

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th(Twenty-Eight) Annual General Meeting of the Members of Kkalpana Plastick Limited, having CIN: L25200WB1989PLC047702, will be held on Friday, the 22nd Day of September, 2017 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 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 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 appoint auditor and fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s B. K. Sharma & Associates, (Firm Registration No. 323388E), Chartered Accountants, Kolkata, being eligible and willing to act as Auditors and having furnished certificate pursuant to Section 139 of the Companies Act, 2013, be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 28th Annual General Meeting until the conclusion of 33rd Annual General Meeting of the Company, at a fee of Rs.51750/- for the year 2017-18 plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. **Appointment of Mr. Bibhakar Jha (DIN: 07208093) as an Independent Director of the Company for a period of 5 (Five) consecutive years, who was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 28th November, 2016.**

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

"RESOLVED THAT Mr. Bibhakar Jha (DIN 07208093), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th November, 2016 and who holds office up to the date of this Annual General Meeting under provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Bibhakar Jha (DIN 07208093) for the office of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152, Schedule

IV and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 or any statutory modification(s) or reenactment thereof, Mr. Bibhakar Jha (DIN - 07208093) , who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 determination by retirement of directors by rotation .”

5. Appointment of Mr. Rama Kant Mishra (DIN: 06882372) as an Independent Director of the Company for a period of 5 (Five) consecutive years, who was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 14th February, 2017.

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

“**RESOLVED THAT** Mr. Rama Kant Mishra (DIN 06882372), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th February, 2017 and who holds office up to the date of this Annual General Meeting under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Rama Kant Mishra (DIN 06882372) for the office of Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 or any statutory modification(s) or reenactment thereof, Mr. Rama Kant Mishra (DIN - 06882372) , who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 determination by retirement of directors by rotation .”

6. Reappointment of Mr. Deo Kishan Kalwani as a Whole Time Director.

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 Section 196, 197, 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 reenactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration issued by the Ministry of Corporate Affairs, from time to time, or any other law and subject to such other approvals, as may be necessary, and terms as are agreed to by the Board of Directors (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), and as per the relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the reappointment of Mr. Deo Kishan Kalwani (DIN – 03363450) as Whole-Time-Director of the Company, for a period of 1 (One) year with effect from 01st April, 2017, upon the terms and conditions as are 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 reappointment 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.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.”

“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.”

7. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013.

To consider and approve the following resolution with or without modification, as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 25 Crore (Rupees Twenty-Five Crore only), notwithstanding that such investment and acquisition together with the Company’s existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

Registered Office:
2B Pretoria Street,
Kolkata – 700 071

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

**Neha Jain (ACS 40835)
(Company Secretary)**

Date : 29th May, 2017

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 20TH SEPTEMBER, 2017, 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 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 28th AGM by electronic means 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.16. The Company will also send communication relating to remote e voting which inter alia would contain details about User ID and password along with a copy of this notice to the members, separately.

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) 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 Saturday, **16th September, 2017 (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 Saturday, 16th September, 2017 to Friday, 22nd September, 2017 (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 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. The Notice of 28th AGM, details and instructions for remote e-voting and the Annual Report of the Company for the year ended 31st March, 2017 along with attendance slip and proxy form are uploaded on the Company's website 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 notify the change in their address / 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. **Process and manner for members opting for remote e-voting are as under:**
 - I. The remote e-voting period commences on Tuesday, 19th September, 2017 (9:00 am) and ends on Thursday, 21st September, 2017 (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 16th September, 2017, 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 process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Kkalpana Plastick Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to daga.ashok@gmail.com with a copy marked to 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 EVENT NO."
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM in the following format:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2017.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 16th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nSDL.com or contact NSDL at the following toll free no.: 1800-222-990.

- VIII. 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.
- IX. 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.
- X. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner.
- XI. 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.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 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 favor 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.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the company 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.
17. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
18. 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.
19. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to the Notice.
20. 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).
21. 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.
22. 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

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

Date : 29th May, 2017

**Neha Jain (ACS 40835)
(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	Mr. Deo Kishan Kalwani (DIN: 03363450)	Mr. Bibhakar Jha* (DIN: 07208093)	Mr. Rama Kant Mishra (DIN: 06882372)**
Date of Birth	05.06.1945	05.05.1986	04.07.1956
Date of Appointment on the Board	22.12.2010	28.11.2016	14.02.2017
Qualification	Graduate from Calcutta University.	Under Graduate	F.C.S, F.C.M.A & M.B.A
Expertise	Mr. Kalwani aged about 72 years has more than 51 years of experience in Business and Service and has held distinguished positions in prestigious companies.	Mr. Bibhakar Jha aged about 32 years has experience in administrative matters.	Mr. Mishra aged about 61 years has more than 38 years of experience in Corporate, Secretarial & Financial matters of various companies.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	NONE	NONE	Kkalpana Industries (India) Limited (KKIL)
Memberships / Chairmanships of Committees across all companies	Member of Audit Committee & Stakeholders Relationship Committee.	Chairman of Stakeholders Relationship Committee and Member of Nomination and Remuneration Committee.	Chairman of Audit Committee & Nomination and Remuneration Committee of Kkalpana Plastick Limited. Chairman of Audit Committee & Stakeholders Relationship Committee and Member of Nomination and Remuneration Committee of KKIL.
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors	NIL	NIL	NIL

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

*Mr. Bibhakar Jha (DIN: 07208093) inducted as an Additional Director of the Company with effect from 28th November, 2016.

**Mr. Rama Kant Mishra (DIN: 06882372) inducted as an Additional Director of the Company with effect from 14th February, 2017.

Registered Office:
2B Pretoria Street,
Kolkata – 700 071

Date : 29th May, 2017

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

**Neha Jain (ACS 40835)
(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. 04

The Board of Directors had pursuant to recommendation by Nomination and Remuneration Committee, appointed Mr. Bibhakar Jha (DIN 07208093) as an Additional Director of the Company with effect from 28th November, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) in the category “Independent Director”.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

As an additional director, Mr. Bibhakar Jha (DIN: 07208093) 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. Jha 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 2022, whose period of office shall not be liable to determination by retirement of directors by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Jha as a candidate for the office of Director of the Company.

Mr. Jha 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. Bibhakar Jha (DIN: 07208093) 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 Ordinary Resolution.

Save and except Mr. Bibhakar Jha (DIN: 07208093), 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).

Item No. 5

The Board of Directors had pursuant to recommendation by Nomination and Remuneration Committee, appointed Mr. Rama Kant Mishra (DIN 06882372) as an Additional Director of the Company with effect from 14th February, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) in the category “Independent Director”.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

As an additional director, Mr. Rama Kant Mishra (DIN: 06882372) 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. Mishra 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 2022, whose period of office shall not be liable to determination by retirement of directors by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Mishra as a candidate for the office of Director of the Company.

Mr. Mishra 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. Rama Kant Mishra (DIN: 06882372) as Independent Director is now being placed before the Members for their approval.

Mr. Rama Kant Mishra (DIN: 06882372), aged 61 years, is a F.C.S, F.C.M.A & M.B.A and has over 38 years of experience in Corporate, Secretarial and financial matters. The Board, therefore, considers that he may add value to the company by his guidance and assistance, especially in financial areas, and hence recommends his appointment as Independent Director to the Board of Directors of the Company.

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. 05 for your approval as an Ordinary Resolution.

Save and except Mr. Rama Kant Mishra (DIN: 06882372), 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).

Item No. 6

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 29th May, 2017, approved the re-appointment of Mr. Deo Kishan Kalwani (DIN – 03363450), aged 72 years, as Whole- Time- Director of the Company for a period of 1 (One) year with effect from 01st April, 2017, on the following main terms and conditions:

1. The appointment shall be for a period of One year commencing from 01st April, 2017 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.3, 48, 992/- (Rupees Three Lac Forty-Eight Thousand Nine Hundred and Ninety Two only) per annum.

B. Perquisites (included in salary as above):

- I. One month's salary as Ex-gratia per year.
- II. One month's paid leave per year, which may be encashable in part or in full, as per the Company Rules.

C. Gratuity:

As per Company Rules.

D. 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 72 years) has been associated with the Company since 2010 and has over 51 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 3 (three) years w.e.f. 01.04.2014 which expires on 31.03.2017. 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 he can add value to the company with his experience and expertise and accordingly, pursuant to Section 196(3) of the Companies Act, 2013 re-appointment is sought, for a further term of 1 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 from being appointed as a Whole Time Director and has given his consent to act as a Whole Time Director.

The Board of Directors recommends the Special Resolution, being Item No. 6 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 reappointment 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 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).

Item No. 7

The Company had, from time to time, invested in securities and had given loan to body corporates in the interest of the Company.

The Board of Directors in their meeting held on 29th May, 2017, decided to seek approval of shareholders to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Section 186 of the Companies Act, 2013 has been notified and came into force with effect from 01.04.2014 and accordingly your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment or give loan, guarantee or provide security exceeding the limits as specified above.

In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

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 : 29th May, 2017

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

**Neha Jain (ACS 40835)
(Company Secretary)**

KKALPANA PLASTICK LIMITED

(Formerly Kalpena Plastiks Limited)

CIN: L25200WB1989PLC047702

Registered Office: 2B Pretoria Street, Kolkata - 700071, Phone: 033 2282 3744/45 Fax: 033 2282 3739

E Mail : kolkata@kkalpanaplastick.co.in Website : www.kkalpanaplastick.com

ADMISSION SLIP

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

No. of Shares held:.....

I hereby record my presence at the 28th Annual General Meeting of the Company being held at 3 Saheed Nityananda Saha Sarani, Kolkata-700 001, on Friday, the 22nd September, 2017 at 10:00 AM 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 2016-17 and the notice of the Annual General Meeting inter alia indicating the process and manner of remove 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 - 700071, Phone: 033 2282 3744/45 Fax: 033 2282 3739

E Mail : kolkata@kkalpanaplastick.co.in Website : www.kkalpanaplastick.com

REMOTE ELECTRONIC VOTING PARTICULARS

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

Note: Please read instructions given at Note No.16 of the Notice of the 28th 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:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th 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
	ORDINARY BUSINESS:		
1	Adoption of the Audited Balance Sheet as at 31 st March, 2017 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	Appointment of M/s. B.K. Sharma & Associates (Firm Registration No. 323388E), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.		
	SPECIAL BUSINESS:		
4	Appointment of Mr. Bibhakar Jha (DIN: 07208093) as an Independent Director of the Company for a period of 5 (Five) consecutive years, who was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 28 th November, 2016.		
5	Appointment of Mr. Rama Kant Mishra (DIN: 06882372) as an Independent Director of the Company for a period of 5 (Five) consecutive years, who was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 14 th February, 2017.		
6	Re-appointment of Mr. Deo Kishan Kalwani (DIN: 03363450) as Whole-Time Director of the Company.		
7	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013.		

Signed this....day of.....20.....

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. **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.**
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 28th Annual General Meeting of the Company.
3. 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.
4. Please complete all details including details of Member(s) in above Box before submission.