ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated December 30, 2017 ("**Letter of Offer**"). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 11 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

The Company has dispatched hard copy of the Abridged Letter of Offer along with the Composite Application Form ("**CAF**") to the Eligible Shareholders at their Indian addresses registered with their depository. You may also download the Letter of Offer from the website of SEBI, BSE Limited (Designated Stock Exchange) and the website of the Lead Manager to the Issue i.e. Vivro Financial Services Private Limited at www.sebi.gov.in, www.bseindia.com and www.vivro.net respectively.

KANPUR PLASTIPACK LIMITED

Registered Office: D 19-20, Panki Industrial Area, P. O. Udyog Nagar, Kanpur, Uttar Pradesh, India – 208022.
Telephone: +91-512-2691113/14/15/16; **Facsimile:** +91-512-2691117, **Contact Person:** Mr. Ankur Srivastava, Company Secretary & Compliance Officer
Email: secretary@kanplas.com **Website:** www.kanplas.com; **Corporate Identity Number:** L25209UP1971PLC003444

PROMOTERS OF THE COMPANY

MR. MAHESH SWARUP AGARWAL, MR. MANOJ AGARWAL AND MR. SHASHANK AGARWAL

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF 23,87,774 PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("RIGHTS EQUITY SHARE(S)") FOR CASH AT A PRICE OF ₹ 75 EACH INCLUDING A SHARE PREMIUM OF ₹ 65 PER EQUITY SHARE ("ISSUE PRICE") AGGREGATING TO AN AMOUNT UPTO ₹ 1,790.83 LAKH ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 RIGHTS EQUITY SHARE(S) FOR EVERY 5 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON DECEMBER 15, 2017 (THE "ISSUE"). THE ISSUE PRICE FOR THE EQUITY SHARES IS 7.5 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER THE CHAPTER TITLED "*TERMS OF THE ISSUE*" BEGINNING ON PAGE 126 OF THE LETTER OF OFFER.

PAYMENT METHOD

Amount payable per Rights Equity Share*	**Face Value (₹)**	**Premium (₹)**	**Total (₹)**
On Application	**₹ 5.00**	**₹ 32.50**	**₹ 37.50**
On First and Final Call	**₹ 5.00**	**₹ 32.50**	**₹ 37.50**

** For details on the payment method, please refer the chapter titled "Terms of the Issue" beginning on page 126 of the Letter of Offer.*

In terms of Regulation 17 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, our Company shall ensure that the Call Money (defined hereinafter) is collected within 12 months from the Allotment Date (defined hereinafter). In case an Investor (defined hereinafter) fails to pay the amount of the Call Money within the said 12 months from the Allotment Date, the partly paid-up Equity Shares in respect of which any amount of the Call Money remains outstanding shall be forfeited, along with the Application Money (defined hereinafter) already paid. For risks associated with the Payment Method, please refer risk factor number 2 on page 15 of the Letter of Offer. For further details, please refer the chapters titled "*Terms of the Issue*" and "*Risk Factors*" beginning on page 126 and 14 respectively of the Letter of Offer.

The existing Equity Shares of our Company are listed on BSE Limited ("**BSE**" / "**Stock Exchange**"). Our Company has received an in-principle approval from BSE for listing of the Equity Shares to be allotted in this Issue pursuant to the letter dated November 2, 2017. Since the existing Equity Shares of our Company are listed on BSE only, BSE shall be the Designated Stock Exchange for the purpose of this Issue.

Procedure: If you wish to know about processes and procedures applicable to rights issues, you may refer section titled "*Terms of the Issue*" on page 126 of the Letter of Offer. You may also download the Letter of Offer from the websites of SEBI, BSE and the Lead Manager to the Issue i.e. Vivro Financial Services Private Limited at www.sebi.gov.in, www.bseindia.com, and www.vivro.net respectively. You can also request the Lead Manager to the Issue or BSE Limited to provide a hard copy of Letter of Offer. Please note that in terms of Regulation 61(3) of SEBI ICDR Regulations the Lead Manager and the Stock Exchange may charge a reasonable amount for providing hard copy of the Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is eligible to undertake the Issue in terms of Chapter IV and to make disclosure as per clause (5) of Part E of Schedule VIII of the SEBI ICDR Regulations.

INDICATIVE TIMETABLE

Issue Opens On	January 8, 2018	**Finalisation of basis of allotment with the Designated Stock Exchange**	on or about February 6, 2018
Last Date For Receiving Request For Split Application Forms	January 15, 2018	**Initiation of Refunds**	on or about February 8, 2018
Issue Closes On	January 25, 2018	**Credit of Rights Equity Shares to demat accounts of Allotees**	on or about February 9, 2018
Commencement of trading of Rights Equity Shares on the Stock Exchange(s)			on or about February 12, 2018

The above time table is indicative and does not constitute any obligation on our Company or the Lead Manager.

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GENERAL RISKS
Investments in equity and equity related securities involve a high degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. **Investors are advised to please refer the section titled *"Risk Factors"* beginning on page 14 of the Letter of Offer and on page 5 of this Abridged Letter of Offer, before making an investment in this Issue.**

PRICE INFORMATION OF THE LEAD MANAGER				
Issue Name	**Name of Merchant Banker**	**+/- % change in closing price, (+/- % change in closing benchmark) 30th calendar days from listing +1% (+5%)**	**+/- % change in closing price, (+/- % change in closing benchmark)- 90th calendar days from listing -2% (-5%)**	**+/- % change in closing price, (+/- % change in closing benchmark)- 180th calendar days from listing**
Not Applicable, being a rights issue				

Name of Lead Manager and contact details	**Vivro Financial Services Private Limited** 607-608 Marathon Icon, Veer Santaji Lane, Opposite Peninsula Corporate Park, Off Ganpatrao Kadam Marg, Lower Parel, Mumbai, Maharashtra, India – 400013 **Telephone:** +91-22-66668040; **Facsimile:** +91-22-66668047 **Email:** kanplas@vivro.net; **Website:** www.vivro.net **Investor Grievance Email:** investors@vivro.net **Contact Person:** Mr. Anish Akruwala / Mr. Harish Patel **SEBI Registration Number:** INM000010122 **CIN:** U67120GJ1996PTC029182
Names of Syndicate Members	Not Applicable, being a rights issue
Name of Registrar to the Issue and contact details	**Skyline Financial Services Private Limited** D-153/A, First Floor, Okhla Industrial Area, Phase I, New Delhi, India - 110020. **Telephone:** + 91-11-26812683; **Facsimile:** +91-11-26292681 **Email:** virenr@skylinerta.com; **Website:** www.skylinerta.com **Investor Grievance Email:** grievances@skylinerta.com **Contact Person:** Mr. Virender Rana **SEBI Registration Number:** INR000003241 **CIN:** U74899DL1995PTC071324
Banker to Issue & Refund Banker	**HDFC Bank Limited** HDFC Bank Limited, Lodha I, Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042 **Telephone:** +91-22- 30752927/28/2914; **Facsimile:** +91-22- 25799801 **Website:** www.hdfcbank.com **Email:** Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com **Contact Person:** Mr. Vincent Dsouza, Mr. Siddharth Jadhav, Mr. Prasanna Uchil. **SEBI Registration No:** INBI00000063 **CIN:** L65920MH1994PLC080618
Name of Statutory Auditor	M/s. Rajiv Mehrotra & Associates
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable, being a rights issue
Name of Debenture trustee, if any	Not Applicable, being a rights issue
Self-Certified Syndicate Banks	The list of banks is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Non Syndicate Registered Brokers	Not Applicable, being a rights issue
Details regarding website address(es)/link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	Not Applicable, being a rights issue

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PROMOTERS OF THE COMPANY
Mr. Mahesh Swarup Agarwal, Mr. Manoj Agarwal and Mr. Shashank Agarwal
Brief profile of Promoters and disclosure relating to group companies: Since this is a rights issue pursuant to Part E of Schedule VIII of SEBI ICDR Regulations, the disclosures relating to brief profile of Promoters and disclosures relating to group companies are not applicable.

BUSINESS OVERVIEW AND STRATEGY
Since this is a rights issue pursuant to Part E of Schedule VIII of SEBI ICDR Regulations, the disclosures relating to the business of the Company are not applicable.

BOARD OF DIRECTORS			
Sr. No.	**Name**	**Designation**	**Experience**
1.	Mr. Mahesh Swarup Agarwal	Chairman Emeritus and Non – Executive Director	He holds a degree of Bachelor of Arts from Allahabad University and guiding the operations of our Company for the past 46 years. In September 2012, he was designated as Chairman Emeritus of our Company for life.
2.	Mr. Manoj Agarwal	Managing Director	He holds a Masters in Management Studies from Birla Institute of Technology and Science, Pilani and has been guiding the operations over 39 years. He is Managing Director of the Company and looks after Export, Marketing, Administration and General Management function of our Company.
3.	Mr. Shashank Agarwal	Deputy Managing Director	He holds a degree in Manufacturing Engineering and Management from the University of Nottingham, United Kingdom. He is designated as the Deputy Managing Director of our Company and has been instrumental in streamlining the Company's operations with backward integration and product diversification.
4.	Ms. Usha Agarwal	Director	She holds an Honors Graduate in Botany from the University of Calcutta and has gained experience in administration. She has also contributed actively in the marketing for about six years and her vast expertise and knowledge has been beneficial for the growth of the Company.
5.	Mr. Sunil Mehta	Executive Director	He holds a degree of B. Tech (Textile Technology) from The Technological Institute of Textile & Sciences, Bhiwani, Haryana and has over 25 years of experience in the woven sacks industry. He joined the Company in the year 2002 as Vice President, since then, he has been looking after the manufacturing operations of our Company.
6.	Mr. Sobhagya Mal Jain	Non-executive Independent Director	He is a member of The Institute of Cost Accountants of India (ICMAI). He has a versatile experience of 45 years in the field of Finance and Management level. He joined our Company in 1999 as an independent director and presently provides his valuable guidance and support in designing and laying down financials management policies and decisions in our Company.
7.	Mr. Prem S. Khamesra	Non-executive Independent Director	He is a member of The Institute of Chartered Accountants of India (ICAI). He is the founding partner of Khamesra Bhatia & Mehrotra and has practiced for 26 years as a Chartered Accountant.
8.	Mr. Subodh Kumar	Non-executive Independent Director	He is an Engineering Graduate (Honors) from Birla Institute of Technology, Mesra, Ranchi and has over 30 years of rich experience in the field of technology, research and development, new product induction, setting up ancillary units and quality control.
9.	Dr. Ram Gopal Bagla	Non-executive Independent Director	He is a Mechanical Engineer (Honors) from Bombay University. He has formerly been the President of the Merchants Chamber of UP, Kanpur Management Association and Kanpur Productivity Council.
10	Mr. Akshay Kumar Gupta	Non-executive Independent Director	He is a Practicing Chartered Accountant with over 35 years of experience as the founder partner of Mittal Gupta & Company. He has been professionally active in the Institute of Chartered Accountants of India as a member of its Central Council contributing as a Chairman and member of a number of its committees.

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OBJECTS OF THE ISSUE

The details of the Issue Proceeds are summarised in the table below:

(₹ In Lakh)

Sr. No.	Description	Amount
1.	Gross Proceeds of the Issue	1,790.83
2.	(Less) Issue related Expenses	(46.30)
3.	**Net Proceeds of the Issue**	**1,744.53**

Proposed utilization of Net Proceeds of the Issue:

(₹ In Lakh)

Particulars	Total Estimated Cost	Amount proposed to be financed from secured loans		Amount proposed to be financed from Net Proceeds	Amount proposed to be financed from Internal Accruals		Funds proposed to be deployed	
		Amount deployed as on November 30, 2017	Amount proposed to be deployed henceforth		Amount deployed as on November 30, 2017	Amount proposed to be deployed henceforth	FY 2017-18	FY 2018-19
To part finance the New Manufacturing Facility	9,464.40*	393.00	5,107.00	1,744.53	1,882.46	337.41	3,689.60	3,499.34
Total	**9,464.40**	**393.00**	**5,107.00**	**1,744.53**	**1,882.46**	**337.41**	**3,689.60**	**3,499.34**

**The quotations / proposals from foreign companies quoted in USD assuming an exchange rate of 1 USD =₹ 63.87 (As on the date of the last quotation i.e. August 28, 2017). The estimated cost mentioned above may undergo a modification due to exchange rate fluctuation.*

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years:

Not Applicable, since this is a rights issue pursuant to Part E of Schedule VIII of SEBI ICDR Regulations.

Name of monitoring agency, if any

In terms of Regulation 16(1) of the SEBI ICDR Regulations an issuer is required to appoint a monitoring agency if the issue size is in excess of ₹10,000 Lakh. Since the size of present issue is less than ₹10,000 Lakh, our Company is not required to appoint a monitoring agency. Our Board and the Audit Committee of our Board will monitor the use of proceeds of this Issue in accordance with applicable law.

Terms of Issuance of Convertible Security, if any

Not Applicable, being issue of equity shares.

SHAREHOLDING PATTERN AS ON SEPTEMBER 30, 2017

Sr. No.	Particulars	Pre Issue number of shares	% Holding of pre issue
1.	Promoter & Promoter Group	82,61,920	69.20
2.	Public	36,76,951	30.80
3.	**Total**	**1,19,38,871**	**100.00**

Number/ amount of Equity Shares proposed to be sold by selling shareholders, if any – Not Applicable, being a rights issue.

AUDITED FINANCIALS

(₹ in Lakh)

Particulars	Six months ended on September 30, 2017	FY 2016-17	FY 2015-16
	Un-audited	Audited	Audited
Total income from operations (net)	13,464.49	24,551.40	24,861.18
Net Profit / (Loss) before tax and extraordinary items	945.68	2,279.43	2,576.13
Net Profit / (Loss) after tax and extraordinary items	633.68	1,427.08	1,645.59
Share Capital	1193.88	1,393.88	995.92
Preferential Share Warrants	-	-	-
Reserves and Surplus	7185.11	6,788.13	6,061.61

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Particulars	Six months ended on September 30, 2017	FY 2016-17	FY 2015-16
Net worth*	8,378.99	8,182.01	7,057.53
Basic earnings per share (₹)	5.31*	11.71	20.31
Diluted earnings per share (₹)	5.31*	11.71	20.31
Return on net worth (%)	7.56%*	17.88%	24.00%
Net asset value per share (₹)	70.18	66.86	86.16

*Not annualised

INTERNAL RISK FACTORS – Top 5 risk factors as per the Letter of Offer

1. Our Company is involved in various legal proceedings, which if determined against us, could have an adverse impact on our business.
2. Investment in partly paid-up Rights Equity Shares in the Issue is exposed to certain risks. The partly paid-up Rights Equity Shares of our Company will not be traded with effect from the Call Record Date fixed for the determination of the Investors liable to pay at the First and Final Call. The holders of the partly paid up Rights Equity Shares will not be able to trade in these shares till they are credited to the holders' account as fully paid-up.
3. Our Company was declared sick by BIFR on 11th March 1991. (our Company came out of the purview of SICA vide the order dated August 17, 2000.)
4. Our Registered office and our Existing Facilities used by our Company for the purposes of our operations and business are on lease or sub-lease from UPSIDC and private lessors. Any termination of such lease or sub lease agreements or failure to renew the same could adversely affect our business. Further, the sub - lease agreement for the Existing Facilities situated at Unit 5 has expired and is not yet renewed. Also, certain lease agreements for the Existing Facilities entered into by us may not be adequately stamped and or registered.
5. Our Company is unable to trace certain secretarial records including filings pertaining to change in our registered office.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against our Company and amount involved

Sr. No.	Nature of Cases	No. of Cases	Amount involved (₹ in Lakh)*
1.	Civil Cases	4	Not Quantifiable
2.	Revenue Proceedings (Direct Tax)	2	369.00
3.	Revenue Proceedings (Indirect Tax)	3	32.56

**Quantified to the extent possible*

B. Brief details of top 5 material outstanding litigations against the Company and amount involved

Sr. No.	Particulars	Litigation filed by/ challenging order of	Current status	Amount involved (₹ in Lakhs)*
1.	Our Company had received an assessment order dated March 31, 2014 under Section 143(3) of the Income Tax Act, 1961 from the Assistant Commissioner of Income Tax, Central Circle-1, Kanpur (for Assessment Year 2012-13) wherein it made an addition of ₹ 2.21 crore in the taxable income of our Company. Our Company filed an appeal before the Commissioner of Income Tax (Appeals) - 1, Kanpur ("**CIT(A)**") against the above assessment order. CIT (A) in its order dated January 31, 2017 ("**Order**") allowed partial relief of ₹ 19.75 Lakh in the taxable income of our Company. Being aggrieved, our Company has, further, filed an appeal on April 18, 2017 before the Income Tax Appellate Tribunal, Lucknow against this Order. The matter is currently pending before the ITAT, Lucknow.	Assistant Commissioner of Income Tax, Central Circle-1, Kanpur	Pending	169

Sr. No.	Particulars	Litigation filed by/ challenging order of	Current status	Amount involved (₹ in Lakhs)*
2.	Our Company had received a show cause notice dated March 31, 2014 from Assistant Commissioner of Income Tax, Central Circle-1, Kanpur ("**ACIT**") (for Assessment Year 2012-13) requiring our Company to show cause as to why an order imposing a penalty on the Company should not be made under Section 271AAA of the I.T. Act. Our Company filed its response on April 29, 2014. The penalty proceeding is currently pending before the ACIT.	Assistant Commissioner of Income Tax, Central Circle-1, Kanpur	Pending	200
3.	Assistant Commissioner, Central Excise, Division I, Kanpur filed an appeal against all the rebate claims of central excise duty granted to the Company for an amount aggregating to ₹ 28.90 Lakh. The Commissioner (Appeals), Central Excise, Allahabad rejected the above appeals in its common order dated October 30, 2014 ("**Order**") and allowed all the above rebate claims granted to the Company. The Commissioner, Customs, Central Excise and Service Tax thereafter filed an application before the Department of Revenue, Ministry of Finance, Government of India for setting aside the Order. The matter is currently pending before the Department of Revenue, Ministry of Finance, Government of India.	Assistant Commissioner, Central Excise, Division I, Kanpur	Pending	28.90
4.	Our Company had issued a charge sheet dated August 20, 1983 against one of its employees, Teekam Singh, pursuant to which he was dismissed from his employment *vide* dismissal order dated September 3, 1983. Aggrieved by the order, he filed a case (*257/1984*) before the Labour Court. The Labour Court *vide* its order dated April 22, 2004 ordered for his reinstatement along with one-fourth of the backwages to be paid by the Company. Both the parties being aggrieved with the order of the Labour Court, filed separate writ petitions, challenging the relevant parts of the order dated April 22, 2004. The Hon'ble High Court *vide* its order dated May 15, 2017 ("**Order**") ordered for payment of Rs. 20 Lakh as full and final settlement of all the dues of Teekam Singh instead of reinstating him with one-fourth of the backwages. Aggrieved by the Order, our Company filed a special leave petition (*020650-020651/2017*) before the Hon'ble Supreme Court challenging the Order. The Hon'ble Supreme Court *vide* its order dated August 21, 2017 dismissed the petition and allowed the Company to file a review petition before the Hon'ble High Court of Allahabad and the Company has filed the same.	Mr. Teekam Singh	Pending	20
5.	A complaint bearing no. KREC 248/2017 has been filed before the Deputy Labour Commissioner, Kanpur, against our Company by Anila Tripathi, wife of Rajesh Kumar, a deceased workman of our Company, claiming compensation for death during the course of employment of an amount of ₹ 11 Lakh. Our Company is in the process of filing a reply to the same.	Ms. Anila Tripathi	Pending	11

**Quantified to the extent possible*

C. **Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any:** Not applicable, since this is a rights issue pursuant to Part E of Schedule VIII of SEBI ICDR Regulations.

D. **Brief details of outstanding criminal proceedings against Promoters:** Not applicable, since this is a rights issue pursuant to Part E of Schedule VIII of SEBI ICDR Regulations.

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OTHER INFORMATION

Procedure for Application: The CAF for Rights Equity Shares offered as a part of the Issue would be printed for all Eligible Equity Shareholders. In case the original CAFs are not received by the Eligible Equity Shareholders or is misplaced by the Eligible Equity Shareholders, the Eligible Equity Shareholders may request the Registrar to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID Number, Client ID Number and their full name and address. In case the signature of the Eligible Equity Shareholder(s) does not match with the specimen registered with us, the application is liable to be rejected.

Please note that neither our Company nor the Registrar to the Issue shall be responsible for delay in the receipt of the CAF/ duplicate CAF attributable to postal delays or if the CAF/ duplicate CAF are misplaced in the transit.

Please note that in accordance with the provisions of the SEBI circular number CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000 complying with the eligibility conditions prescribed under the SEBI circular number SEBI/CFD/DIL/ ASBA/1/2009/30/12 dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the conditions prescribed under the SEBI circular dated December 30, 2009 may optionally apply through the ASBA process. The Investors who are (i) not QIBs, (ii) not Non-Institutional Investors, or (iii) Investors whose Application Money is not more than ₹ 200,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must only apply for Equity Shares through the non-ASBA process, irrespective of the Application Money.

Application on Plain Paper: An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payee cheque/ demand draft, net of bank and postal charges payable at Delhi and the Investor should send the same by registered post directly to the Registrar to the Issue. For further details on the mode of payment, please see the headings "*Mode of Payment for Resident Equity Shareholders / Applicants*" and "*Mode of Payment for Non-Resident Equity Shareholders/ Applicants*" on page 139 of the Letter of Offer. Applications on plain paper from any address outside India will not be accepted.

The envelope should be super-scribed "Kanpur Plastipack Limited – Rights Issue" and should be postmarked in India. The application on plain paper, duly signed by the Applicant(s) including joint holders, in the same order as per specimen recorded with our Company, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

1. Name of the issuer being Kanpur Plastipack Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders;
3. Registered Folio Number/ DP and Client ID Number;
4. Number of Equity Shares held as on Record Date;
5. Share Certificate numbers and distinctive numbers of Equity Shares, if held in physical form;
6. Allotment option preferred – physical or demat form, if held in physical form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for;
9. Number of Additional Rights Equity Shares applied for, if any;
10. Total number of Rights Equity Shares applied for;
11. Total application amount paid at the rate of ₹ 37.50 per Rights Equity Share;
12. Particulars of cheque/ demand draft;
13. Savings/Current Account Number and name and address of the bank where the Applicant will be depositing the refund order. In case of Equity Shares held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories.
14. Additionally, non-resident Applicants shall include the representation in writing that:

"I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but

not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Applicants in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholders violates such requirements, he/she shall face the risk of rejection of both the applications. Our Company shall refund such application amount to the Applicant without any interest thereon.

Applicants are requested to strictly adhere to these instructions. Failure to do so could result in the Application being liable to be rejected without our Company, the Lead Manager and the Registrar to the Issue incurring any liabilities to such applicants for such rejections.

Rights Entitlement Ratio: The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 (one) Rights Equity Shares for every 5 (five) Equity Shares held on the Record Date.

Fractional Entitlements: The Rights Equity Shares are being offered on a rights basis to the existing Eligible Equity Shareholders in the ratio of 1(one) Rights Equity Shares for every 5 (five) Equity Shares held as on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 5 (five) Equity Shares or is not in a multiple of 5 (five) Rights Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preference in the Allotment of one Additional Rights Equity Share each, if such Equity Shareholders have applied for Additional Rights Equity Shares over and above their Rights Entitlement, if any.

For example, if an Equity Shareholder holds 6 (six) Equity Shares, he will be entitled to 1 (one) Rights Equity Shares on a rights basis. He will also be given a preferential consideration for the Allotment of 1 (one) Additional Rights Equity Share if he has applied for the same.

Also, those Equity Shareholders holding less than 5 (five) Equity Shares and therefore entitled to 'Zero' Rights Equity Shares under this Issue shall be dispatched a CAF with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (one) Additional Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties. CAF's with zero entitlement will be non-negotiable/non-renounceable.

For example, if an Eligible Equity Shareholder holds between 1 (one) and 4 (four) Equity Shares, he will be entitled to zero Rights Equity Shares on a rights basis. He will be given a preference for Allotment of 1 (one) Additional Rights Equity Share if he has applied for the same.

Renunciation: This Issue includes a right exercisable by you to renounce the Equity Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that our Company shall not Allot and/ or register and Equity Shares in favour of the following Renounces: (i) more than three persons (including joint holders), (ii) partnership firm(s) or their nominee(s), (iii) minors, (iv) HUF, or (v) any trust or society (unless the same is registered under the Societies Registration Act, 1860, as amended or the Indian Trust Act, 1882, as amended or any other applicable law relating to societies or trusts and is

authorized under its constitution or bye-laws to hold Equity Shares, as the case may be). Applications by HUFs will be treated as on par with applications by natural persons. Additionally, the Eligible Equity Shareholders may not renounce in favour of persons or entities which would otherwise be prohibited from being offered or subscribing for Equity Share or Rights Entitlement under applicable securities or other laws. Eligible Equity Shareholders may also not renounce in favour of persons or entities in the United States.

Any renunciation (i) from resident Indian equity shareholder(s) to non –resident, or (ii) from non-resident equity shareholder(s) to resident Indian(s), or (iii) from a non-resident equity shareholder(s) to other non-resident(s), is subject to the renouncer (s)/ Renouncee(s) obtaining the necessary regulatory approvals. Our Company has received the approval from RBI vide letter dated November 3, 2017 for renunciation of Rights Entitlement by (a) an Eligible Equity Shareholder resident in India, in favour of any person resident outside India (other than OCBs); (b) an Eligible Equity Shareholder resident outside India (other than OCBs), in favour of any person resident in India; and (c) an Eligible Equity Shareholder resident outside India (other than OCBs), in favour of any other person resident outside India (other than OCBs). All such renunciations shall be subject to any conditions that may be specified in the RBI approval. Applications not complying with conditions of the approval/ not accompanied by such approvals are liable to be rejected.

By virtue of the Circular number 14 dated September 16, 2003 issued by the RBI, OCBs have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Accordingly, the Eligible Equity Shareholders of our Company who do not wish to subscribe to the Equity Shares being offered but wish to renounce the same in favour of the Renouncee shall not renounce the same (whether for consideration or otherwise) in favour of OCB(s).

The RBI has, however clarified in its circular, A.P. (DIR Series) Circular number 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification number 20/2000- RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. Shareholders renouncing their rights in favour of OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such approval to us at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the CAF.

Part 'A' of the CAF must not be used by any person(s) other than those in whose favour this offer has been made. If used, this will render the application invalid. Submission of the enclosed CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part 'B' of the CAF) duly filled in shall be conclusive evidence for our Company of the person(s) applying for Equity Shares in part 'C' of the CAF to receive Allotment of such Equity Shares. The Renouncees applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares. Part 'A' of the CAF must not be used by the Renouncee(s) as this will render the application invalid. Renouncee(s) will have no further right to renounce any Rights Equity Shares in favour of any other person.

Procedure for renunciation

To renounce all the Rights Equity Shares offered to an Eligible Equity Shareholder in favour of one Renouncee

If you wish to renounce the Rights Entitlement indicated in Part 'A', in whole, please complete Part 'B' of the CAF. In case of joint holding, all joint holders must sign Part 'B' of the CAF. The person in whose favour renunciation has been made should complete and sign Part 'C' of the CAF. In case of joint Renouncees, all joint Renouncees must sign Part 'C' of the CAF.

To renounce in part/or renounce the whole to more than one person(s)

If you wish to either (i) accept the Rights Entitlement in part and renounce the balance, or (ii) renounce the entire Rights Entitlement under this Issue in favour of two or more Renouncees, the CAF must be first spilt into requisite number of forms. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs as provided herein. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Eligible Equity Shareholder(s), who has renounced the Rights Equity Shares, does not match with the specimen registered with our Company/Depositories, the application is liable to be rejected.

Renouncee(s)

The person(s) in whose favour the Rights Equity Shares are renounced should fill in and sign Part 'C' of the CAF and submit the entire CAF to the Bankers to the Issue or any of the collection branches as mentioned on the reverse of the CAFs on or before the Issue Closing Date along with Application Money in full. The Renouncee cannot further renounce.

Renunciation under the ASBA Process

ASBA Investors can neither be Renouncees, nor can renounce their Rights Entitlement.

Additional Equity Shares

You are eligible to apply for Additional Rights Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply under applicable law and have applied for all the Rights Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for Additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to sectoral caps and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the chapter titled *"Terms of the Issue"* beginning on page 126 of the Letter of Offer.

If you desire to apply for Additional Rights Equity Shares, please indicate your requirement in the place provided for Additional Rights Equity Shares in Part A of the CAF. The Renouncees applying for all the Equity Shares renounced in their favour may also apply for Additional Rights Equity Shares. In terms of Regulation 6 of Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2017 as amended from time to time, only the existing Non-Resident shareholders may subscribe for Additional Equity Shares over and above the equity shares offered on rights basis by our Company.

Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

Subscription by Promoters and Promoter Group

Our Promoters and the Promoter Group of our Company through their letters dated September 2, 2017 (the "**Subscription Letters**") have confirmed that they intend to subscribe to the full extent of their Rights Entitlement in the Issue and to the extent of the unsubscribed portion of the Issue:

1. Mr. Mahesh Swarup Agarwal
2. Mr. Manoj Agarwal
3. Mr. Shashank Agarwal
4. Ms. Usha Agarwal
5. Ms. Alka Jain
6. Ms. Jayantika Goyal
7. Ms. Kanika Mahadevwala
8. Ms. Manjari Agarwal
9. Mahesh S. Agarwal HUF
10. Manoj Agarwal HUF
11. MSA Investment and Trading Company Private Limited
12. KSM Exports Limited
13. KPL Packaging Private Limited

Further, the Promoters and Promoter Group have also confirmed that they intend to (i) subscribe to Additional Rights Equity Shares along with their Rights Entitlement and / or renunciation, and (ii) subscribe for unsubscribed portion in the Issue, if any.

Such subscriptions to Additional Rights Equity Shares and the unsubscribed portion, if any, may result in an increase in their percentage shareholding above their current percentage shareholding. Any acquisition of Additional Rights Equity Shares shall not result in change of control of the management of the Company in accordance with provisions of the SEBI Takeover Regulations and shall be exempt subject to fulfillment of the conditions of Regulation 10 of the SEBI Takeover Regulations. The members of the Promoters and Promoter Group acknowledge and undertake that their investment would be restricted to ensure that the public shareholding in the Company after the Issue do not fall below the permissible minimum level as specified in the Regulation 38 of the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled "*Objects of the Issue*" beginning on page 46 of the Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares, even if, as a result of any allotment in the Issue to our Promoters and / or the members of our Promoter Group, the shareholding of our Promoters and/or Promoter Group in our Company exceeds their current shareholding.

In case the Rights Issue remains unsubscribed and/ or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

Ex-rights Price: The ex-rights price arrived in accordance with Clause 4(b) of Regulation 10 of the SEBI Takeover Regulations in connection with the Issue is ₹127.54.

Offer Document of last rights issue: A copy of the offer document of the immediately preceding rights issue is available to the public for inspection as a material document.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

DECLARATION BY THE COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct.

Place: Kanpur

Date: December 30, 2017

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