

DDEV PLASTIKS INDUSTRIES LIMITED
Registered Office: 2B, PRETORIA STREET, KOLKATA – 700 071
Phone : 033 2282 3744 /45, Fax :- 033 2282 3739
E Mail : kolkata@ddevgroup.in
CIN :- L24290WB2020PLC241791

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, act, rules, regulations, circulars, and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary Resolutions by the Members of Ddev Plastiks Industries Limited (the “Company” or “DPIL”) by means of Postal Ballot, only by way of remote electronic voting (“e-voting” or “remote e-voting”) process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto for your consideration and forms part of the Notice.

In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (“SEBI Circular”), this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 17th May 2024 (“cut-off date”) received from the Depositories (i.e. National Securities Depository Limited (“NSDL”) and Central Depository and Services (India) Limited (“CDSL”)) and whose e-mail addresses are registered with the Company/ C B Management Services Private Limited, Registrar and Share Transfer Agent (“RTA”) / Depositories. Physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members since the requirement has been dispensed with as per the afore mentioned MCA Circulars and SEBI Circular and consequently no physical ballot forms will be accepted by the Company.

The Postal Ballot Notice (“Notice”) will also be placed on the website of the Company at www.ddevgroup.in under Investor Relations tab, the e-voting website of NSDL at www.evoting.nsd.com and shall also be communicated to stock exchange where the shares of the Company are listed i.e BSE Limited (“BSE”) and hosted at www.bseindia.com.

In accordance with the MCA Circulars and SEBI Circular, the Company has made necessary arrangements with the RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. Those holding shares in dematerialized (“demat”) mode may update their email addresses with the relevant Depository Participants (“DPs”)

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, as amended and framed thereunder and the MCA Circulars and SEBI Circular, the manner of voting on the proposed resolutions

is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has, at its meeting held on Monday, 20th May, 2024, appointed Mr. Ashok Kumar Daga (Membership No. FCS: 2699; CP No.: 2948), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting process in a fair and transparent manner and in accordance with the provision of the Act and Rules made thereunder and any other statutory guideline, in this regard, in view of the consent letter submitted by him stating his willingness to be appointed as Scrutinizer for the Postal Ballot.

The voting rights of the members shall be reckoned in proportion to the equity shares held by them on the Cut-Off date. Only members entitled to vote are entitled to vote as on the cut-off date under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as intimation only. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Members are requested to carefully read the instructions on e-voting printed in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process. The members should cast their votes online from 9:00 am (IST) on Monday, 27th May, 2024 till 05.00 pm (IST) on, Tuesday, 25th June, 2024 as per e-voting and other instructions provided with Postal Ballot Form. E-Voting shall not be allowed beyond 05.00 pm (IST) Tuesday, 25th June, 2024 and beyond such time it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the postal ballots (e-voting). The results along with Scrutinizer’s Report shall be declared on or before Thursday, 27th June 2024, at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company’s website www.ddevgroup.in and that of NSDL and BSE. The Scrutinizer’s decision on the validity of the voting shall be final

The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Tuesday 25th June, 2024. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESS:

1. **Ratification of Related Party Transactions with Kkalpana Industries (India) Limited for the Financial Year 2023-24**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 (“Rules”), as amended from time to time, and other applicable provisions of the Act read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Company’s Policy on Related Party Transactions, consent of members of the Company be and is hereby accorded to the ratify the payment of Royalty/ Branding fee by the Company to Kkalpana Industries (India) Limited (“KIIL”), being related party, during the financial year 2023-24, amounting to Rs. 16.65 Crores, being 1.65 Crores in excess of the amount approved by members, for use of the intellectual

property rights (being brand / trademarks, patents, technical know-how, strategic management support, centralised procurement, etc.) belonging to KIIL.

FURTHER RESOLVED THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.

2. **To approve Material Related Party Transactions with Kkalpana Industries (India) Limited for Financial Year 2024-25**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 (“Rules”), as amended from time to time, and other applicable provisions of the Act read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 and 23(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Company’s Policy on Related Party Transactions and all other applicable laws and regulations, as amended supplemented or re-enacted, and the recommendation of Audit Committee and Board of Directors of the company the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) for entering into/ carrying out and/or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Kkalpana Industries (India) Limited (“KIIL”), a related party of your Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations, for sale, purchase or supply of any goods or materials, directly or through appointment of agent for an aggregate value not exceeding Rs. 300 Crores, payment of Royalty/ Branding fee for use of the intellectual property rights (being brand / trademarks, patents, technical know-how, strategic management support, centralised procurement, etc.) at the rate of Re. 1 per kg on finished goods subject to an aggregate value not exceeding Rs. 20 Crores (exclusive of all taxes as may be applicable) and for payment of lease rent for availing on lease the land situated at Dankuni for an aggregate value not exceeding Rs. 3.60 Crores, and on such other terms and conditions including that the lease rent shall be increased by 10% every two years during the lease period of 10 years or as renewed and extended, from time to time, as detailed in the Explanatory Statement for Item No. 2 as annexed hereto, for the Financial Year 2024-25, notwithstanding the fact that the aggregate values of all these transaction(s), whether undertaken directly by the Company, may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in ordinary course of business of the Company and in accordance with the terms and conditions as may be considered appropriate by the Board of Directors of the company.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the

aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to negotiate, amend, modify, sign, finalize, settle and execute necessary terms, conditions, documents, papers, contract, agreement, arrangements etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution ”

FURTHER RESOLVED THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.

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

By Order of the Board of Directors
For Ddev Plastiks Industries Limited

Date: 20th May, 2024
Place: Kolkata

Tanvi Goenka (ACS-31176)
Company Secretary and Compliance Officer

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules and any other applicable provisions of the Act read with Rules thereunder setting out the material facts and reasons for the proposed Resolutions of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Act, SEBI Listing Regulations and SS-2 are appended herein below for your consideration.
2. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Postal Ballot Notice along with the instructions regarding E-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Registrar and Transfer Agent, C B Management Services Private Limited (“RTA”)/ Depositories (i.e. National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as at close of business hours on Friday, 17th May 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its RTA as on the Cut-off date. For Members who have not registered their e-mail IDs, please follow the instructions given under Note no. 18.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering Remote E-Voting (“e-voting”) facility to enable the Members to cast their votes electronically.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote E-Voting only. The Company has engaged the services of NSDL to provide Remote E-Voting facility to its member. The detailed procedure with respect to E-Voting is mentioned in Note No. 20.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.ddevgroup.in, website of the stock exchanges i.e. BSE Limited at www.bseindia.com and also on the website of e-Voting service provider i.e. National Securities Depository Limited’s (‘NSDL’) e-Voting website at www.evoting.nsdl.com.
6. Documents referred to in the Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 10.00 a.m. to 2.00 p.m. on all working days except Saturday and Public Holidays until closure of time for casting vote through remote e-voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to kolkata@ddevgroup.in or tanvi.goenka@ddevgroup.in.
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) for shares held in Demat Mode. Members may note that physical shareholding is not applicable to the Company.
8. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and in vernacular language in Bengali newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 and the same will also be uploaded on the Company’s website: www.ddevgroup.in-->Investor Relations Section
9. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the paid-

up share capital of the Company held by them as on close of business hours of Friday, 17th May 2024, i.e. the Cut-off date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote E-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote E-Voting process. Any person who is not a Member as on the Cut-off date or becomes a member post the Cut-off date should treat this Postal Ballot Notice for information purpose only.

10. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to daga.ashok@gmail.com or to the Company to kolkata@ddevgroup.in / tanvi.goenka@ddevgroup.in with a copy marked to evoting@nsdl.co.in
11. The Remote E-Voting facility will commence on Monday, 27th May 2024 at 09:00 am (IST) and will end on Tuesday, 25th June 2024 at 5:00 pm (IST). Remote E-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.
12. Members are requested to cast their vote through the remote E-voting process not later than 05:00 pm (IST) on Tuesday, 25th June 2024, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
13. Once the votes on the resolutions are cast by the Members, the Members will not be allowed to change them subsequently.
14. The Board of Directors of the Company have, at its meeting held on 20th May, 2024, appointed Mr. Ashok Kumar Daga (FCS-2699, COP: 2948), Practicing Company Secretary, as Scrutinizer, to scrutinize the Postal Ballot through remote E-voting process in a fair and transparent manner. Mr. Daga had communicated his willingness for such appointment.
15. The Scrutinizer's decision on the validity of the e-voting shall be final and binding on all.
16. The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the postal ballots (e-voting). The results along with Scrutinizer's Report shall be declared on or before Thursday, 27th June 2024, at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website www.ddevgroup.in and that of NSDL and BSE at www.evoting.nsdl.com and www.bseindia.com, respectively.
17. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 25th June 2024, i.e. the last date specified for receipt of votes through the Remote E-voting process. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
18. Procedure for registration of email address with the Company/DP:
Members are requested to register the email address with their concerned DPs, in respect of electronic holding. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to Registrar and Share Transfer Agents-M/s CB Management Services Private Limited at P-22, Bondel Road, Kolkata – 700019 or at e-mail address: rta@cbmsl.com on or before 05:00 p.m. IST on Thursday, 20th June, 2024. Further,

those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA / Company to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address, in future.

19. Members holding shares in demat mode are requested to intimate any change in their address and/ or bank mandate or any particulars to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in demat mode for change/ updation in their particulars.
20. The details of the process and manner for remote e-voting are explained herein below;

Cut -off date for Remote E-Voting Eligibility	17.05.2024
Remote E-Voting Commencement Date and Time	27.05.2024 at 9:00am
Remote E-Voting End Date and Time	25.06.2024 at 05:00pm

- (i) Process to vote electronically by 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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

	<p>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 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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 :

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. 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 or to the Company to kolkata@ddevgroup.in / tanvi.goenka@ddevgroup.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can 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.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at evoting@nsdl.co.in

ii. 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 of the Company, physical shareholding is not applicable since such shares are maintained in Escrow Account maintained by the Company and such holders are not eligible to vote in Postal Ballot.
 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@cbmsl.com and kolkata@ddevgroup.in/tanvi.goenka@ddevgroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
21. Attention of members of the Company is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/PIR/2021/687 dated 14th December,

2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 on 'Common and Simplified Norms for Processing Investors Service Requests by RTAs and norms for furnishing PAN, KYC details and nomination' and it is requested that the members furnish their respective PAN, KYC Details and nomination with the RTA/Company/ in accordance with said Circulars for updating their related records maintained in the Company. Further, as per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for members in respect of shares held by them. Members holding shares in electronic may obtain nomination forms from their respective Depository Participants(s).

22. We urge the members to support our commitment to environment protection by choosing to receive their communications through e-mail. You may do this by updating your email addresses with you depository participant(s) and the RTA/Company.

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

By Order of the Board of Directors
For Ddev Plastiks Industries Limited

Date: 20th May, 2024
Place: Kolkata

Tanvi Goenka (ACS-31176)
Company Secretary and Compliance Officer

EXPLANATORY STATEMENT

Item No. 1

Provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") state that any related party transaction in relation to sale, purchase or supply of goods or material and availing of rendering of any services, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution. The proviso to Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2023, states that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual standalone turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and Regulation 23(4) of SEBI Listing Regulations mandates the requirement of prior approval of members of a listed entity, by means of an ordinary resolution, for all material related party transactions and its subsequent material modification(s), even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

As per Regulation 23(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with effect from July 01, 2019, transactions involving payments made to a related party with respect to brand usage or royalty would be considered material if the transaction(s) to be entered into individually or taken together with previous transactions, during a financial year, exceed(s) 5% of the annual consolidated turnover of the listed entity as per last audited financial statements of the listed entity and would require approval of Members of the Company.

The Annual Turnover of the Company as at 31st March 2023 (the Audited financials of the Company for the preceding financial year) was Rs. 2503.75 Crores (Rupees Two Thousand Five Hundred Three

Crores and Seventy-Five Lakhs only) and the members of the company had vide Postal Ballot, result whereof declared on 19th June, 2023, approved entering into related party transactions with Kkalpana Industries (India) Limited (“KIIL”), a related party within the definition of Section 2(76) of the Act and 2(1)(zb) of the SEBI Listing Regulations by virtue of being a fellow subsidiary (having common promoter and holding company), relating to sale, purchase and supply of goods and materials, directly or through appointment of agent, for an aggregate limit not exceeding Rs. 300 crores and payment of royalty/ branding fee to KIIL at the rate of Re. 1 per kg of finished goods (excluding taxes as applicable) not exceeding in aggregate Rs. 15 Crores, for Financial Year 2023-24 (“FY 2023-24”).

During FY 2023-24 the actual amount paid to KIIL towards sale, purchase and supply of goods and materials remained well within the approved limit of Rs. 300 Crores i.e. Rs. 12.01 Crores and that towards royalty/ branding fee was Rs. 16.65 Crores, being Rs. 1.65 Crores in excess of that approved by member. Although the overall transaction with KIIL was well within the total approved amount and is also not deemed material, either individually based on type of transaction or in aggregate, keeping in view the materiality threshold, as prescribed, considering the high volume the actual amount paid towards royalty/ branding fee exceeded the approved limit of Rs. 15 Crores by Rs. 1.65 Crores.

Further, provisions of section 188(3) state that any contract or arrangement entered into by a director or any other employee, without obtaining the consent of the Board or approval by members, as the case may be, may be ratified by the Board or as the case may be, by the members within three months from the date on which such contract or arrangement was entered into. Therefore, your company seeks approval of members to ratify the difference amount of royalty/ branding fee of Rs. 1.65 Crores in view of that approved by members, being Rs. 15 crores against that actually paid being Rs. 16.65 Crores.

It is hereby confirmed that the above related party transaction was entered in the ordinary course of business of the Company and on an arm's length basis, on mutually agreed terms and conditions. The Audit Committee and the Board of Directors, at its meeting held on 20th May 2024 also considered the matter and recommended the same to the members of the company for its approval.

Your company is into Compounding Business as demerged from KIIL and vested into the Company. However, KIIL had an established marketing network, thorough knowledge, expertise, strong channels, branding and mediums to sell products related to Compounding Business that has been demerged to the Company. It has a wide Industry reputation keeping in view the history of its business and operations; hence it was prudent to use similar marketing chain. Your Company has been using its brand name and logo which has got worldwide reputation alongside its brand name and logo to gain market recognition and establish its brand, post the demerger. During the year the company had exceeded the budgeted volume of turnover of goods and materials and therefore even at the approved rate of fee payment being Re. 1/- per kg of finished goods it incurred higher royalty/ branding fee than that estimated.

The Business of the Company would have been impacted if the transactions of the nature stated herein above were not carried on by the company or restricted. It was in the interest of the Company therefore, to continue or engage in the said transactions as it would contribute to business growth, competitiveness, and efficiency of the Company.

Accordingly, on the basis of the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 1 of the accompanying Notice to the members for approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 1.

Mr. Narrindra Suranna and Mr. Ddev Surana and/or their respective relatives are concerned or interested in the resolutions. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the relevant ordinary resolution set forth at Item no. 1 in the Notice for the approval of the Members.

Item No. 2

Provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) state that any related party transaction in relation to sale, purchase or supply of goods or material and availing of rendering of any services, directly or through appointment of agent, and those relating to leasing of property of any kind amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution. The proviso to Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2023, states that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual standalone turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and Regulation 23(4) of SEBI Listing Regulations mandates the requirement of prior approval of members of a listed entity, by means of an ordinary resolution, for all material related party transactions and its subsequent material modification(s), even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further, as per Regulation 23(1A) of the SEBI Listing Regulations, with effect from July 01, 2019, transactions involving payments made to a related party with respect to brand usage or royalty would be considered material if the transaction(s) to be entered into individually or taken together with previous transactions, during a financial year, exceed(s) 5% of the annual consolidated turnover of the listed entity as per last audited financial statements of the listed entity and would require approval of Members of the Company

In the apparent case it may be noted that the Annual Turnover of the Company as at 31st March 2024 (the Audited financials of the Company for the preceding financial year) is Rs. 2431.24 Crores (Rupees Two Thousand Four Hundred Thirty One Crores and Twenty Four Lakhs only) approximately, and the proposed related party transactions relating to sale, purchase and supply of goods and materials, directly or through appointment of agent, for the Financial Year 2024-25 is Rs. 300 Crores (Rupees Three Hundred Crores) and therefore be deemed to be material related party transaction, pursuant to provisions of SEBI Listing Regulations and shall require approval of members, pursuant to the provisions of the Act and said Regulation.

Your Company also proposes payment of branding fee/royalty to KIIL, as a bundled compensation for using its brand / trademarks, patents, centralised procurement, etc., at the rate of Re. 1 per kg of finished goods (excluding taxes as applicable) subject to not exceeding an aggregate of Rs. 20 Crores in the FY 2024-25 to KIIL which is within the prescribed limits of materiality threshold as per Regulation 23(1A) of SEBI Listing Regulations. It further proposes to avail on lease the land of KIIL situated at Dankuni for a period of 10 years at lease rent of Rs. 3.60 Crores per annum, with the option to increase the lease rent @ 10% every two years and to renew the lease agreement, if thought fit, after the expiry of its term, subject to receipt of necessary approvals, as may be applicable, which is also within the prescribed limits of materiality threshold.

KIIL, being fellow subsidiary and having common promoter and Directors as that in the Company, is the related party of your Company and is in the business of trading and manufacturing of specialty compounds which is a key raw material in your Company’s business operations. Your company is into Compounding Business as demerged from KIIL and vested into the Company. KIIL acts as a reputed

and major procurer and supplier of specialty compounds and therefore has advantages of large scale operations and sustainable and credible benefits of economies of scale. Since KIIL can supply the said commodity to your company, your Company looks forward to be able to take advantage of the large volumes at a better negotiated price. It will not only help smoothen business operation but also ensure consistent flow of desired quality and quantity of material without interruptions. Further since KIIL is in recycling business the scraps/ end products of your company may be of use to KIIL as raw material. With respect to payment of royalty/ branding fee, it may be noted that KIIL had an established marketing network, thorough knowledge, expertise, strong channels, branding and mediums to sell products related to Compounding Business that has been demerged to the Company. It has wide Industry reputation keeping in view the history of its business and operations, hence it was prudent to use similar marketing chain. Your Company has been using its brand name and logo which has got worldwide reputation alongside its brand name and logo to gain market recognition and establish its brand, post the demerger. Further, in view of the improved demands of company products, it is proposed to expand the operations of the company and as such it is proposed to avail on lease the land registered in the name of KIIL at Dankuni to set up a unit for production of company's products.

During the Financial Year 2024-25, the Company, proposes to enter into above related party transaction(s), on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove. Accordingly, as per the Act and SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Board of Directors, at its meeting held on 20th February 2024, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved the said transactions.

The Business of the Company may be impacted if the transactions of the nature stated herein above are not carried on by the company or are restricted. It is in the interest of the Company therefore, to continue or engage in the said transactions as they contribute to business growth, competitiveness, and efficiency of the Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the requisite information is given below:

Name of the Related Party	Kkalpana Industries (India) Limited (KIIL)		
Type/ Nature of Transaction	Sales/ Purchase or supply of any goods or material, directly or through appointment of agent	Royalty/ Branding Fee	Lease Rent for availing land on lease
Name of the Director/ Key Managerial Personnel who is related	Mr. Narrindra Suranna is the Chairman and Managing Director of both Companies. Mr. Ddev Surana, Whole Time Director of your Company is Non Executive Director in KIIL.		
Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary (KIIL and the Company has common promoters and holding company holding in aggregate 74.99% and 74.85% of Equity Shares of the company and KIIL, respectively).		
Material terms, monetary value and particulars of contract or arrangement, Manner of determining pricing & other commercial terms	Pricing and payment terms:- consideration at arm's length for each transaction shall be mutually determined by the Parties	At prescribed rate	At market rate

Tenure of proposed transaction	FY 2024-25		
Value of Transaction	Rs. 300 Crores	At the rate of Re-1 per kg of finished good subject to not exceeding Rs. 20 Crores	Rs. 3.60 Crores (to be increased by 10% every 2 years during lease period)
Value of RPT as a % of as a % of the Annual Consolidated Turnover for the immediately preceding financial year, that is represented by the value of the transaction.	The Annual Turnover of the Company as at 31.03.2024 is Rs. 2431.24 Crores		
	12.34%	0.82%	0.15%
	Aggregate Value of RPT in % is 13.31%		
Justification as to why the RPT is in the interest of the Company	Forms part of the explanatory statement to the resolution no. 2		
Copy of the Valuation or other external party report, if any, if such report has been relied upon	Not applicable for the said transactions		
% of counter party's annual consolidated turnover that is represented by the value of RPT	KIIL's Annual Turnover as at 31.03.2024 is Rs. 62.09 Crores		
	483.17%	32.21%	5.80%
	Aggregate Value of RPT in % is 521.18% However, the members had accorded approval for Sales/ Purchase or supply of any goods or material, directly or through appointment of agent and for payment of Royalty/ Branding Fee vide Resolution passed by Postal Ballot result whereof was declared on 11.04.2024 For Lease Rent approval of members will be sought by the KIIL vide Postal Ballot		
Any other information	All material/ required information has been provided. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.		

Accordingly, on the basis of the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No.2 of the accompanying Notice to the members for approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 2.

Mr. Narrindra Suranna and Mr. Ddev Surana and/or their respective relatives are concerned or interested in the resolutions. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the relevant ordinary resolution set forth at Item no. 2 in the Notice for the approval of the Members.

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

By Order of the Board of Directors
For Ddev Plastiks Industries Limited

Date: 20th May, 2024
Place: Kolkata

Tanvi Goenka (ACS-31176)
Company Secretary and Compliance Officer