



NOTICE OF 2ND ANNUAL GENERAL MEETING.

NOTICE IS HEREBY GIVEN that the 2nd (Second) Annual General Meeting of the Members of DDEV PLASTIKS INDUSTRIES LIMITED will be held at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 on Thursday, the 29th day of September, 2022, at 11.30 A.M. to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheets as at 31st March, 2022 and the Statements of Profit & Loss Accounts and Cash Flow Statements for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend of Rs. 0.24p per Equity Share of face value Re. 1/- each (i.e @ 24%) for the Financial Year ended 31st March, 2022
3. To appoint a Director in place of Mr. Rajesh Kothari (DIN 02168932), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31st March, 2023**

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby approves the remuneration of Rs.30000/- plus taxes, as applicable, and out-of-pocket expenses payable to M/s. D.Sabyasachi & Co., Practicing Cost Accountant, who are appointed as Cost Auditors of the Company, as recommended by the Audit Committee of the Board and also approved by the Board of Directors of the Company, at their respective meetings held on 28th May, 2022 to conduct Audit of the cost accounting records pertaining to plastic compounds and other related manufacturing items of the Company for the year ending 31st March, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

5. **Determination of fees to be Charged for Service of documents to members through any particular mode.**

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 Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules of Companies (Incorporation) Rules, 2014 and any other relevant rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, whereby a document may be served on any shareholder by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members of the Company be and is hereby accorded to charge such fees in advance equivalent to the estimated actual expenses of delivery of the documents or as are set out in the statement annexed hereto, for service of documents through a particular mode, pursuant to any request made by the shareholder for delivery of such documents to him/her, through a particular mode of services mentioned above

provided such request along with requisite fee has been duly received by the Company, atleast 7 days in advance of dispatch of documents by the Company to the shareholder and that no such request shall be entertained by the Company post the dispatch of such document to the shareholder. .

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

6. Appointment of Mrs. Ramya Hariharan (DIN 06928511) 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** Mrs. Ramya Hariharan (DIN 06928511), who was appointed by the Board of Directors as an Additional Director under the category of Independent Director of the Company with effect from 28th March, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 106 and Article 107 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, signifying his intention to propose the candidature of Mrs. Ramya Hariharan (DIN 06928511) 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 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and relevant Articles of the Articles of Association, Mrs. Ramya Hariharan (DIN 06928511), who has submitted a declaration pursuant to Section 149 (7) of the Act that she meets the criteria of independence under 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 with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation.”

7. Appointment of Mrs. Mamta Binani (DIN 00462925) 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** Mrs. Mamta Binani (DIN 00462925), who was appointed by the Board of Directors as an Additional Director under the category of Independent Director of the Company with effect from 28th March, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 106 and Article 107 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, signifying his intention to propose the candidature of Mrs. Mamta Binani (DIN 00462925) 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 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and relevant Articles of the Articles of Association, Mrs.



Mamta Binani (DIN 00462925), who has submitted a declaration pursuant to Section 149 (7) of the Act that she meets the criteria of independence under 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 with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation.”

8. Appointment of Mr. Samir Kumar Dutta (DIN 07824452) 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 Special Resolution:

“**RESOLVED THAT** Mr. Samir Kumar Dutta (DIN 07824452), who was appointed by the Board of Directors as an Additional Director under the category of Independent Director of the Company with effect from 28th March, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 106 and Article 107 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, signifying his intention to propose the candidature of Mr. Samir Kumar Dutta (DIN 07824452) 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 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and relevant Articles of the Articles of Association, Mr. Samir Kumar Dutta (DIN 07824452), who has submitted a declaration pursuant to Section 149 (7) of the Act that he meets the criteria of independence under 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 with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation and further approval is accorded to his continuation as Non Executive Independent Director of the Company from said date.”

9. Appointment of Mr. Ddev Surana (DIN: 08357094) 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** in accordance with the 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, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Ddev Surana (DIN – 08357094) as Whole-Time-Director of the Company, for a period of 5 (Five) years with effect from 28th March, 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Ddev Surana (DIN – 08357094), 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. Ddev Surana (DIN – 08357094) 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.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this special resolution.”

10. Appointment of Mr. Rajesh Kothari (DIN: 02168932) 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** in accordance with the 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, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Rajesh Kothari (DIN – 02168932) as Whole-Time-Director of the Company, for a period of 5 (Five) years with effect from 28th March, 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Rajesh Kothari (DIN – 02168932), 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. Rajesh Kothari (DIN – 02168932) 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.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this special resolution.”

11. Appointment of Mr. Narrindra Suranna (DIN: 00060127) as Director and also as Chairman and Managing 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. Narrindra Suranna (DIN 00060127), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th March, 2022, at its meeting held on 28th March, 2022 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 Article 106 and Article 107 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, signifying his intention to propose the candidature of Mr. Narrindra Suranna (DIN 00060127) for the office of Director, be and is hereby appointed as a Director of the Company.



RESOLVED FURTHER THAT in accordance with the 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, consent of the members of the company be and is hereby accorded to the appointment of Narrindra Suranna (DIN 00060127) as Chairman and Managing Director of the Company, for a period of 5 (Five) years with effect from 28th March, 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration, from time to time, as may be agreed to by the Board and Narrindra Suranna (DIN 00060127), subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Narrindra Suranna (DIN 00060127)) 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.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this special resolution.”

12. Place of keeping and inspection of Registers, Returns etc..

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

“**RESOLVED THAT** pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5(2) of the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to keep, maintain and preserve the Register of Members, Index of Members, Registers required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other register/ documents as may be required and permitted, at the office of the Registrar and Share Transfer Agent of the Company viz. C B Management Services Private Limited situated at P-22, Bondel Road, Kolkata - 700019 or any other its office within the local limits of the Registered Office of the Company, as may be decided by the Board of Directors, instead of the keeping, maintaining and preserving the same at Registered Office of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto including to sign and submit such documents or forms or intimation, etc. and to do all such acts, deeds, matters and things as it may, in its sole discretion deem necessary, proper, desirable to give effect to this resolution.

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

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

Date: 28th Day of May, 2022
Place: Kolkata

Tanvi Goenka (ACS- 31176)
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, 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, 2022, 11:30A.M. IST). A PROXY FORM FOR THE AGM IS ENCLOSED.

2. Institutional/Corporate Members (i.e. other than Individuals/HUF/NRI etc.) intending to authorize its representatives to attend the meeting and vote thereat and/or on proposed business as per notice of meeting are required to send a certified copy of the Board/ its Governing Body's Resolution/ Authorization (physical or scanned copy in.pdf/.jpg mode permissible only), 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. 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 at kolkata@ddevgroup.in or to the Company Secretary's email id at tanvi.goenka@ddevgroup.in.
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, setting out material facts concerning the special business under Item Numbers 4 to 12 of the Notice of 02nd AGM is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re appointment at this AGM, is also annexed. Requisite declarations have been received from Directors seeking appointment/re-appointment
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. All documents referred to in the Notice convening the 02nd 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 by the members from the date of circulation of the Notice upto the date of AGM i.e. 29.09.2022. Members seeking to inspect such documents may send an e-mail to the Company Secretary, Ms. Tanvi Goenka at tanvi.goenka@ddevgroup.in.



8. 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 02nd 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.23.

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 cast 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.

9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Thursday, 22nd 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 or ballot voting at the AGM.
10. 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.
11. 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 Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive).
12. 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. Members 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.
13. Notice of the 02nd AGM, details and instructions for remote e-voting and the Annual Report of the Company for the year ended 31st March, 2022 along with attendance slip and proxy form are uploaded on the Company's website www.ddevgroup.in 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 between 10:00am (IST) to 1:00pm (IST) on all working days except Saturday upto the date of 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.

14. Members, holding shares in physical mode are requested to notify the change in their name/address / mandate/ bank account/ nominations/e-mail address/ contact details/ 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 demat form, are requested to intimate any change in their address and/or

bank mandate to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in demat for, for any change in their particulars.

15. Members are requested to address all correspondences, including those on dividends, to the Registrar and Share Transfer Agents, as mentioned above.
16. 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 demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. CB Management Services Pvt. Limited.
17. 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 RTA's 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.
18. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents, by Members holding shares in physical form. Members holding shares in electronic form, may obtain Nomination forms from their respective Depository Participant.
19. As per the amendment made to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, read with press release (2018 PR No. 49/2018) dated 03.12.2018, it is now mandated, w.e.f. 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. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which along with the said SEBI Circular dated January 25, 2022, can be downloaded from the Company's website, i.e. www.ddevgroup.in.
20. 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.
21. The Dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting will be credited/ dispatched between 30th September, 2022 to 29th October, 2022 to those members or to those mandates :-
 - a. Whose name appear as Beneficial Owners as at the end of 22nd September, 2022 in the statements of beneficial owner furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), in respect of shares held in electronic form and
 - b. Whose names appear as Members in Register of Members of the Company, after giving effect to all valid share



transfers/transmissions in physical form lodged with the Company/ RTA on or before the 22nd September, 2022

It may be noted that in view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders. Your company shall accordingly make the payments of Dividend after deducting Tax at Source.

22. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company has filed its Listing Application as on date of the Notice and is expected to be listed by date of meeting. Therefore, its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member, vide dispatch of dividend warrant/ cheque, as the case may be.

23. Process and manner for members opting for remote e-voting are as under:

- I. The remote e-voting period commences on 26th September, 2022 (9:00 a.m) and ends on 28th September, 2022 (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 22nd 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 for providing facility to the members of the Company and to scrutinize the ballot voting 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

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<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. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 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.

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 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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 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.
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 at kolkata@ddevgroup.in or to the Company Secretary at tanvi.goenka@ddevgroup.in with a copy marked to evoting@nsdl.co.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVEN NO."
- 2 Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of cut-off date i.e. 22nd September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA at rta@cbmsl.com. However, if you are already registered with NSDL for remote E-voting then you can use your existing User ID and Password for casting your vote. If you forgot your password you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free number 1800-1020-990 and 1800-22-44-30. Incase of Individual shareholder holding securities in demat mode who acquire shares of the company and becomes a member after sending of the notice and holding shares as of cut off date i.e. 22nd 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 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 or call on toll free no.: 1800-222-990 or 1800 22 44 30 or send a request at evoting@nsdl.co.in
- 5 Incase 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. 11800 1020 990 / 1800 22 44 30 or at E-mail ID : evoting@nsdl.co.in. Incase of grievances connected to members data please contact Mr. Sujit Sengupta, M/s C.B. Management Services Pvt. Ltd. (Unit- Ddev Plastiks Industries Limited), P-22, Bondel Road, Kolkata – 700019, West Bengal; Email: rta@cbmsl.com/senguptask@cbmsl.com; Tel: 033 2280 6692 / 93/94/2486.
- 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 on 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 the RTA at rta@cbmsl.com or to the Company at kolkata@ddevgroup.in or to the Company Secretary at tanvi.goenka@ddevgroup.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 the RTA at rta@cbmsl.com or to the



Company at kolkata@ddevgroup.in or to the Company Secretary at 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**.

3. Alternatively shareholder/member may send an e-mail request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by proving the details mentioned 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 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

Other Instructions

- 1 The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 2 The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, within two working days of the conclusion of the 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.
- 3 The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kkalpanagroup.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.

24. The Resolutions shall be deemed to be passed on the date of Annual General Meeting, subject to receipt of sufficient votes.
25. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to the Notice.
26. 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)
27. 25. Members desiring any information/clarification relating to the accounts and operations of the company or intending to raise any query are requested to write to the Company atleast 10 days in advance of the meeting, to the Company Secretary at the registered office address, so as to enable the management to keep the information ready.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mrs. Ramya Hariharan (DIN: 06928511)	Mrs. Mamta Binani (DIN 00462925)	Mr. Samir Kumar Dutta (DIN: 07824452)
Date of Birth	27.08.1978	10.10.1972	04.12.1943
Date of Appointment on the Board	28.03.2022	28.03.2022	28.03.2022
Qualification	LLB, Company Secretary	B.Com (Hons.) from Calcutta University. She is also a Fellow member of the Institute of Company Secretaries of India (ICSI)	B.Sc from Calcutta University. He is a Fellow member at Institute of Cost Accountants of India
Expertise	Mrs. Ramya Hariharan has more than 19 years of experience in dealing with general corporate matters, mergers and acquisitions, projects, banking and finance and insolvency matters. She is the partner in charge of the eastern region of a reputed national law firm. She is experienced in all forms of restructuring and in handling insolvency and restructuring transactions under the recent insolvency regime.	Mrs. Binani has over 20 years of experience in corporate consultation & advisory, covering Due Diligence, Secretarial & Legal functions. She has been the first lady Chairperson (eastern region) of (ICSI) and has held the post of President of ICSI.	He has over 32 years of experience in finance and additionally 13 years of experience in corporate consultation and advisory, covering Cost Audit and Tax matters
Directorships held in other public companies including private companies which are subsidiaries of public companies #	Kkalpana Industries (India) Limited Rohit Ferro Tech Limited Texmaco Infrastructure & Holdings Limited TRF Limited Amalgam Steel & Power Limited The Indian Steel & Wire Products Limited	Balrampur Chini Mills Ltd. GPT Infraprojects Ltd. Emami Paper Mills Ltd. Skipper Ltd. Emami Ltd. Anmol Industries Ltd. Uttam Value Steels Ltd. Uttam Galva Metallics Ltd.	Kkalpana Industries Ltd.



Name of Director	Mrs. Ramya Hariharan (DIN: 06928511)	Mrs. Mamta Binani (DIN 00462925)	Mr. Samir Kumar Dutta (DIN: 07824452)
Memberships / Chairmanships of Committees across other companies in which he/she is a Director	<p>Member of Audit Committee in The Indian Steel & Wire Products Limited, Kkalpana Industries (India) Limited and Texmaco Infrastructure & Holdings Limited. Chairperson of Audit Committee in Rohit Ferro Tech Limited</p> <p>Member of Stakeholder Relationship Committee in TRF Ltd., Chairperson of Stakeholder Relationship Committee in Kkalpana Industries (India) Limited.</p> <p>Member of Nomination and Remuneration Committee in Kkalpana Industries (India) Limited, Chairperson of Nomination and Remuneration Committee in Rohit Ferro Tech Limited and The Indian Steel & Wire Products Limited</p> <p>Member of Corporate Social Responsibility Committee in The Indian Steel & Wire Products Limited</p>	<p>Member of Audit Committee in Balrampur Chini Mills Ltd., GPT Infraprojects Ltd., Uttam Galva Metallics Ltd, and Uttam Value Steels Ltd. Chairperson of Audit Committee in Anmol Industries Ltd.</p> <p>Chairperson of Nomination and Remuneration Committee in Skipper Ltd. and Anmol Industries Ltd. Member of Nomination and Remuneration Committee in Uttam Galva Metallics Ltd, Uttam Value Steels Ltd.</p> <p>Chairperson in Corporate Social Responsibility Committee in Anmol Industries Ltd. Member in Corporate Social Responsibility Committee in GPT Infraprojects Ltd.</p>	<p>Member of Corporate Social Responsibility Committee and Chairperson of Audit Committee and Nomination and Remuneration Committee in Kkalpana Industries (India) Limited</p>
Memberships / Chairmanships of Committees in the company	Member of Nomination and Remuneration Committee and Audit Committee.	Member of Nomination and Remuneration Committee	Chairperson of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee. Member of Corporate Social Responsibility Committee
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors	NIL	NIL	NIL

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

Name of Director	Mr. Ddev Surana (DIN: 08357094)	Mr. Rajesh Kothari (DIN: 02168932)	Mr. Narrindra Suranna (DIN: 00060127)
Date of Birth	31.12.1992	05.06.1964	16.08.1961
Date of Appointment on the Board	07.12.2020	07.12.2020	28.03.2022
Qualification	B. Com(Hons), MSc-Management for Buisness Excellence (UK), MBA (CAM)-(USA)	Graduate (B.Com)	Graduated from Calcutta University in 1984. He has done his L.L.B from Calcutta University and MBA from Harvard University (correspondence course)
Expertise	He has wide exposure in project management, particularly in Information Technology, marketing, Human Resource & administration and operations	Mr. Kothari has more than 30 years of experience in the areas of marketing, after sales service and market research and has wide experience in dealing in compounding business.	One of the promoters of the Company, he has got wide experience in plastic industry. His vision and business acumen has led the Group to immense success. His venture into the Compounding sector, has today emerged as one of India's leading Polymer compound manufacturers with global acclamation
Directorships held in other public companies including private companies which are subsidiaries of public companies #	Kkalpana Industries (India) Limited Ddev Plastic Limited	Ddev Plastic Limited	Kkalpan Industries (India) Limited
Memberships / Chairmanships of Committees across other companies in which he/ she is a Director	Member in Corporate Social Responsibility Committee and Stakeholder Relationship Committee in Kkalpana Industries (India) Limited	None	Member in Corporate Social Responsibility Committee in Kkalpana Industries (India) Limited
Memberships / Chairmanships of Committees in the company	Member in Corporate Social Responsibility Committee and Stakeholder Relationship Committee	Chairperson of Corporate Social Responsibility Committee, Member of Audit Committee and Stakeholders Relationship Committee	Member in Corporate Social Responsibility Committee
Shareholding in the Company	683850 (0.73%)- Promoter	NIL	500 (0.00%)-Promoter
Relationship with other Directors	Son of Mr. Narrindra Suranna, Chairman and Managing Director.	NIL	Father of Mr. Ddev Surana, Whole Time Director
Last drawn Remuneration	-	-	-

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

Registered Office:
2B Pretoria Street
Kolkata-700 071

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

28th May, 2022
Place: Kolkata

Tanvi Goenka (ACS 31176)
Company Secretary



Statement pursuant to Section 102 of The Companies Act, 2013

Item No.4

The company is required, under provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with the Companies (Cost Records and Audit) Rules, 2014 (“the Rules”), as amended from time to time, to have the audit of its Cost Records conducted by a Practicing Cost Accountant or a firm of Cost Accountants. Further, in accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their respective meeting held on 28th May, 2022, has approved the appointment of M/s D. Sabyasachi & Co (Firm Registration No. 000369), Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2022-23, at a remuneration of Rs. 30,000/- plus taxes, as applicable, and out of pocket expenses incurred in connection with the Cost Audit.

Accordingly, the consent of the members is sought by way of an Ordinary Resolution as set out at Special Business under Item No. 4 of the accompanying Notice convening the Annual General Meeting, for ratification of remuneration amounting to Rs. 30,000/- plus taxes, as applicable, and out of pocket expenses, incurred in connection with the Cost Audit, payable to the Cost Auditors for the financial year ending 31st March, 2023.

The Board of Directors accordingly, commends the ordinary resolution set out at Item No. 4 of the accompanying Notice convening the Annual General Meeting for ratification by the members.

None of the Directors or Key Managerial Personnels of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

Item No.5

In accordance with the provisions of Section 20 of the Companies Act, 2013 read with the Rule 35 of the Companies (Incorporation) Rules, 2014, a document may be served on any member by sending it to him/her by registered post, speed post, electronic means or any other mode as may be prescribed. A member may request for delivery of any documents, notices and other correspondences through a particular mode, in consideration of such fees as may be determined by the shareholders in the Annual General Meeting.

Since the cost of providing the document may vary according to the mode of service , weight and destination etc therefore it is proposed that actual expenses that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company subject to minimum charges as below. Accordingly, Board has recommended charging the following minimum fees for delivery of any documents, notices and other correspondences through a particular mode, subject to the approval of the Shareholders;

Sl.No.	Name of Documents	Fees to be paid (Amt in Rs.)
1.	Memorandum of Association	200/-
2.	Annual Report	200/-
3.	Notice of AG/EGM	100/-
4.	Other Correspondences	50/-

As such, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business under Item No. 5 of the Notice for fees to be paid by the members of the Company for delivery of notices, documents and other correspondences through a particular mode.

The Board recommends the resolution for approval of the members.

None of the Directors or Key Managerial Personnels of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholdings in the Company.

Item No.6

The Board of Directors appointed Mrs. Ramya Hariharan (DIN 06928511) as Additional Director of the Company, in the recommended category “Independent Director”, with effect from 28th March, 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 and Article 106 and 107 of the Articles of Association of the Company.

As an additional director, Mrs. Ramya Hariharan (DIN 06928511) 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 provisions of Articles of Association of the Company, received, in writing, a notice from member, proposing her candidature for the office of Director.

Mrs. Ramya Hariharan (DIN 06928511) has also given declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013, that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and has also given her consent to act as Director.

Mrs. Ramya Hariharan (DIN 06928511), aged around 43 years, is a qualified Company Secretary and LLB. She has more than 19 years of experience in dealing with general corporate matters, mergers and acquisitions, projects, banking and finance and insolvency matters. She is the partner in charge of the eastern region of a reputed national law firm. She has advised on several joint ventures, mergers and acquisitions transactions involving listed as well as unlisted companies including cross-border transactions. She also has experience in all forms of restructuring including by way of scheme of arrangement, slump sale, capital restructuring etc. She also has significant experience in handling insolvency and restructuring transactions under the recent insolvency regime and has advised large corporate houses in various insolvency and restructuring transactions. She has also been involved in various financing transactions and has closed project finance transactions over approximately Rs. 7,000 crores. As on date of this notice, in addition to Ddev Plastiks Industries Limited, she also holds directorship in Kkalpana Industries (India) Limited, Texmaco Infrastructure & Holdings Limited, TRF Limited, Amalgam Steel & Power Limited and The Indian Steel & Wire Products Limited. 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 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.

Mrs. Ramya Hariharan is not related to any other Director of the Company. A brief profile of Mrs. Ramya Hariharan (DIN: 06928511), including nature of expertise, is provided in the annexure to the Notice. It may be noted that although the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) are not applicable to the Company on date of this notice, it is hereby confirmed that the appointment of Mrs. Ramya Hariharan, if made, shall be in conformity with said regulations, specifically Regulation 17 of Listing Regulations and that she fulfills the criteria of independence as specified in Regulation 16 and 25 of said Regulations.

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 Mrs. Ramya Hariharan (DIN: 06928511) on the Board of Directors of the Company and accordingly recommends the appointment of Mrs. Ramya Hariharan (DIN: 06928511) as Independent Director of the Company for a period of five(5) consecutive years with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no. 6 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 10:00am (IST) to 1:00pm (IST) on any working day except Saturday upto the date of meeting and also at the venue during the meeting.

Save and except Mrs. Ramya Hariharan (DIN: 06928511), 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 respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Item No.7

The Board of Directors appointed Mrs. Mamta Binani (DIN: 00462925) as Additional Director of the Company, in the recommended category "Independent Director", with effect from 28th March, 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 and Article 106 and 107 of the Articles of Association of the Company.

As an additional director, Mrs. Mamta Binani (DIN 00462925) 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 provisions of Articles of Association of the Company, received, in writing, a notice from member, proposing her candidature for the office of Director.

Mrs. Mamta Binani (DIN 00462925) has also given declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013, that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and has also given her consent to act as Director.

Mrs. Mamta Binani (DIN 00462925), aged around 49 years, is a practicing Company Secretary since 1997. She is a Fellow member of the ICSI, having over 20 years of experience in corporate consultation and advisory, covering due diligence, secretarial and legal functions. She has held the position of an All-India President of the ICSI in the year 2016. She has also been the First Lady Chairperson for the Eastern India of ICSI in the year 2010. She was conferred with a certificate of doctor of excellence in the field of management at the 3rd Intelligentsia Summit in 2017 and the Bharat Nirman Award in 2010. She is the Vice President of the National Company Law Tribunal Kolkata Bar Association, and the Chairperson of the Standing Committee on Corporate Law and Governance, Merchant Chamber of Commerce & Industry, Kolkata and the Co-Chairperson of the Stress Resolution Committee of the Indian Chamber of Commerce. Besides she is also associated in various capacities with several organizations like All India Federation of Tax practitioners, Direct Tax Practitioners Association, Association of Corporate Advisors & Executives, Kolkata. As on date of this notice, she also serves in the Board of several companies like GPT Infraprojects Ltd, Balrampur Chini Mills Limited, Skipper Limited Ltd, etc. 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 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.

Mrs. Mamta Binani (DIN 00462925) is not related to any other Director of the Company. A brief profile of Mrs. Mamta Binani (DIN 00462925), including nature of expertise, is provided in the annexure to the Notice. . It may be noted that although the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are not applicable to the Company on date of this notice, it is hereby confirmed that the appointment of Mrs. Mamta Binani, if made, shall be in conformity with said regulations, specifically Regulation 17 of Listing Regulations and that she fulfills the criteria of independence as specified in Regulation 16 and 25 of said Regulations.

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 Mrs. Mamta Binani (DIN 00462925) on the Board of Directors of the Company and accordingly recommends the appointment of Mrs. Mamta Binani (DIN 00462925) as Independent Director of the Company for a period of five(5) consecutive years with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no. 7 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 10:00am (IST) to 1:00pm (IST) on any working day except Saturday upto the date of meeting and also at the venue during the meeting.

Save and except Mrs. Mamta Binani (DIN 00462925), 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 respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Item No.8

The Board of Directors appointed Mr. Samir Kumar Dutta (DIN: 07824452) as Additional Director of the Company, in the recommended category "Independent Director", with effect from 28th March, 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 and Article 106 and 107 of the Articles of Association of the Company.

As an additional director, Mr. Samir Kumar Dutta (DIN: 07824452) 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 provisions of Articles of Association of the Company, received, in writing, a notice from member, proposing his candidature for the office of Director.

Mr. Samir Kumar Dutta (DIN: 07824452) has also given declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and has also given his consent to act as Director.

Mr. Samir Kumar Dutta (DIN: 07824452), aged about 78 years, is a Science graduate from Calcutta University and Fellow Cost Accountant. He has served a lot of industries in different professional capacities during his service tenure of 4 decades and had started his practice as a Cost Accountant since 2007. He has over 32 years of experience in finance and additionally 13 years of experience in corporate consultation and advisory, covering Cost Audit and Tax matters. As on date of this notice, in addition to Ddev Plastiks Industries Limited, he also holds directorship in Kkalpana Industries (India) Limited, Plastic Processors And Exporter Private Limited and Gantrex India Crane Rail Private Limited. The Board is of the opinion that he is a person of integrity, possesses the relevant expertise/ experience and also fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director and is independent of the management and that his 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. It may further be noted that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Agreement"), a listed entity shall not appoint or continue the directorship of any person as Non Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Considering that he is aged above 75 years and although the provisions of Listing Agreement are not applicable to the Company as on date of this Notice, in view of better corporate governance, the resolution is recommended to be passed as a Special Resolution and the members are requested to note his expertise and approve his continuance as Non-Executive Independent Director of the Company and nomination to various Committees in capacity of Non Executive Independent Director wef 28.03.2022.

Mr. Samir Kumar Dutta (DIN: 07824452) is not related to any other Director of the Company. A brief profile of Mr. Samir Kumar Dutta (DIN: 07824452), including nature of expertise, is provided in the annexure to the Notice. It may be noted that although the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are not applicable to the Company on date of this notice, it is hereby confirmed that the appointment of Mr. Samir Kumar Dutta, if made, shall be in conformity with said regulations, specifically Regulation 17 of Listing Regulations and that she fulfills the criteria of independence as specified in Regulation 16 and 25 of said Regulations.



Given 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 Mr. Samir Kumar Dutta (DIN: 07824452) on the Board of Directors of the Company and accordingly recommends the appointment of Mr. Samir Kumar Dutta (DIN: 07824452) as Independent Director of the Company for a period of five(5) consecutive years with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no. 8 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 10:00am (IST) to 1:00pm (IST) on any working day except Saturday upto the date of meeting and also at the venue during the meeting.

Save and except Mr. Samir Kumar Dutta (DIN: 07824452) 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 respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Item No.9

The Board of Directors of the Company, at its meeting held on 28th March, 2022, approved the appointment of Mr. Ddev Surana (DIN – 08357094), aged 29 years, as Whole- Time- Director of the Company for a period of 5 (Five) year with effect from 28th March, 2022, on the following main terms and conditions:

- (i) The appointment as Whole Time Director shall be for a period of 5 years commencing from 28th March, 2022. He shall also act as the Chief Executive Officer (CEO) of the Company until rescinded by the Board/members of the Company.
- (ii) Mr. Ddev Surana will be liable to retire by rotation while he continues as a Whole – Time Director of the Company.
- (iii) As Whole time Director, Mr. Ddev Surana shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Managing Director and /or the Board of Directors.
- (iv) In consideration of the performance of his duties to the Company, Mr. Ddev Surana shall be entitled to the following remuneration:

A. Salary:

Rs. 28,50,000/- (Rupees Twenty Eight Lakhs Fifty Thousand only) per annum with increment in the scale of Rs. 50,000 (Fifty Thousand only) per month

B. Benefits, Perquisites & Allowances:

- I. One month's salary as Ex-gratia per year.
- II. One month's paid leave per year, which may be encashable in part or in full, as per the Company Rules.
- III. Rent free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (eg- gas, electricity, water charges etc) for the said accommodation or House Rent and maintenance Allowance (incase residential accommodation is not provided by the company) of 100% of Basic Salary.
- IV. Leave Travel Allowance and Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company
- V. Car Facility with Driver as per Company Rules and reimbursement of repair, maintenance and operating and running charges/expenses in relation thereto

- VI. Reimbursement of actual travel expenses, telecommunication charges, petrol/diesel expenses of vehicles as per Rules of the Company.
- VII. Telephone, Mobile and Communication Facilities, Computer, Laptops at the residence for official purpose and expenses incurred thereof.
- VIII. Payment of membership fees for clubs in India including any admission/life membership fees and other allied expenses.
- IX. Any other allowances/ benefits and perquisites, as per the rules and policies of the Company as are applicable or which become applicable in the future and reimbursement of expenses as per policy of the Company not forming part of perquisites.

C. Gratuity:
As per Company Rules.

D. Yearly Increment
The annual increment, in prescribed scale, which will be merit based, will be effective from 01st April each year, and the same will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.

(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 and perquisites, 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 of Directors or any Committee thereof shall in accordance within the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to add, alter/ revise/ modify/amend or vary any of the foregoing terms and conditions of the appointment and remuneration, benefits or perquisites, from time to time to which Mr. Ddev Surana may be entitled as aforesaid and as may be agreed to by the Board of Directors and Mr. Ddev Surana.

Mr. Ddev Surana (DIN: 08357095) is a dynamic business leader and key driving force of Ddev Plastiks Industries Limited. Aged around 29 years, has done B.Com (Hons.) He has also done MSC-Management for Business Excellence from UK and MBA (CAM) from USA. He is one of the promoters of our Company having key skills in projects management, human resource, administration and information technology. He has also been associated with Kkalpana Industries (India) Limited in various projects and was taken on the Board of Directors therein in February 2019. Additionally, he also holds directorship in Ddev Plastic Limited. The Board of Directors of your company is of the opinion that his employment with your company will be technically and financially a sound proposition.

Mr. Ddev Surana is son of Mr. Narrindra Surana, Chairman and Managing Director of the Company and is also a promoter of the Company. A brief resume of Mr. Ddev Surana is set out as Annexure to this Notice.

The special resolution, being Item No. 9 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 196,197,198,203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and rules made thereunder and relevant provisions of the Articles of Association of the Company, for the above appointment of Mr. Ddev Surana (DIN: 08357094) as Whole – Time- Director and Chief Executive Officer of the Company and payment of remuneration to him.



Save and except Mr. Ddev Surana (DIN: 08357094) and Mr. Narrindra Surana, father of Mr. Ddev Surana and also co-promoter, 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 respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Item No. 10

The Board of Directors of the Company, at its meeting held on 28th March, 2022, approved the appointment of Mr. Rajesh Kothari (DIN – 02168932), aged 57 years, as Whole- Time- Director of the Company for a period of 5 (Five) year with effect from 28th March, 2022, on the following main terms and conditions:

- (i) The appointment shall be for a period of 5 years commencing from 28th March, 2022 as Whole Time Director.
- (ii) Mr. Rajesh Kothari will be liable to retire by rotation while he continues as a Whole – Time Director of the Company.
- (iii) As Whole time Director, Mr. Rajesh Kothari shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Managing Director and /or the Board of Directors.
- (iv) In consideration of the performance of his duties to the Company, Mr. Rajesh Kothari shall be entitled to the following remuneration:
 - A. Salary:
Rs. 40,00,000/- (Rupees Forty Lakh only) per annum.
 - B. Perquisites:
 - I. One month's salary as Ex-gratia per year.
 - II. One month's paid leave per year, which may be encashable in part or in full, as per the Company Rules.
 - C. Gratuity:
As per Company Rules.
 - D. Yearly Increment
Such increment as recommended by Nomination and Remuneration Committee and approved by 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 and perquisites, 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 of Directors or any Committee thereof shall in accordance within the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to add, alter/ revise/ modify/amend or vary any of the foregoing terms and conditions of the appointment and remuneration, benefits or perquisites, from time to time to which Mr. Rajesh Kothari may be entitled as aforesaid and as may be agreed to by the Board of Directors and Mr. Rajesh Kothari.

Mr. Rajesh Kothari (DIN: 02168932) aged around 57 years, a Graduate (B.Com) from Rajasthan University, Ajmer, has more than 30 years of experience in the areas of marketing, after sales service and market research. He started his career in 1985 at Kanoria Chemicals & Industries Limited. As on date on this Notice in addition to Ddev Plastiks Industries Limited, he also holds directorship in Kalawati Embroideries Private Limited and Ddev Plastic Limited. He had also served as Whole Time Director of Kkalpana Industries (India) Limited prior to his appointment in the company. The Board of Directors of your company is of the opinion that his employment with your company will be technically and financially a sound proposition.

Mr. Rajesh Kothari (DIN: 02168932) is not related to any other Director of the Company. A brief resume of Mr. Rajesh Kothari is set out as Annexure to this Notice.

The special resolution, being Item No. 10 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, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and rules made thereunder and relevant provisions of the Articles of Association of the Company, for the above appointment of Mr. Rajesh Kothari (DIN: 02168932) as Whole – Time- Director of the Company and payment of remuneration to him.

Save and except Mr. Mr. Rajesh Kothari (DIN: 02168932) 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 respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Item No.11

The Board of Directors had appointed Mr. Narrindra Suranna (DIN 00060127) as Additional Director of the Company with effect from 28th March, 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 and Article 106 and Article 107 of the Articles of Association of the Company.

As an additional director, Mr. Narrindra Suranna (DIN 00060127) 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. Narrindra Suranna (DIN 00060127), being eligible has offered himself for appointment, is proposed to be appointed a director of the Company. Further, the Board of Directors of the Company, at its meeting held on 28th March, 2022, also approved the appointment of Mr. Narrindra Suranna (DIN 00060127), aged 60 years, as Chairman and Managing Director of the Company for a period of 5 (One) year with effect from 28th March, 2022, on the following main terms and conditions:

- (i) The appointment shall be for a period of 5 years commencing from 28th March, 2022 as Chairman and Managing Director.
- (ii) His office shall not be liable to retire by rotation while he continues as a Managing Director of the Company.
- (iii) As Managing Director, Mr. Narrindra Suranna 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. Narrindra Suranna (DIN-00060127) shall be entitled to the following remuneration:
 - A. Salary:

Rs. 5,00,000/- (Rupees Five Lakhs only) per month with increment in the scale of Rs. 50,000 (Fifty Thousand only) per month
 - B. Benefits, Perquisites & Allowances:
 - I. One month’s salary as Ex-gratia per year.
 - II. One month’s paid leave per year, which may be encashable in part or in full, as per the Company Rules.
 - III. Rent free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (eg- gas, electricity, water charges etc) for the said accommodation or House Rent and maintenance Allowance (incase residential accommodation is not provided by the company) of 100% of Basic Salary.
 - IV. Leave Travel Allowance and Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company
 - V. Car Facility with Driver as per Company Rules and reimbursement of repair, maintenance and operating and running charges/expenses in relation thereto
 - VI. Reimbursement of actual travel expenses, telecommunication charges, petrol/diesel expenses of vehicles as per Rules of the Company.
 - VII. Telephone, Mobile and Communication Facilities, Computer, Laptops at the residence for official purpose and expenses incurred thereof.



VIII. Payment of membership fees for clubs in India including any admission/life membership fees and other allied expenses.

IX. Any other allowances/ benefits and perquisites, as per the rules and policies of the Company as are applicable or which become applicable in the future and reimbursement of expenses as per policy of the Company not forming part of perquisites.

C. Gratuity:

As per Company Rules.

D. Yearly Increment

The annual increment, in prescribed scale, which will be merit based, will be effective from 01st April each year, and the same will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.

(v) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the continuance of the tenure of office of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as specified above, as minimum remuneration, subject to the ceiling specified in Schedule V 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 of Directors or any Committee thereof shall in accordance within the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to add, alter/ revise/ modify/amend or vary any of the foregoing terms and conditions of the appointment and remuneration, benefits or perquisites, from time to time to which Mr. Narrindra Suranna may be entitled as aforesaid and as may be agreed to by the Board of Directors and Mr. Narrindra Suranna.

Mr. Narrindra Suranna is an Indian businessman, Philanthropist and a Humanitarian. Born in 1961, Mr. Suranna graduated from Calcutta University in 1984. He has done his L.L.B from Calcutta University and MBA from Harvard University (correspondence course). As on date of this Notice, he holds the position of Chairman & Managing Director of the Company in Kkalpana Industries (India) Limited. One of the promoters of the Company, he has got wide experience in plastic industry. His vision and business acumen has led the Group to immense success. His venture into the Compounding sector, has today emerged as one of India's leading Polymer compound manufacturers with global acclamation. As on date of this notice, in addition to Ddev Plastiks Industries Limited, he also holds directorship in Kkalpana Industries (India) Limited and Bbigplas Poly Private Limited. The Board of Directors of your company is of the opinion that his employment with your company will be technically and financially a sound proposition. It may be noted that pursuant to third proviso to section 203(3) of the Companies Act, 2013, a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the Directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the Directors then in India. Accordingly, the Board of Kkalpana Industries (India) Limited, wherein he is the Chairman and Managing Director, had at its meeting held on 26.03.2022, unanimously passed resolution according consent in respect to above appointment in the Company.

Mr. Narrindra Surana is father of Mr. Ddev Surana, Whole Time Director of the Company and is also a promoter of the Company. A brief resume of Mr. Narindra Surana as required is set out as Annexure to this Notice.

The special resolution, being Item No. 11 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, 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. Narrindra Surana (DIN: 00060127) as Chairman and Managing Director of the Company and payment of remuneration to him.

Save and except Mr. Narrindra Suranna (DIN: 00060127) and Mr. Dev Krishna Surana (DIN 08357094), Whole Time Director and their relatives 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 respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Item No. 12

As per the provisions of Section 94 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Management and Administration) Rules, 2014, the Register of Members, Index of Members, Registers required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other register/ documents as may be required and permitted are required to be maintained at the Registered Office of the Company unless a Special Resolution is passed in General Meeting authorizing keeping, maintaining and preserving the same at any other place in India in which more than 1/10th (one-tenth) of the total members entered in the Register of members reside.

Based on the geographic spread of the present shareholder base it is ascertained that more than one-tenth of the total number of members entered in the Register of Members of the Company reside or having registered addresses as Kolkata thereby providing an option to the Company to keep the Register of Members, Index of Members, Registers required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other register/ documents as may be required and permitted at any place within the local limits of Registered Office of the Company instead of the Registered Office of the Company.

In view of above and as a matter of prompt service and facilitation of convenience to the members of the Company, it is considered desirable to keep, maintain and preserve the the Register of Members, Index of Members, Registers required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other register/ documents as may be required and permitted at the Registered Office of the Registrar and Share Transfer Agents of the Company or at any other place within the local limits of the Registered Office of the Company, as may be approved by the Board.

The Company, had approved the appointment of C B Management Services Private Limited having its Office at P-22, Bondel Road, Kolkata - 700019, as the RTA of the. Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the "RTA" viz, C B Management Services Private Limited having its Office at P-22, Bondel Road, Kolkata - 700019 or its any other office in Kolkata.

The Directors recommend the said resolution proposed vide Item No. 12 to be passed as Special Resolution by the members.

None of the Directors or Key Managerial Personnels of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholdings in the Company.

Registered Office:
2B Pretoria Street
Kolkata-700 071

28th May, 2022
Place: Kolkata

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

Tanvi Goenka (ACS 31176)
Company Secretary

