

Kkalpana Plastick Limited

**32nd Annual Report
2020–2021**

CORPORATE INFORMATION

CIN: L25200WB1989PLC047702

BOARD OF DIRECTORS (AS ON 25TH MAY, 2021)

WHOLE-TIME DIRECTOR

Mr. Deo Kishan Kalwani (DIN: 03363450)

NON-EXECUTIVE INDEPENDENT DIRECTORS

Ms. Rashi Nagori (DIN: 09057989)

(w.e.f. 10.02.2021)

Mrs. Ananya Dey (DIN: 01297763)

Mr. Samir Kumar Dutta (DIN: 07824452)

COMPANY SECRETARY & CFO

Ms. Ankita Karnani

COMMITTEES

Audit Committee:

Mr. Samir Kumar Dutta (DIN: 07824452)-Chairman

Mr. Deo Kishan Kalwani (DIN: 03363450)-Member

Ms. Rashi Nagori (DIN: 09057989) -Member

(w.e.f. 10.02.2021)

Stakeholders Relationship Committee:

Mr. Samir Kumar Dutta (DIN: 07824452)-Chairman

Mrs. Ananya Dey (DIN: 01297763)-Member

Mr. Deo Kishan Kalwani (DIN: 03363450)-Member

Nomination & Remuneration Committee:

Mr. Samir Kumar Dutta (DIN: 07824452)-Chairman

Mrs. Ananya Dey (DIN: 01297763)-Member

Ms. Rashi Nagori (DIN: 09057989)-Member

(w.e.f. 10.02.2021)

AUDITORS

Statutory Auditors:

M/s B. K. Sharma & Associates

Chartered Accountants

“Rampur Chambers”,

10 Clive Row, 01st Floor,

Kolkata – 700 001

Secretarial Auditors:

B.K. Barik & Associates

Practicing Company Secretaries

3A Garstin Place, 4th Floor

Kolkata – 700 001

Internal Auditors:

P R Shukla & Associates

1, R N Mukherjee Road

Martin Burn Building,

1st Floor, Room No.1

Kolkata – 700 001

BANKERS:

DENA BANK

HDFC BANK

YES BANK

REGISTERED OFFICE

12, Dr. U.N.Bhramachari

Street, Maruti Building

5th Floor, Flat No. 5F

Kolkata – 700 017

Phone: +91-33-4003 0674

E Mail: - kolkata@kkalpanaplastick.co.in

Website: www.kkalpanaplastick.com

REGISTRAR AND SHARE TRANSFER AGENT

C B Management Services (P) Limited

(Unit – Kkalpana Plastick Ltd),

P-22-Bondel Road, Kolkata - 700 019

Phone: 033 4011 6700 / 6716 / 6728

Fax: 91-33-40116739

E Mail: rta@cbmsl.com

Website: www.cbmsl.com

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NOTICE OF 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd (Thirty Second) Annual General Meeting of the Members of **Kkalpana Plastick Limited** will be held on Wednesday, the 29th day of September, 2021 at 11.00 a.m. at 3, Saheed Nityananda Saha Sarani, Kolkata-700 001 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021, 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 Ms. Rashi Nagori (DIN: 09057989) as an Independent Director of the Company for a period of 5 (Five) consecutive years, who was appointed as an Additional Director in accordance with section 161 of the Companies Act, 2013 with effect from 10th February, 2021.**

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

"RESOLVED THAT Ms. Rashi Nagori (DIN 09057989), who was appointed by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, at their respective meetings held on 10/02/2021 as an Additional Director of the Company with effect from 10th February, 2021 and who holds office up to the date of this Annual General Meeting under provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, but who is eligible for appointment and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Ms. Rashi Nagori (DIN 09057989) for the office of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152, and all other applicable provisions, if any, of the Companies Act, 2013, (the Act), read with Schedule IV to the Companies (Appointment and Qualification of Directors) Rules, 2014 or any statutory modification(s) or re-enactment thereof, Ms. Rashi Nagori (DIN 09057989), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years up to the fifth consecutive AGM of the Company to be held in the year 2026, whose period of office shall not be liable to determination by retirement of directors by rotation ."

4. **Re-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 re-appointment of Mr. Deo Kishan Kalwani (DIN: 03363450) as a Whole Time Director of the Company for a period of 1 year with effect from 1st October, 2021, 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 re-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:

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: 25th Day of May, 2021

Place: Kolkata

Ankita Karnani (ACS - 33634)

Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING” OR “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. MEMBERS ARE REQUESTED TO NOTE THAT PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. IF A PROXY IS APPOINTED FOR MORE THAN 50 MEMBERS, THE PROXY SHALL CHOOSE ANY FIFTY MEMBERS AND CONFIRM THE SAME TO COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. IN CASE, THE PROXY FAILS TO DO SO, THE FIRST 50 PROXIES RECEIVED BY THE COMPANY SHALL BE CONSIDERED AS VALID.

THE INSTRUMENT APPOINTING PROXY, DULY COMPLETED, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED, EITHER IN PERSON OR THROUGH POST, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING (i.e. ON OR BEFORE 27TH SEPTEMBER, 2021, 11:00 A.M. IST). A PROXY FORM FOR THE AGM IS ENCLOSED.

2. Corporate Members intending to send their authorized representatives to attend the meeting are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, or upload it on the e-voting portal (for e-voting), authorizing their representative to attend and / or vote, on their behalf, at the AGM.
3. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. The members/proxies/authorized representatives are requested to bring duly filled attendance slip (as enclosed herewith) along with their copy of Annual Report at the AGM and hand it over at the counter at the venue.
4. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
5. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 of the Companies Act, 2013 (‘the Act’) will be available for inspection by the members at the AGM.
6. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on all resolutions set forth in the Notice convening the 32nd Annual General Meeting (AGM), electronically, through electronic voting (e-voting) services facilitated by the National Securities Depository Limited (NSDL) and all items of the business may be transacted through remote e- voting (facility to cast vote from a place other than the venue of the AGM) services provided by National Securities Depositories Limited (“NSDL”). Instructions and other information relating to remote e-voting are given in the notice under note no. 17.

The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting. Members, who cast their

votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again. In case votes are cast by such members at the meeting then votes casted through e-voting will only be considered. The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, (Membership No. FCS- 2699, C.O.P No. 2948) as the scrutinizer for this purpose.

8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Wednesday, **22nd September, 2021 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM and that a person who is not a member as on the cut-off date should treat this Notice for information purpose only.
9. In case of joint holders attending the meeting, only such joint holder, who is higher in order of names, will be entitled to vote at the meeting.
10. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from **Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021** (both days inclusive).
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice and Annual Report and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with Depository Participant(s). Members who have not registered their e-mail addresses may now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Member holding physical shares may register their e-mail address with the Registrar and Share Transfer Agents of the Company. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon sufficient prior written request.
12. Notice of the 32nd AGM, details and instructions for remote e-voting and the Annual Report of the Company for the year ended 31st March, 2021 along with attendance slip and proxy form are uploaded on the Company's website www.kkalpanaplastick.com and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection from 11.00 a.m. to 01.00 p.m. on working days upto the date of the meeting and also at the venue during the meeting.

Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same, in writing in advance. For the members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

13. Members, holding shares in physical mode are requested to notify the change in their address / mandate / bank account to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Registrar & Share Transfer Agent of the Company ("RTA"). Members holding Shares in demat mode are requested to intimate any change in their address and / or bank account details to their respective Depository Participant(s) (DPs). The Company cannot act on any request received directly from members holding shares in demat form for any change in their particulars.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and updation of KYC by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details and update their KYC by submitting requisite details to the Company's Registrar and Share Transfer Agents, M/s. CB Management Services Pvt. Limited.
15. As per the provisions of Section 72 of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
16. As per the amendment made to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. 1st 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 depository. Further, as per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the shareholders, who are still holding shares in physical form, are requested to take immediate action to demat their shares to avail easy liquidity and to update their Bank details with the Company to enable direct credit of dividends, if any declared, as per SEBI Regulations.
17. **Process and manner for members opting for remote e-voting are as under:**
 - I. The remote e-voting period commences on **Sunday, 26th September, 2021 (9:00 am) and ends on Tuesday, 28th September, 2021 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22th September, 2021, 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. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.