

## NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 31<sup>st</sup> (Thirty first) Annual General Meeting of the Members of **Kkalpana Plastick Limited** will be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), on Friday, the 25<sup>th</sup> day of September, 2020 at 11.00 a.m., to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Report of the Directors and Auditors’ thereon.
2. To appoint a Director in place of Mr. D.K.Kalwani (DIN: 03363450) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. **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 time 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 1.5 years with effect from 30<sup>th</sup> March, 2020, 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 and 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.”

**Registered Office:**  
2B, Pretoria Street,  
Kolkata-700071

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

**Date:** 26<sup>th</sup> Day of June, 2020  
**Place:** Kolkata

**Ankita Karnani** (ACS- 33634)  
Company Secretary

Notes:

1. IN VIEW OF THE ONGOING COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) HAS VIDE ITS CIRCULAR NO. 20/2020 DATED 05.05.2020 READ WITH CIRCULAR NO. 14/2020 DATED 08.04.2020 AND CIRCULAR NO. 17/2020 DATED 13.04.2020 (COLLECTIVELY REFERRED TO AS “MCA CIRCULARS”) PERMITTED THE HOLDING OF THE ANNUAL GENERAL MEETING (“THE MEETING” OR “AGM”) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MODES (“OAVM”), WITHOUT PHYSICAL PRESENCE OF THE MEMBERS, AT A COMMON VENUE, WHICH SHALL BE IN COMPLIANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013 (“ THE ACT”). FURTHER SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) HAS VIDE ITS CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED 12.05.2020 (“SEBI CIRCULAR”) HAS ALSO GRANTED CERTAIN RELAXATIONS IN COMPLIANCE WITH THE PROVISIONS OF THE ACT AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) AND MCA CIRCULARS. ACCORDINGLY THE 31<sup>ST</sup> AGM OF THE MEMBERS OF THE COMPANY WILL BE HELD THROUGH VC/OAVM ON FRIDAY, THE 25<sup>TH</sup> DAY OF SEPTEMBER, 2020, AT 11:00 A.M. (IST). THE DEEMED VENUE FOR THE 31<sup>ST</sup> AGM WILL BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2B, PRETORIA STREET, KOLKATA – 700071.
2. PURSUANT TO THE PROVISIONS OF COMPANIES ACT. 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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.  
  
HOWEVER, SINCE THE ANNUAL GENERAL MEETING (“AGM”) IS BEING HELD THROUGH VC/OAVM, PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, PURSUANT TO CIRCULAR NO. 14/2020 DATED 08.04.2020. THE FACILITY FOR APPOINTMENT OF PROXY/(IES) BY THE MEMBERS TO ATTEND AND CAST VOTE FOR THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
3. Institutional/Corporate Members (i.e. other than Individuals/ HUF/ NRI etc.) intending to authorize its representatives to attend the meeting through VC/OAVM and/or to vote thereat through E-Voting/ Remote E-Voting, on its behalf, are required to send a certified copy of the Board/ its Governing Body’s Resolution/Authorization (scanned copy in .pdf/.jpg format only), pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal (for e-voting). The said Resolution/ Authorisation may be sent by E-mail through the registered email address to the Scrutinizer, Mr. Ashok Kumar Daga at daga.ashok@gmail.com
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notes of the Notice of 31<sup>ST</sup> AGM. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The members will be able to view the proceedings on the National Securities Depository Limited’s (NDSL) E-voting Website at www.evoting.nsdl.com. The link for viewing one way live webcast of the AGM will be made available on the company’s website at www.kkalpanaplastick.com.

6. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business under Item Number 3 of the Notice of 31<sup>st</sup> AGM is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re appointment at this AGM, is also annexed. Requisite declarations have been received from Director seeking appointment/re-appointment.
7. 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') and 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, in electronic mode, by the members at the AGM.
8. All documents referred to in the Notice convening the 31<sup>st</sup> AGM and related Statement pursuant to Section 102 of the Companies Act, 2013 and annexures thereto (Collectively referred to as "Notice") will also be available for inspection, only in electronic mode, by the members from the date of circulation of the Notice upto the date of AGM i.e. 25.09.2020. Members seeking to inspect such documents can send an e-mail to the Company Secretary, Ms. Ankita Karnani at ankita.karnani@kkalpanaplastick.co.in
9. 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, as amended, MCA Circulars, SEBI Circular and Secretarial Standards 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 31<sup>st</sup> AGM, electronically, through electronic voting (e-voting) services (both Remote E-Voting and E-Voting at AGM) 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)/ E- Voting (facility to cast vote electronically at AGM) services provided by National Securities Depositories Limited ("NSDL"). Instructions and other information relating to remote e-voting/ e-voting are given in the notice under note no.22. It may be noted that facility for E-voting at AGM shall be available for members who do not cast their vote through Remote E-Voting. Members who have cast their vote through Remote E-Voting may attend the AGM through VC/OAVM but shall not be entitled to cast their votes at the Meeting once again.  
  
The Company has not arranged for physical voting through ballot papers, pursuant to MCA Circulars and SEBI Circular, since the meeting is being held through VC/OAVM.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 18<sup>th</sup> September, 2020 (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/ e-voting during the AGM.
11. In case of joint holders, only such joint holder who is higher in order of names, will be entitled to vote at the meeting.
12. 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 will remain closed from Saturday, 19<sup>th</sup> September, 2020 to Friday, 25<sup>th</sup> September, 2020 (both days inclusive).

13. 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 de-mat form are requested to register their e-mail address with their Depository Participant(s) only.
14. In compliance with MCA Circulars and SEBI Circular dated 12.05.2020, Notice of AGM including details and instructions for remote e-voting/e-voting and the Annual Report for the FY 2019-20 of the Company consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith (Collectively referred to as "Annual Report 2019-20" or "Annual Report") are being sent only through Electronic mode to those members whose e-mail addresses are registered with the Registrar and Share Transfer Agents ("RTA")/Company/ Depository Participants and no physical copy of said documents are being sent to any member. Members may note that Notice of the 31<sup>st</sup> AGM, details and instructions for remote e-voting/e-voting and the Annual Report of the Company for the year ended 31<sup>st</sup> March, 2020 consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith are also uploaded on the Company's website [www.kkalpanaplastick.com](http://www.kkalpanaplastick.com) and may be accessed by the members. The said documents will also be available on the website of the Stock Exchanges i.e Bombay Stock Exchange Limited, Delhi Stock Exchange Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com), [www.dseindia.org.in](http://www.dseindia.org.in) and [www.cse-india.com](http://www.cse-india.com) respectively and also on the website of NSDL at [www.evoting/nsdl.com](http://www.evoting/nsdl.com).
15. In compliance with the MCA circulars and SEBI Circular the Company has availed the services of E-mail ID updation of members through SMS, as provided by National Securities and Depository Limited (NSDL) and Central Depository and Services (India) Limited (CDSL), respectively requesting the members of the Company to update their E-mail Id to enable receipt of Annual Report 2019-20. Necessary Newspaper Publications to this effect are also being made, requesting members to update their E-mail ID to enable receipt of Annual Report 2019-20.
16. Members, holding shares in physical mode are requested to notify the change in their name/address/nominations/e-mail address/contact/Power of Attorney, etc to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Registrar & Share Transfer Agent of the Company ("RTA"). Members holding shares in de-mat form, are requested to intimate any change in their address to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in de-mat for, for any change in their particulars.
17. Members are requested to address all correspondences to the Registrar and Share Transfer Agents, as mentioned above.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their de-mat 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.
19. 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 Registrars and Share Transfer Agents, by Members holding shares in physical form. Members holding shares in electronic form, may obtain Nomination forms from their respective Depository Participant.

20. As per the amendment made to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, read with press release (2018 PR No. 49/2018) dated 03.12.2018, it is now mandated, w.e.f. 1<sup>st</sup> April, 2019, 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.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA/Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such member after making requisite changes.
- 22. Instruction for E-Voting and Joining the AGM are as follows:**
- I. The remote e-voting period commences on 22<sup>nd</sup> September, 2020 (9:00 a.m) and ends on 24<sup>th</sup> September, 2020 (5:00 pm). During this period only the members of the Company, holding shares either in physical form or in dematerialized form, whose names appear in the Register of Members or Register of Beneficial Owners, as on the cut-off date of 18<sup>th</sup> September, 2020, 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. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699, C.O.P No. 2948) has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

*III. 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

## 5. 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 to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
  - (iii) 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. 18th September, 2020, 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:

- a) Click on "**Forgot User Details/Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). (If you are holding shares in your demat account with NSDL or CDSL)
- b) **Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). (If you are holding shares in physical mode)
- 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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.

7. After 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 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 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.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. In case of any grievances connected to the facility for e-voting please contact Mr. Vikram Jha, Manager, NSDL, Unit 2E, 2<sup>nd</sup> Floor, The Millenium, 235/2A, A.J.C. Bose Road, Kolkata – 700020, West Bengal; Email: vikramj@nsdl.co.in/ evoting@nsdl.co.in; Tel: 91 33 22904246/ 1800-222-990. In case of grievances connected to members data please contact Mr. Sujit Sengupta, M/s C.B. Management Services Pvt. Ltd. (Unit-M/s Kkalpana Plastick Limited), P-22, Bondel Road, Kolkata – 700019, West Bengal; Email: rta@cbmsl.com/ senguptask@cbmsl.com; Tel: 033 2280 6692 / 93/94/2486
5. 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)

**IV. Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ankita.karnani@kkalpanaplastick.co.in / Kolkata@kkalpanaplastick.co.in

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ankita.karnani@kkalpanaplastick.co.in / Kolkata@kkalpanaplastick.co.in

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**V. The instructions for members for e-voting on the day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**VI. Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Vikram Jha, Manager – NSDL at vikramj@nsdl.co.in/ 033 - 22904246
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker, on or before the close of business hours on 15.09.2020, and as such send their request from their registered e-mail id, mentioning their name, de-mat account number/folio number, email id, mobile number at ankita.karnani@kkalpanaplastick.co.in / Kolkata@kkalpanaplastick.co.in
7. Shareholders who would like to seek some clarification on the accounts or other reports may send their questions in 10 days in advance of the meeting, mentioning their name de-mat account number/folio number, email id, mobile number at ankita.karnani@kkalpanaplastick.co.in / Kolkata@kkalpanaplastick.co.in, so that the same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending the availability of time for the AGM.

**Other Instructions:**

1. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 hours of conclusion of 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.
2. 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. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.

27. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
28. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
29. 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).

**Registered Office:**  
2B, Pretoria Street,  
Kolkata-700071

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

**Date:** 26<sup>th</sup> Day of June, 2020  
**Place:** Kolkata

**Ankita Karnani** (ACS- 33634)  
Company Secretary

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 31ST ANNUAL GENERAL MEETING**

(In Pursuance of Regulation 36(3) of SEBI Listing Regulations)

Name of Director	<b>Mr. Deo Kishan Kalwani* (DIN: 03363450)</b>
Date of Birth	03.08.1944
Date of Appointment on the Board	22.12.2010
Qualification	Graduate from Calcutta University.
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
Directorships held in other public companies including private companies which are subsidiaries of public companies #	Plastic Processors And Exporter Private Limited Isana Green Ventures Limited
Memberships / Chairmanships of Committees across all companies	Member of Audit Committee & Stakeholders Relationship Committee of Kkalpana Plastick Limited
Shareholding in the Company	NIL
Relationship with other Directors	NIL

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

**Registered Office:**  
2B, Pretoria Street,  
Kolkata-700071

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

**Date:** 26<sup>th</sup> Day of June, 2020  
**Place:** Kolkata

**Ankita Karnani (ACS- 33634)**  
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

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 12<sup>th</sup> February, 2020, approved the appointment of Mr. Deo Kishan Kalwani (DIN – 03363450), aged 76 years, as Whole-Time-Director of the Company for a period of 1.5 (One and a half) years with effect from 30<sup>th</sup> March, 2020, on the following main terms and conditions:

- (i) The appointment shall be for a period of 1.5 years commencing from 30<sup>th</sup> March, 2020 as Whole – Time Director.
- (ii) Mr. Deo Kishan Kalwani (DIN: 03363450) will be liable to retire by rotation while he continues as a Whole – Time Director of the Company.
- (iii) As Whole time Director, Mr. Deo Kishan Kalwani (DIN: 03363450) shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Board of Directors.
- (iv) In consideration of the performance of his duties to the Company, Mr. Deo Kishan Kalwani (DIN: 03363450) shall be entitled to the following remuneration:
  - A. Salary:  
Rs. 1,500/- per month.
  - B. Yearly Increase:  
Such increase as recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
- (v) 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, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V to the Companies Act, 2013 or any amendments thereto.
- (vi) Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof, the Board or any Committee thereof shall be entitled to add, alter or vary any of the foregoing terms of remuneration or benefits to which Mr. Deo Kishan Kalwani may be entitled as aforesaid.”

Mr. Kalwani (aged 76 years) has been associated with the Company since 2010 and has over 54 years' experience in Business and Service. A brief profile of Mr. Kalwani, including nature of expertise, is provided in the annexure to the Notice. 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 1.5 years, at this Annual General Meeting. Mr. Kalwani is not disqualified to Act as Whole-Time Director.

The Board of Directors recommends the Special Resolution, being Item No. 3 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).

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**Place:** Kolkata

**Ankita Karnani** (ACS- 33634)  
Company Secretary