

## NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 33rd (Thirty-Third) Annual General Meeting of the Members of **Kkalpana Plastick Limited** will be held on Tuesday, the 27th day of September, 2022 at 11:00 A.M. (I.S.T) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022, 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 Mrs. Ananya Dey (DIN: 01297763), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To appoint M/s B. Mukherjee & Co (Firm Registration Number: 302096E), Chartered Accountants, Kolkata, as the Statutory Auditors of the Company to hold office for a period of 5(five) consecutive financial years, from the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company until the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 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 or enactment thereof, for the time being in force), M/s B. Mukherjee & Co (Firm Registration Number: 302096E), 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 Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 33rd Annual General Meeting until the conclusion of 38th Annual General Meeting of the Company, at a fee of Rupees 45,000/- from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting plus taxes as applicable, and also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to vary, alter, enhance, or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

## SPECIAL BUSINESS

4. **Appointment of Mr. Sajjan Kumar Sharma (DIN: 02162166) as Director and also as 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** Mr. Sajjan Kumar Sharma (DIN: 02162166), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01st November, 2021 pursuant to the recommendation of Nomination and Remuneration Committee, at its meeting held on 30th October, 2021 and under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant Articles of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting and is eligible for appointment as Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act and relevant Articles of the Articles of Association of the Company, signifying the intention to propose the candidature of Mr. Sajjan Kumar Sharma (DIN: 02162166), for the office of Director, be and is hereby appointed as a Director of the Company.

**FURTHER RESOLVED THAT** in accordance with the recommendation of Nomination and Remuneration Committee of the Board of Directors and approval of Board of Directors, at their respective meetings held on 30th October, 2021 and provisions of Section 196,197, 198 and 203 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 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 relevant Articles of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Sajjan Kumar Sharma (DIN: 02162166) as Whole-Time Director of the Company, for a period of 5 (Five) year with effect from 01st November, 2021, upon the terms and conditions as are set out in the Statement annexed hereto.

**FURTHER RESOLVED 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. Sajjan Kumar Sharma (DIN: 02162166), 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. Sajjan Kumar Sharma (DIN: 02162166) shall be within the limits set out in section 197 of the Companies Act, 2013 read with 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.

**FURTHER RESOLVED 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 special resolution.”

5. **Appointment of Ms. Shampa Paul (DIN: 07490402), as Director and also as Independent Director of the Company.**

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

**“RESOLVED THAT** Ms. Shampa Paul (DIN: 07490402), who was appointed by the Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee, at their respective meetings held on 14th April, 2022, as an Additional Director of the Company, with effect from 15th April, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant Articles of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting, but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act and relevant Articles of the Articles of Association of the Company, signifying the intention to propose the candidature of Ms. Shampa Paul (DIN: 07490402), for the office of Director, be and is hereby appointed as a Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, and all other applicable provisions, if any, of the Companies Act, 2013, (the Act), read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) and relevant Articles of the Articles of Association of the Company, Ms. Shampa Paul (DIN: 07490402), who has submitted a declaration pursuant to Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations that she meets the criteria of independence as provided under Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI Listing Regulations, 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 w.e.f 15th April, 2022, whose period of office shall not be liable to determination by retirement of directors by rotation.”

**Registered Office:**

12, Dr. U.N.Brahmachari Street  
Maruti Building Fifth Floor,  
Flat No. 5F, Kolkata-700017

**Date:** 08<sup>th</sup> Day of August, 2022

**Place:** Kolkata

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

**Navdeep Bhansali** (ACS- 60924)  
Company Secretary

**Notes:**

1. IN VIEW OF THE CONTINUING COVID-19 PANDEMIC AND SOCIAL DISTANCING NORM, THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) HAS VIDE IT’S GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020, GENERAL CIRCULAR NO 17/2020 DATED APRIL 13, 2020, GENERAL CIRCULAR NO 20/2020 DATED MAY 05, 2020, GENERAL CIRCULAR NO 02/2021 DATED JANUARY 13, 2021, GENERAL CIRCULAR NO 19/2021 DATED DECEMBER 8, 2021, GENERAL CIRCULAR NO 21/2021 DATED DECEMBER 14, 2021 AND GENERAL CIRCULAR NO 02/2022 DATED MAY 5, 2022 (COLLECTIVELY REFERRED TO AS “MCA CIRCULARS”) AND SECURITIES AND EXCHANGE BOARD OF INDIA VIDE ITS CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, DATED JANUARY 15, 2021, AND SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (REFERRED TO AS “SEBI CIRCULAR”) PERMITTED THE HOLDING OF THE ANNUAL GENERAL MEETING (“THE MEETING” OR “AGM”) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MODES (“OAVM”), WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE. ACCORDINGLY, IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 (“THE ACT”), THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015, MCA CIRCULARS AND SEBI CIRCULARS, THE AGM OF THE COMPANY IS BEING HELD THROUGH VC/ OAVM. ACCORDINGLY THE ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD THROUGH VC/ OAVM ON TUESDAY, THE 27TH DAY OF SEPTEMBER, 2022 AT 11:00 A.M. (IST). THE DEEMED VENUE FOR THE AGM WILL BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 12, DR. U.N.BRAHMACHARI STREET, MARUTI BUILDING, 5TH FLOOR, FLAT NO. 5F, KOLKATA – 700 017.
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 CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, 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. 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 or to the Company’s email id companysecretary@kkalpanaplastick.co.in/kolkata@kkalpanaplastick.co.in.
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 33rd 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](http://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 No. 4 to 5 of the Notice of 33rd AGM is annexed hereto. The recommendation of the Board of Directors of the Company ("the Board") in terms of Regulation 17(11) of the Listing Regulations for each item of Special business, which are considered unavoidable by the Board, is also provided in the said statement.

The relevant details, pursuant to Regulation 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 ("SS-2"), 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.

The relevant details, pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (regarding the disclosures to be made in relation to the appointment of Statutory Auditors also forms part of the Explanatory statement and annexed hereto as Item No 3.

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 33<sup>rd</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. 27.09.2022. Members seeking to inspect such documents can send an e-mail to the Company Secretary, Mr. Navdeep Bhansali at [companysecretary@kkalpanaplastick.co.in](mailto:companysecretary@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 33<sup>rd</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.20. 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 Tuesday, 20th September, 2022 (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 Wednesday, 21<sup>st</sup> September, 2022 to Tuesday, 27<sup>th</sup> September, 2022 (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 Circulars, Notice of AGM including details and instructions for remote e-voting/e-voting and the Annual Report for the FY 2021-22 of the Company consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith (Collectively referred to as "Annual Report 2021-22" 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 33<sup>rd</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, 2022 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. Members, holding shares in physical mode are requested to notify the change in their name/address/nominations/email address/contract/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 and/or bank account details to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in de-mat form for any change in their particulars.
16. Members are requested to address all correspondences to the Registrar and Share Transfer Agents, as mentioned above.
17. 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.

18. Attention of members of the Company is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 on 'Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination' and it is requested that the members furnish their PAN, KYC details and Nomination with the RTA/Company in accordance with the said Circulars for updating their related records maintained in the Company.
19. 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. Consolidated shares will be issued to such member after making requisite changes.

**20. Instruction for E-Voting and Joining the AGM are as follows:**

- I. The remote e-voting period commences on Saturday, 24<sup>th</sup> September, 2022 (9:00 a.m) (IST) and ends on Monday, 26<sup>th</sup> September, 2022 (5:00 pm) (IST). 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 20<sup>th</sup> September, 2022, 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 E-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.**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider- NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the option available against company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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. 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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?”**(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).
  - b. **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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 etc.
  - 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.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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) or to the company at [companysecretary@kkalpanaplastick.co.in](mailto:companysecretary@kkalpanaplastick.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). They may also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login. The same image of the above mentioned documents should be in the naming format “Corporate Name EVEN NO”

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/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 forget your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. 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](http://www.evoting.nsdl.com) to reset the password.
4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. In case of any grievances connected to the facility for e-voting please contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai-400 013 at telephone no: 022-24994360/022-24994545 or toll free no. 1800 1020 990 / 180022 44 30 or at E-mail Id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](mailto:rta@cbmsl.com)/ [senguptask@cbmsl.com](mailto:senguptask@cbmsl.com); Tel: 033 4011 6700/16/18/23/28.
6. 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 RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com) or to the Company at [companysecretary@kkalpanaplastick.co.in](mailto:companysecretary@kkalpanaplastick.co.in)/ [kolkata@kkalpanaplastick.co.in](mailto:kolkata@kkalpanaplastick.co.in)
2. 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 RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com) or to the Company at [companysecretary@kkalpanaplastick.co.in](mailto:companysecretary@kkalpanaplastick.co.in)/ [kolkata@kkalpanaplastick.co.in](mailto:kolkata@kkalpanaplastick.co.in). If you are an Individual shareholders holding securities in de-mat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.**

**Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in de-mat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User Id and Password for e-voting by providing above mentioned documents in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their de-mat account in order to access e-Voting facility.

**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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, at telephone no. 022-24992360 / 022-24994545 or toll free no 1800 1020 990 / 1800 22 44 30 or at E-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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 AGM may register themselves as a speaker, from Wednesday, September 14, 2022 (09:00 A.M IST) to Monday, September 19, 2022 (05:00 P.M. IST), 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 [companysecretary@kkalpanaplastick.co.in/](mailto:companysecretary@kkalpanaplastick.co.in) [kolkata@kkalpanaplastick.co.in](mailto:kolkata@kkalpanaplastick.co.in).
7. Shareholders (including those shareholders who would like to register themselves as speakers at AGM) who would like to seek some clarification on the accounts or other reports may send their questions from Wednesday, September 14, 2022 (09:00 A.M IST) to Monday, September 19, 2022 (05:00 P.M. IST), the meeting, mentioning their name, de-mat account number/folio number, email id, mobile number at [companysecretary@kkalpanaplastick.co.in/](mailto:companysecretary@kkalpanaplastick.co.in) [kolkata@kkalpanaplastick.co.in](mailto:kolkata@kkalpanaplastick.co.in), so that the same will be replied by the Company suitably.
8. When a pre-registered speaker is invited to speak at the meeting but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.

**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 within two working days 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 along with 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.

21. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
22. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
23. 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:**

12, Dr. U.N.Brahmachari Street  
Maruti Building Fifth Floor,  
Flat No. 5F, Kolkata-700017

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

**Date:** 08<sup>th</sup> Day of August, 2022

**Place:** Kolkata

**Navdeep Bhansali** (ACS- 60924)  
Company Secretary

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 33RD ANNUAL GENERAL MEETING**

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

Name of Director	Mr. Sajjan Kumar Sharma	Ms. Shampa Paul
DIN	02162166	07490402
Date of Birth	11.08.1963	25.01.1976
Date of Appointment on the Board	01.11.2021	15.04.2022
Qualification	B.Com	B.Com (Hons.)
Expertise	Mr. Sajjan Kumar Sharma aged 58 years has more than 38 years of rich experience in the field of Accounting and Taxation.	Ms. Shampa Paul aged 46 years has more than 10 years of rich Experience in the field of Accounting, Auditing and Administration.
Directorships held in other public companies including private companies which are subsidiaries of public companies #	NIL	1. Premier Ferro Alloys & Securities Limited 2. Deevee Commercials Limited 3. Pan Emami Cosmed Limited 4. TMT Viniyogan Limited 5. New Way Constructions Limited 6. Emami Capital Market Limited
Memberships / Chairmanships of Committees across other Companies in which he/she is a Director	NIL	NIL
Memberships / Chairmanships of Committees in the Company	Member of Stakeholders Relationship Committee and Audit Committee of Kkalpana Plastick Limited	Chairman of Nomination & Remuneration Committee, Member of Audit Committee of Kkalpana Plastick Limited
Listed entities from which the person has resigned in the past three years	NIL	NIL
The skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	N.A.	Covered in Explanatory Statement for resolution of Item No. 05
Shareholding in the Company	NIL	NIL
Relationship with other Directors	NIL	NIL

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

12, Dr. U.N.Brahmachari Street  
Maruti Building Fifth Floor,  
Flat No. 5F, Kolkata-700017

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

**Date:** 08<sup>th</sup> Day of August, 2022

**Place:** Kolkata

**Navdeep Bhansali** (ACS- 60924)  
Company Secretary

## **STATEMENT OF THE NOTICE (REFER NOTE 6)**

The following Explanatory Statement sets out all the material facts relating to the Item No 3, 4 and 5 of the accompanying Notice dated August 08, 2022:

### **Item No: 3**

The Members of the Company at the 28th Annual General Meeting ('AGM') held on 22nd September, 2017, approved the appointment of M/s. B.K. Sharma & Associates, Chartered Accountants, Kolkata (Firm Registration No. 323388E), as the Statutory Auditors of the Company to hold office from the conclusion of the said 28<sup>th</sup> AGM until the conclusion of 33<sup>rd</sup> AGM ("this AGM"). Since the tenure of 5 years (one term of five consecutive years) of M/s. B.K. Sharma & Associates, Chartered Accountants, Kolkata, the present Statutory Auditors of the Company expires at this Annual General Meeting of the Company, the Company is required to appoint a new Statutory Auditor.

The Board of Directors of the Company (the "Board") at its meeting held on August 08, 2022, based on the recommendation of the Audit Committee, have recommended the appointment of M/s B. Mukherjee & Co. (Firm Registration No: 302096E), Chartered Accountants, Kolkata, in terms of Section 139 of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (as amended) from time to time.

M/s B. Mukherjee & Co. (Firm Registration No: 302096E), Chartered Accountants, Kolkata, have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

Further, the Board on recommendation of the Audit Committee, at its meeting held on August 08, 2022, had considered and approved the remuneration of Rs 45,000/- from the conclusion of this Annual General Meeting till the conclusion of 34<sup>th</sup> Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Director in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.

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.

The Board recommends the resolution for approval of the members.

None of the directors and the 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)

**The details required to be disclosed under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:**

**A. Proposed fees payable to the Statutory Auditor(s):** Rs 45,000/- from the conclusion of this Annual General Meeting till the conclusion of 34<sup>th</sup> Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.



**B. Terms of appointment:** Appointment as Statutory Auditors of the Company from the conclusion of 33<sup>rd</sup> AGM for a period of 5 (Five) consecutive years till the conclusion of the 38<sup>th</sup> AGM of the Company, to carry out Audit of the Financial Statements, Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results, etc., of the Company

**C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with rationale for such change:** There is no material change in the fees payable to M/s B. Mukherjee & Co. from that of M/s. B.K. Sharma & Associates. The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.

**D. Basis of recommendation for appointment:** The Board of Directors and the Audit Committee, at their respective meetings held on August 08, 2022, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience in various industry, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s B. Mukherjee & Co suitable for this appointment and accordingly, recommended the same.

**E. Credentials of the Statutory Auditor proposed to be appointed:** M/s B. Mukherjee & Co., Chartered Accountants, Kolkata has more than 65 years of experience in the Statutory Audit, Internal Audit, Concurrent Audit, Income & Expenditure Audit, Revenue Audit, Stock Audit, KYC Audit, TAX Audit, Fixed Assets Audit etc.

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

The Board of Directors had appointed Mr. Sajjan Kumar Sharma (DIN: 02162166), as Additional Director of the Company with effect from 01<sup>st</sup> November, 2021, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant Articles of the Articles of Association of the Company.

As an additional director, Mr. Sajjan Kumar Sharma (DIN: 02162166), will hold office only upto the date of this Annual General Meeting. In terms of Section 161 and applicable provisions of the Companies Act, 2013, Mr. Sajjan Kumar Sharma (DIN: 02162166), being eligible has offered himself for appointment, is proposed to be appointed a director of the Company. Further, on recommendation of Nomination and Remuneration Committee, at its meeting held on 30<sup>th</sup> October, 2021, the Board of Directors of the Company, at its meeting held on same day, approved the appointment of Mr. Sajjan Kumar Sharma (DIN: 02162166), aged 58 years, as Whole-Time Director of the Company for a period of 5 (Five) year with effect from 01<sup>st</sup> November, 2021, on the following main terms and conditions:

- i) The appointment shall be for a period of 5 years commencing from 01st November, 2021 as Whole-Time Director, subject to approval of members of the Company.
- ii) Mr. Sajjan Kumar Sharma (DIN: 02162166) will be liable to retire by rotation while he continue to be a Whole-Time Director of the Company.
- iii) As Whole time Director, Mr. Sajjan Kumar Sharma (DIN: 02162166) 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. Sajjan Kumar Sharma (DIN: 02162166) shall be entitled to the following remuneration:

A. Salary:

Rs. 2,50,000/- per annum

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. Sajjan Kumar Sharma (DIN: 02162166) may be entitled as aforesaid.

Mr. Sajjan Kumar Sharma (DIN: 02162166), aged 58 years, is a B.Com Graduate and has more than 38 years of experience in the field of Accounting and Taxation. The Board of Directors of your company is of the opinion that his association with your company will be technically and financially a sound proposition.

The special resolution, being Item No. 4 of the notice convening the Annual General Meeting is intended for the purpose.

The Board of Directors recommend the special resolution for approval of members and accordingly the approval of the members is sought pursuant to the provisions of Section 196,197,198 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, and relevant provisions of the Articles of Association of the Company, for the above appointment of Mr. Sajjan Kumar Sharma (DIN: 02162166), as Whole-Time Director of the Company and payment of remuneration to him.

Mr. Sajjan Kumar Sharma (DIN: 02162166), is not related to any other Director of the Company. A brief resume of Mr. Sajjan Kumar Sharma (DIN: 02162166), as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as Annexure to this Notice.

Save and except Mr. Sajjan Kumar Sharma (DIN: 02162166), 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). This item being Special Business is unavoidable in nature.

**Item No. 5**

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Shampa Paul (DIN: 07490402) as Additional Director of the Company, in the recommended category "Independent Director", with effect from 15<sup>th</sup> April, 2022, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with relevant regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") and relevant articles of the Articles of Association of the Company.

As an additional director, Ms. Shampa Paul (DIN: 07490402) will hold office only upto the date of this Annual General Meeting and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Companies Act, 2013 and relevant Articles of the Articles of Association of the Company, received in writing, a notice from member, proposing the candidature for the office of Director.

Ms. Shampa Paul (DIN: 07490402) has also given declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013, and Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has also given her consent to act as Director.

Ms. Shampa Paul (DIN: 07490402) aged 46 years is a B.Com (Hons.) Graduate with more than 10 years of Experience in Accounting, Auditing and Administration. The Board is of the opinion that she is a person of integrity, possesses the relevant expertise/experience and also fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and is independent of the management and that her induction into the Board will be of benefit to the Company and that it will lend an independent and fair view to the decision making process.

Ms. Shampa Paul (DIN: 07490402), is not related to any other Director of the Company. A brief profile of Ms. Shampa Paul (DIN: 07490402), including nature of Expertise, is provided in the annexure to the Notice, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Given her experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have Ms. Shampa Paul (DIN: 07490402) on the Board of Directors of the Company and accordingly recommends the appointment of Ms. Shampa Paul (DIN: 07490402) as Independent Director of the Company for a period of five (5) consecutive years, w.e.f 15th April, 2022, whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no.5 of the notice convening the Annual General Meeting for approval by members.

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, between 10:00 am (IST) to 01:00pm (IST) on any working day except Saturday upto the date of meeting and also at the venue of the meeting

The consent of the members is sought by way of an Ordinary Resolution as set out at Special Business under Item No. 5 of the accompanying Notice convening the Annual General Meeting.

Save and except Ms. Shampa Paul (DIN: 07490402), none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially 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). This item being Special Business is unavoidable in nature.

**Registered Office:**

12, Dr. U.N.Brahmachari Street  
Maruti Building Fifth Floor,  
Flat No. 5F, Kolkata-700017

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

**Date:** 08<sup>th</sup> Day of August, 2022

**Place:** Kolkata

**Navdeep Bhansali** (ACS- 60924)  
Company Secretary