



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairman,
DDEV PLASTIKS INDUSTRIES LIMITED
2B, PRETORIA STREET,
Kolkata-700071

Sub: Passing of Resolutions through Postal Ballot through E-Voting

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **16th May, 2023** had appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of National Securities Depository Limited (NSDL) for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms, as allowed by MCA.
2. Based on the Register for Voting (E-Voting) on **17th June, 2023** which was provided by National Securities Depository Limited (NSDL), I hereby submit my report as under:
 - 2.1 The Shareholders holding shares as on the cut-off date i.e. **12th May, 2023** were entitled to vote on the proposed resolutions (Item No. 1, 2 & 3 as set out in the Notice of Postal Ballot of the Company.)
 - 2.2 The Voting through Postal Ballot via Remote electronic voting (e-voting) commenced from **19th May, 2023** (9:00 A.M. IST) and ended on **17th June, 2023** (5:00 P.M. IST).
 - 2.3 The details of Remote e-voting facility provided by National Securities Depository Limited (NSDL) has been scrutinized by me for verification of votes cast in favour and against the resolution.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

- 2.4 After the time fixed for remote e-voting facility provided to the shareholders during the period as stated above, E-voting system for voting was disabled.
- 2.5 The votes were unblocked at Kolkata on 17th June, 2023 at 5.05 p.m.
- 2.6 Since the members have voted electronically through remote e-voting. There is no instance of duplication of voting.
- 2.7 My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favour or against the resolutions contained in the Notice of Postal Ballot. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the Postal Ballot dated 16th May, 2023.
- 2.8 The results of the scrutiny of voting by through e-voting facility provided during the period in respect of resolutions contained in Notice dated 16th May, 2023 are as under :

RESOLUTION NO. 1: (Ordinary Resolution)

Increase in Authorised Share Capital of the Company and consequent Alteration of Capital Clause of Memorandum of Association of the Company:

"RESOLVED THAT pursuant to the provisions of sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, as amended from time to time, the provisions of Article 63 of the Articles of Association of the Company and such other applicable provisions of Memorandum and Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors duly authorised in this behalf), consent of the members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from the existing authorised share capital of Rs. 10,15,00,000/- (Rupees Ten Crores and Fifteen Lakhs only) divided into 10,15,00,000 (Ten Crore and Fifteen Lakh) Equity Shares of Re 1/- (Rupee One Only) each to Rs 15,00,00,000 (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Re. 1/- (Rupee One Only) each.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

FURTHER RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Clause V of Memorandum of Association of the Company, be and is hereby amended by substituting the same with the following Clause V:

“V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Re. 1/- (Rupee One Only) each with the power to increase, reduce and re-classify the Capital for the time being into several classes and to attach thereto such preferential special rights.”

FURTHER RESOLVED THAT the Board of Directors (‘the Board’) [which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution] of the Company be and is hereby authorised to take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to do all such acts, deeds, matters, things and to sign and execute all necessary forms, documents and papers and to give such directions, as may be necessary or expedient, and further to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem fit or desirable, without being required to seek any further consent or approval of the members or otherwise and that the members shall be deemed to have given their approval thereto expressly by authority of this resolution and the decision shall be binding.

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	144	144	83172138	83172138	100	88.41
DISSENT	5	5	58	58	0	0
INVALID*	0	0	0	0	0	0
TOTAL	149	149	83172196	83172196	100	88.41

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated 16th May, 2023 has been approved and passed with requisite majority.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

RESOLUTION NO. 2: (Ordinary Resolution)

Approval for Capitalization of Reserves/ Profit of the Company for Issue of Bonus Shares to the shareholders.:

"**RESOLVED THAT** pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") and any other applicable rules made thereunder, as amended from time to time, the provisions of Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 ("the FEMA"), including any other applicable regulations and guidelines issued by SEBI and Reserve Bank of India ("RBI") in this regard, from time to time, and in accordance with the provisions of the Article 68(d) of the Articles of Association of the Company and such other applicable and enabling provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary and subject to such terms, conditions and modifications, if any, as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the Company's Free Reserves and/or Securities Premium Account and/or such other eligible account as may be considered necessary by the Board of the Company for the purpose of issuance of Bonus Equity Shares of Re.1/- (Rupee One only) each, credited as fully paid-up Equity Shares to the holders of the existing fully paid-up Equity Shares of the Company in consideration of their said holding, in the proportion of 1(One) Equity Share of Re.1/- (Rupee One only) each for every 10 (Ten) existing fully paid up Equity Share of Re.1/- (Rupee One only) each held by the members of the Company, whose names appear in the Register of Members maintained by the Company's Registrar and Share Transfer Agent / List of Beneficial Owners received as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such date as may be fixed in this regard by the Board ("Record Date") and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an Increase in the paid-up capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and all such Bonus Equity Shares so issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the fully paid up Equity Shares of the Company existing on the Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

FURTHER RESOLVED THAT in case of fractional shares, if any arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fraction and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.

FURTHER RESOLVED THAT these New Bonus Equity Shares shall be issued in dematerialized form only, within the period prescribed or that may be prescribed in this behalf, from time to time, pursuant to Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and such other applicable rules and regulations.

FURTHER RESOLVED THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval, if any, of RBI or any other regulatory authority, if required.

FURTHER RESOLVED THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the shares of the Company are presently listed as per the provisions of SEBI Listing Regulations and other applicable regulations, rules and guidelines.,

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to execution, filing and signing of such documents, deeds, instruments, forms and writings, applying and seeking necessary listing and trading approvals, as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, with the SEBI, Stock Exchanges where the shares of the company are listed, Depositories, Ministry of Corporate Affairs and/or any concerned authorities, and give such directions as may be considered necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue and allotment of the New Bonus Equity Shares and determine all other terms and conditions of the issue of New Bonus Equity Shares as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution and the decision shall be binding.”



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	111	111	83157868	83157868	100	88.40
DISSENT	4	4	57	57	0	0
INVALID	0	0	0	0	0	0
TOTAL	115	115	83157925	83157925	100	88.40

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated **16th May, 2023** has been approved and passed with requisite majority.

RESOLUTION NO. 3: (Ordinary Resolution)

Approval for Material Related Party Transactions.:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, as amended from time to time, and other applicable provisions of the Act read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Company’s Policy on Related Party Transactions, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) for entering into/ carrying out and/or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), as detailed in the Explanatory Statement annexed hereto, with Kkalpana Industries (India) Limited, a related party of your Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations, for an aggregate value not exceeding Rs. 300 Crores for sale, purchase or supply of any goods or materials, directly or through appointment of agent for the Financial Year 2023-24, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in ordinary course of business of the Company.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

FURTHER RESOLVED THAT the consent of the Members of the Company be and is hereby accorded to the transactions involving payment of Royalty/ Branding fee by the Company to Kkalpana Industries (India) Limited, being related party, for use of the intellectual property rights (being brand / trademarks, patents, technical know-how, strategic management support, centralised procurement, etc.) belonging to it, at the rate of Re. 1 per kg on finished goods subject to an aggregate value not exceeding Rs. 15 Crores (exclusive of all taxes as may be applicable) during financial year 2023-24, for using the said intellectual property rights, notwithstanding that the transaction(s) involving payments to Kkalpana Industries (India) Limited, with respect to royalty/license/branding fee, during the said financial year including any part thereof, is/are/may be in excess of the limits specified under Section 188 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 23 (1A) of the SEBI Listing Regulations at any time.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers, contract etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution ”

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

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	103	103	12738588	12738588	100	13.54
DISSENT	5	5	172	172	0	0
INVALID	0	0	0	0	0	0
TOTAL	108	108	12738760	12738760	100	13.54



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

In view of the above scrutiny, I hereby certify that resolution no. 3 as set out in notice dated **16th May, 2023** has been approved and passed with requisite majority.

Thanking you.

ASHOK KUMAR DAGA

Company Secretary in practice
Scrutinizer
Membership No. 2699
CP No. 2948

UDIN: * (Please refer Annexure-1)

Place: Kolkata
Date: 19.06.2023



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

*Annexure 1

TO WHOMSOEVER IT MAY CONCERN

Please note that due to critical maintenance activity in the website of Institute of Company Secretaries of India (ICSI) the UDIN facility could not be accessed since 5:00 pm on 17.06.2023 (i.e. closing of E-Voting on Postal Ballot) until 3:00 pm on 19.06.2023 and hence the report has been issued without UDIN keeping in view the prescribed timeline and requirement of submission of Voting Results of the members of the Company. The screenshot of ICSI reflecting the same is attached herewith.

