

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

**NOTICE OF POSTAL BALLOT**

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

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, act, rules, regulations, circulars, and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary Resolutions by the Members of Ddev Plastiks Industries Limited (the “Company” or “DPIL”) by means of Postal Ballot, only by way of remote electronic voting (“e-voting” or “remote e-voting”) process.

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

In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 (“SEBI Circular”), this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 12<sup>th</sup> May 2023 (“cut-off date”) received from the Depositories (i.e. National Securities Depository Limited (“NSDL”) and Central Depository and Services (India) Limited (“CDSL”)) and whose e-mail addresses are registered with the Company/ C B Management Services Private Limited, Registrar and Share Transfer Agent (“RTA”) / Depositories. Physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members since the requirement has been dispensed with as per the afore mentioned MCA Circulars and SEBI Circular and consequently no physical ballot forms will be accepted by the Company.

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

In accordance with the MCA Circulars and SEBI Circular, the Company has made necessary arrangements with the RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, as amended and framed

thereunder and the MCA Circulars and SEBI Circular, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has, at its meeting held on 16<sup>th</sup> May, 2023, appointed Mr. Ashok Kumar Daga, (Membership No. FCS: 2699; CP No.: 2948), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting process in a fair and transparent manner and in accordance with the provision of the Act and Rules made thereunder and any other statutory guideline, in this regard, in view of the consent letter submitted by him stating his willingness to be appointed as Scrutinizer for the Postal Ballot.

The voting rights of the members shall be reckoned in proportion to the equity shares held by them on the Cut-Off date. Only members entitled to vote are entitled to vote as on the cut-off date under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as intimation only.

Members are requested to carefully read the instructions on e-voting printed in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process. The members should cast their votes online from 9:00 am (IST) on Friday, 19<sup>th</sup> May 2023 till 05.00 pm (IST) on, Saturday, 17<sup>th</sup> June 2023 as per e-voting and other instructions provided with Postal Ballot Form. E-Voting shall not be allowed beyond 05.00 pm (IST) Saturday, 17<sup>th</sup> June 2023 and beyond such time it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the postal ballots (e-voting). The results along with Scrutinizer’s Report shall be declared on or before Monday, 19<sup>th</sup> June 2023, at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company’s website [www.ddevgroup.in](http://www.ddevgroup.in) and that of NSDL and BSE. The Scrutinizer’s decision on the validity of the voting shall be final

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, the i.e. Saturday, 17<sup>th</sup> June 2023.

#### **SPECIAL BUSINESS:**

1. **Increase in Authorised Share Capital of the Company and consequent Alteration of Capital Clause of Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of 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.

**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.

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

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

**"RESOLVED THAT** pursuant to the provisions of section 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 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.

**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."

3. **To approve Material Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, 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.

**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.

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

Date: 16<sup>th</sup> May, 2023  
Place: Kolkata

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

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

## NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules and any other applicable provisions of the Act read with Rules thereunder setting out the material facts and reasons for the proposed Resolutions of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Act, SEBI Listing Regulations and SS-2 are appended herein below for your consideration.
2. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Postal Ballot Notice along with the instructions regarding E-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Registrar and Transfer Agent, C B Management Services Private Limited (“RTA”)/ Depositories (i.e. National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as at close of business hours on Friday, 12<sup>th</sup> May 2023 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its RTA as on the Cut-off date. For Members who have not registered their e-mail IDs, please follow the instructions given under Note no. 18.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering Remote E-Voting (“e-voting”) facility to enable the Members to cast their votes electronically.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote E-Voting only. The Company has engaged the services of NSDL to provide Remote E-Voting facility to its member. The detailed procedure with respect to E-Voting is mentioned in Note No. 20.
5. A copy of the Postal Ballot Notice is available on the website of the Company at [www.ddevgroup.in](http://www.ddevgroup.in), website of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of e-Voting service provider i.e. National Securities Depository Limited’s (‘NSDL’) e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Documents referred to in the Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 10.00 a.m. to 2.00 p.m. on all working days except Saturday and Public Holidays until closure of time for casting vote through remote e-voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to [kolkata@ddevgroup.in](mailto:kolkata@ddevgroup.in) or [tanvi.goenka@ddevgroup.in](mailto:tanvi.goenka@ddevgroup.in).
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) for shares held in Demat Mode. Members may note that physical shareholding is not applicable to the Company.
8. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and in vernacular language in Bengali newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 and the same will also be uploaded on the Company’s website: [www.ddevgroup.in](http://www.ddevgroup.in)-->Investor Relations Section

9. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the paid-up share capital of the Company held by them as on close of business hours of Friday, 12<sup>th</sup> May 2023, i.e. the Cut-off date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote E-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote E-Voting process. Any person who is not a Member as on the Cut-off date or becomes a member post the Cut-off date should treat this Postal Ballot Notice for information purpose only.
10. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) or to the Company to [kolkata@ddevgroup.in](mailto:kolkata@ddevgroup.in) / [tanvi.goenka@ddevgroup.in](mailto:tanvi.goenka@ddevgroup.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
11. The Remote E-Voting facility will commence on Friday, 19<sup>th</sup> May 2023 at 09:00 am (IST) and will end on Saturday, 17<sup>th</sup> June 2023 at 5:00 pm (IST). Remote E-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.
12. Members are requested to cast their vote through the remote E-voting process not later than 05:00 pm (IST) on Saturday, 17<sup>th</sup> June 2023, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
13. Once the votes on the resolutions are cast by the Members, the Members will not be allowed to change them subsequently.
14. The Board of Directors of the Company have appointed Mr. Ashok Kumar Daga (FCS-2699, COP: 2948), Practicing Company Secretary, as Scrutinizer, to scrutinize the Postal Ballot through remote E-voting process in a fair and transparent manner. Mr. Daga had communicated his willingness for such appointment.
15. The Scrutinizer's decision on the validity of the e-voting shall be final and binding on all.
16. The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the postal ballots (e-voting). The results along with Scrutinizer's Report shall be declared on or before Monday, 19<sup>th</sup> June 2023, at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website [www.ddevgroup.in](http://www.ddevgroup.in) and that of NSDL and BSE at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and [www.bseindia.com](http://www.bseindia.com).
17. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, 17<sup>th</sup> June 2023, i.e. the last date specified for receipt of votes through the Remote E-voting process. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
18. Procedure for registration of email address with the Company/DP:

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

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

|   |                       |
|---|-----------------------|
| Cut -off date for Remote E-Voting Eligibility | 12.05.2023            |
| Remote E-Voting Commencement Date and Time    | 19.05.2023 at 9:00am  |
| Remote E-Voting End Date and Time             | 17.06.2023 at 05:00pm |

- (i) Process to vote electronically by using NSDL e-Voting system

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

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

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

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

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

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at</li> </ol> |

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|---|--|
|   | <p><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.</p>   |

|  |   |
|--|---|
|  | <p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.   |

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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) or to the Company to [kolkata@ddevgroup.in](mailto:kolkata@ddevgroup.in) / [tanvi.goenka@ddevgroup.in](mailto:tanvi.goenka@ddevgroup.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **ii. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case of the Company, physical shareholding is not applicable since such shares are maintained in Escrow Account maintained by the Company and such holders are not eligible to vote in Postal Ballot.
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rta@cbmsl.com](mailto:rta@cbmsl.com) and [kolkata@ddevgroup.in](mailto:kolkata@ddevgroup.in)/ [tanvi.goenka@ddevgroup.in](mailto:tanvi.goenka@ddevgroup.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
21. Attention of members of the Company is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 03<sup>rd</sup> November, 2021 read with

SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/PIR/2021/687 dated 14<sup>th</sup> December, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 on 'Common and Simplified Norms for Processing Investors Service Requests by RTAs and norms for furnishing PAN, KYC details and nomination' and it is requested that the members furnish their respective PAN, KYC Details and nomination with the RTA/Company/ in accordance with said Circulars for updating their related records maintained in the Company. Further, as per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for members in respect of shares held by them. Members holding shares in electronic may obtain nomination forms from their respective Depository Participants(s).

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

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

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

Date: 16<sup>th</sup> May, 2023  
Place: Kolkata

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

## **EXPLANATORY STATEMENT**

### **Item No. 1**

The present Authorised Capital of the Company is 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. Since the paid up capital of the Company under no circumstances can exceed the Authorised Capital of the Company.

The Board of Directors of the Company, at its meeting held on 16<sup>th</sup> May, 2023 had recommended the issuance of bonus shares in the ratio 1:10 viz 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, which has also been proposed as Item No. 2 of this Notice. If the resolution for issuance of bonus shares as recommended by the Board be approved by the members of the Company then additional paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up share capital post bonus issue will exceed the present Authorised Share Capital of the Company. Further, since under no circumstances the paid up capital may exceed the Authorised Capital therefore, in view of the proposed issuance of bonus shares, the present Authorised Share Capital of the Company need to be increased from 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 Crores) Equity Shares of Re. 1/- (Rupee One Only) each.

Further, the increase in the Authorised Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company so as to incorporate the said changes. As per the provisions of Sections 13 and 61 of the Companies Act, 2013 and Article 63 of the Articles of Association of the Company and such other enabling provisions of Memorandum and Articles of Association of the Company, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing an Ordinary Resolution.

It is also proposed to authorize the Board of Directors (which expression shall be deemed to include a Committee of Directors duly authorised in this behalf) to complete all formalities in connection therewith.

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

The Board of Directors of the Company recommends the relevant resolution set forth at Item no. 1 in the Notice for the approval of the members, as an Ordinary Resolution.

## **Item No. 2**

The Equity Shares of your Company are listed and actively traded on BSE Limited (“BSE”). As at 31<sup>st</sup> March 2023 the Free Reserves are Rs. 424 Crores (Rupees Four Hundred Twenty Four Crores Only) (which includes General Reserves of Rs. 33 Crores (Rupees Thirty Three Crores Only) and Retained Earnings of Rs. 391 Crores (Rupees Three Hundred Nine One Crores Only)) and the Security Premium Account is Rs. 51 Crores (Rupees Fifty One Crores Only). Keeping in view that the Company has performed well and with a view to reward the existing Shareholders of the Company, encourage participation of retail investors by increasing the liquidity of the equity shares and expand the retail shareholders’ base and rationalize the shareholding, the Board of Directors at their meeting held on 16<sup>th</sup> May, 2023 considered, approved and recommended, subject to approval of the Members and any other statutory and regulatory approvals as may be applicable, Bonus Issue of viz 1(One) Equity Share of Re1/- (Rupee One only) each for every 10 (Ten) existing fully paid up Equity Share of Re.1/- (Rupee One only) each held as on the “Record Date” (to be determined by the Board) by capitalizing such requisite amount standing to the credit of Company’s Free Reserves and/or Securities Premium Account and/or such other eligible account as per the Audited Financial Statements of the Company as at 31<sup>st</sup> March, 2023, as may be considered appropriate by the Board in this regard.

The capitalization of any part of the amount standing to the credit of company’s reserve accounts account requires members’ approval as per Article 67 of the Articles of Association of the Company read with any other enabling provisions of the Memorandum and Articles of Association of the Company. The issue of bonus shares, also requires approval of members, by Ordinary Resolution, in accordance with the provisions of Section 63 of the Companies Act, 2013 and Article 68 of the Articles of Association of the Company read with any other enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable rules, regulation, statutory notifications in this regard.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares of the Company and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted. The Bonus, if approved by members, shall be made in accordance with applicable regulations specified under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, the Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (which expression shall be deemed to include a Committee of Directors duly authorised in this behalf) after the approval of members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders’ approval. For the purpose of bonus to be considered as “implemented” the date of commencement of trading shall be considered. Accordingly the Company will take requisite steps for implementing the aforesaid Corporate Action and availing trading approval on or before 16.07.2023.

The Board of Directors confirm with reference to the issue of bonus shares that:

- The existing equity shares of the company are fully paid up.
- The Bonus shares have not been issued in lieu dividend or out of reserves created of revaluation of assets.
- The Company is authorized by the Article to issue bonus shares, as being proposed in the resolution.
- There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- The Company has not defaulted in payment of statutory dues of employees such as contribution to PF, gratuity and bonus.”

It is also proposed to authorize the Board to complete all formalities in connection therewith.

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

The Board of Directors of the Company recommends the relevant resolution set forth at Item no. 2 in the Notice for the approval of the members, as an Ordinary Resolution.

### **Item No. 3**

Provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with related Rules thereunder state that any related party transaction in relation to sale, purchase or supply of goods or material, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution. The proviso to Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and Regulation 23(4) of SEBI Listing Regulations mandates the requirement of prior approval of members of a listed entity, by means of an ordinary resolution, for all material related party transactions and its subsequent material modification(s), even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

In the apparent case it may be noted that the Annual Turnover of the Company as at 31<sup>st</sup> March 2023 (the Audited financials of the Company for the preceding financial year) is Rs. 2503.75 Crores (Rupees Two Thousand Five Hundred Three Crores and Seventy Five Lakhs only) and the proposed related party transactions relating to sale, purchase and supply of goods and materials, directly or through appointment of agent, for the Financial Year 2023-24 is Rs. 300 Crores (Rupees Three Hundred Crores) and therefore be deemed to be material related party transaction, pursuant to provisions of SEBI Listing Regulations and shall require approval of members, pursuant to the provisions of the Act and said Regulation.

During the Financial Year 2023-24, the Company, proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove. Accordingly, as per the Act and SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All

the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Board of Directors, at its meeting held on 11<sup>th</sup> February 2023, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved an aggregate limit not exceeding Rs. 300 crores for transactions involving purchase, sales and supply of Goods and materials, directly or through appointment of agent, for the Financial Year 2023-24, with Kkalpana Industries (India) Limited (“KIIL”), a related party within the definition of Section 2(76) of the Act and 2(1)(zb) of the SEBI Listing Regulations and further payment of royalty/ branding fee to KIIL at the rate of Re. 1 per kg of finished goods (excluding taxes as applicable) not exceeding in aggregate Rs. 15 Crores for FY 2023-24, provided said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

KIIL, being fellow subsidiary and having common promoter and Directors as in the Company, is the related party of your Company and is in the business of trading and manufacturing of specialty compounds which is a key raw material in your Company’s business operations. KIIL acts as a reputed and major procurer and supplier of specialty compounds and therefore has advantages of large scale operations and sustainable and credible benefits of economies of scale. Since KIIL can supply the said commodity to your company, your Company looks forward to be able to take advantage of the large volumes at a better negotiated price. It will not only held smoothen business operation but also ensure consistent flow of desired quality and quantity of material without interruptions. Further since KIIL is in recycling business the scraps/ end products of your company may be of use to KIIL as raw material

As per Regulation 23(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), with effect from July 01, 2019, transactions involving payments made to a related party with respect to brand usage or royalty would be considered material if the transaction(s) to be entered into individually or taken together with previous transactions, during a financial year, exceed(s) 5% of the annual consolidated turnover of the listed entity as per last audited financial statements of the listed entity and would require approval of Members of the Company. Though, your Company proposed branding fee/royalty, proposed as a bundled compensation for brand / trademarks, patents, centralised procurement, etc., is within the prescribed limits, your Company proposes to obtain voluntarily members’ approval for payment of branding fee/ Royalty at the rate of Re. 1 per kg of finished goods (excluding taxes as applicable) subject to not exceeding an aggregate of Rs. 15 Crores in the FY 2023-24 to KIIL for usage of KIIL’s brand name by the Company. As known to you the Company is into Compounding Business as demerged from KIIL and vested into the Company. However, KIIL had an established marketing network, thorough knowledge, expertise, strong channels, branding and mediums to sell products related to Compounding Business that has been demerged to the Company. It has a wide Industry reputation keeping in view the history of its business and operations, hence it was prudent to use similar marketing chain. Your Company has been using its brand name and logo which has got worldwide reputation alongside its brand name and logo to gain market recognition and establish its brand, post the demerger.

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

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

|                           |  |
|---------------------------|--|
| Name of the Related Party | Kkalpana Industries (India) Limited (KIIL) |
|---------------------------|--|

|  |  |   |
|--|--|---|
| Type/ Nature of Transaction  | Sales/ Purchase or supply of any goods or material, directly or through appointment of agent   | Royalty/ Branding Fee   |
| Name of the Director/ Key Managerial Personnel who is related  | Mr. Narrindra Suranna is the Chairman and Managing Director of both Companies. Mr. Ddev Surana, Whole Time Director of your Company is Non Executive Director in KIIL.   |   |
| Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)   | Fellow Subsidiary (KIIL and the Company has common promoters and holding company holding in aggregate 74.84% of Equity Shares, respectively.   |   |
| Material terms, monetary value and particulars of contract or arrangement, Manner of determining pricing & other commercial terms                                    | Pricing and payment terms:- consideration At arm's length for each transaction shall be mutually determined by the Parties   |   |
| Tenure of proposed transaction   | FY 2023-24   |   |
| Value of Transaction   | Rs. 300 Crores   | At the rate of Re-1 per kg of finished good subject too not exceeding Rs. 15 Crores |
| Value of RPT as a % of as a % of the Annual Consolidated Turnover for the immediately preceding financial year, that is represented by the value of the transaction. | The Annual Consolidated Turnover of the Company is Rs. 2503.75 Crores and Value of RPT as its % is 11.98%  |   |
| Justification as to why the RPT is in the interest of the Company  | Forms part of the explanatory statement to the resolution no. 3  |   |
| Copy of the Valuation or other external party report, if any, if such report has been relied upon  | Not applicable for the said transactions   |   |
| % of counter party's annual consolidated turnover that is represented by the value of RPT  | KIIL's Annual Consolidated Turnover is Rs. 272.21 Crores and the proposed RPT in terms of its % is 110.21%. However, the members have accorded approval for same vide Resolution passed by Postal Ballot result whereof was declared on 12.04.2023 |   |
| Any other information  | All material/ required information has been provided.  |   |

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No.3 of the accompanying Notice to the members for approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 3.

Mr. Narrindra Suranna and Mr. Ddev Surana and/or their respective relatives are concerned or interested in the resolutions. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the relevant ordinary resolution set forth at Item no. 3 in the Notice for the approval of the Members.

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

Date: 16<sup>th</sup> May, 2023  
Place: Kolkata

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

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