University and a Fellow Member of the Institute of Cost Accountants of India (ICAI). He has over 30 years of experience in finance and additional 10 years of experience in corporate consultation & advisory, covering Cost Audit and Tax matters. A brief profile of Mr. Dutta, including nature of expertise, is provided in the annexure to this Notice.

Pursuant to Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, effective from 1<sup>st</sup> April, 2019, no Listed Entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five year.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Your Board recommends the Resolution at Item No 6. for your approval as a Special Resolution .

Save and except Mr. Samir Kumar Dutta (DIN: 07824452), none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

**Registered Office:**

2B Pretoria Street,  
Kolkata 700 071

**Date: 18<sup>th</sup> July, 2018**

**By Order of the Board of Directors**

**For Kkalpana Plastick Limited**

**Shabina Shaheen(ACS 52333)  
Company Secretary**



**KKALPANA PLASTICK LIMITED**  
**(Formerly Kalpena Plastiks Limited)**  
**CIN: L25200WB1989PLC047702**

Registered Office: 2B Pretoria Street, Kolkata 700 071  
Phone: 033 2282 3744/45 Fax: 033 2282 3739  
E Mail: - [Kolkata@kkalpanaplastick.co.in](mailto:Kolkata@kkalpanaplastick.co.in) Website: [www.kkalpanaplastick.com](http://www.kkalpanaplastick.com)

**ADMISSION SLIP**

Registered Folio/DP ID & Client No.: .....

No. of Shares held: .....

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the Company being held at 3 Saheed Nityananda Saha Sarani, Kolkata-700 001, on Wednesday, the 26<sup>th</sup> September, 2018 at 10:00 A.M. and at any adjournment thereof.

-----  
Member's Name

-----  
Proxy's Name

-----  
Member's/Proxy's Signature

**Notes:-**

1. A Member / Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed. Joint holders may obtain additional attendance slip on request.
2. Physical copy of Annual Report for 2017-18 and the notice of the Annual General Meeting inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all members in the permitted mode. A Member / Proxy holder attending the meeting should bring copy of Annual Report for reference at the meeting.

**KKALPANA PLASTICK LIMITED**  
**(Formerly Kalpena Plastiks Limited)**  
**CIN: L25200WB1989PLC047702**

Registered Office: 2B Pretoria Street, Kolkata 700 071  
Phone: 033 2282 3744/45 Fax: 033 2282 3739  
E Mail: - [Kolkata@kkalpanaplastick.co.in](mailto:Kolkata@kkalpanaplastick.co.in) Website: [www.kkalpanaplastick.com](http://www.kkalpanaplastick.com)

**REMOTE ELECTRONIC VOTING PARTICULARS**

<b>EVEN(REMOTE E-VOTING EVENT NUMBER)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

**Note:** Please read instructions given at Note No.16 of the Notice of the 29<sup>th</sup> Annual General Meeting carefully before voting electronically.

**Form No. MGT-11  
Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN:L25200WB1989PLC047702

Name of the company : Kkalpana Plastick Limited (Formerly Kalpena Plastiks Limited)

Registered office : 2B Pretoria Street, Kolkata 700 071

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:.....Address:.....

E-mail Id:.....Signature: .....or failing him

2. Name:.....Address:.....

E-mail Id:.....Signature:.....or failing him

3. Name:.....Address:.....

Email Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the company, to be held at 3 Saheed Nityananda Saha Sarani, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
	<b><u>ORDINARY BUSINESS:</u></b>		
1	Adoption of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2018 and 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.		
2	Appointment of Director in place of Mr. D.K.Kalwani (DIN 03363450), who retires by rotation and being eligible, offers himself for reappointment.		
3	Fixation of Remuneration of M/s. B.K. Sharma & Associates (Firm Registration No. 323388E), Statutory Auditors of the Company.		
	<b><u>SPECIAL BUSINESS:</u></b>		
4	Appointment of Mr. DeoKishanKalwani (DIN: 03363450) as a Whole Time Director of the Company for a period of 2 (Two) consecutive years, pursuant to Section 196, 197, 203 of the Companies Act, 2013, who was appointed as a Whole Time Director from 1st April, 2017 to 1st November, 2017 and thereafter as a Director of the Company.		
5	Re-Appointment of Mrs. AnanyaDey (DIN: 01297763) as an Independent Director of the Company.		
6	Appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as an Independent Director.		

Signed this..... day of.....20..... Signature of shareholder Signature of Proxy holder(s)

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 28<sup>th</sup> Annual General Meeting of the Company.
- It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of Member(s) in above Box before submission.

**ROUTE MAP OF AGM VENUE**

