CIN: L25209UP1971PLC003444
Regd. Office: D-19-20, Panki Industrial Area, Kanpur-208 022
Tel : +91 (0512) 2691 113-6 ; Fax: +91(0512) 2691117; Email: info@kanplas.com; Web: www.kanplas.com

NOTICE

NOTICE is hereby given that 2/2024/25 EXTRAORDINARY GENERAL MEETING (EGM) of the Members of M/S KANPUR PLASTIPACK LIMITED will be held on at its Registered Office at D-19-20, Panki Industrial Area, Kanpur-208022 on Thursday, the 12th day of June, 2025 at 10:00 AM to transact the following special businesses:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUANCE AND ALLOTMENT OF 10,12,000 WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY ("PREFERENTIAL ISSUE")

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

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 **(the "Act")**, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, **("SEBI ICDR Regulations")**, Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended **("SEBI LODR Regulations")**, Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended **("SEBISAST Regulations")**, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India **("SEBI")**, National Stock Exchange of India Limited ("**NSE**") and/or BSE Limited **("BSE")(**BSE and NSE collectively referred to as **"Stock Exchanges")**, where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to 10,12,000 (TenLakhs TwelveThousand)fully convertible equity warrants (hereinafter referred to as **"Warrants"**) at an exercise price of ₹130/- (Rupees One Hundred and Thirty Only) per underlying equity share of the face value of ₹10/- (Rupees Ten only) (including a premium of ₹120/- (Rupees One Hundred and Twenty Only) per Warrant) which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into one (1) equity share of face value of ₹10/- (Rupees Ten only) each **("Equity Shares")**, aggregating to ₹13,15,60,000/- (Rupees Thirteen Crores Fifteen Lakhs and SixtyThousand only), for cash, to following persons/entities **("Proposed Allottees")**as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

Sr. No.	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of warrants to be offered	Consideration (in ₹)
1.	Manoj Agarwal	Individual	Promoter	1,00,000	1,30,00,000/-
2.	Shashank Agarwal	Individual	Promoter	1,62,000	2,10,60,000/-
3.	Usha Agarwal	Individual	Promoter Group	35,000	45,50,000/-
4.	Manjari Agarwal	Individual	Promoter Group	23,000	29,90,000/-
5.	Raghushree Earning Solutions LLP	Body Corporate	Promoter Group	3,85,000	5,00,50,000/-
6.	Jayatika Goyal	Individual	Public	1,80,000	2,34,00,000/-
7.	Kanika Mahadevwala	Individual	Public	50,000	65,00,000/-
8.	Rohit Rajpal	Individual	Public	38,500	50,05,000/-
9.	Sachit Passi	Individual	Public	38,500	50,05,000/-
Total				**10,12,000**	**13,15,60,000/-**

"RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be **Monday, 12 May, 2025("Relevant Date")** being the date which is 30 days prior to the date of Extra-OrdinaryGeneral Meeting **("EGM")** i.e., **Thursday, 12th June, 2025**."

"RESOLVED FURTHER THATaforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. The Proposed Allottees of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to ₹40/- (Rupees Forty only) which is more than 25% (twenty-five per cent) of the price fixed per Warrant in terms of the SEBI ICDR Regulations. The balance issue price of ₹90/- (Rupees Ninty Only) shall be payable by the Proposed Allottees at the time of exercising the Conversion of Warrant.

2. The consideration for the allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Allottees.

3. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.

4. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.

5. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

6. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

7. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottees of such warrants.

8. The resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.

9. The resulting Equity Shares will be listed and traded on the Stock Exchanges, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.

10. The entire pre-preferential allotment equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

11. The Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

12. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

13. The Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such Equity Shares.

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required."

"RESOLVED FURTHER THAT, Shri Manoj Agarwal, (DIN: 00474146) Chairman Cum Managing Director and/or Mr. Ankur Srivastava, (Membership no. F8537) Company Secretary & Compliance Officer of the Company be and are hereby jointly and / or severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants; making applications to the Stock Exchanges for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs **("MCA")** and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Warrants; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary or any Officer(s) of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
D 19-20 Panki Industrial Area, Kanpur, Uttar Pradesh 208022, India.

By Order of the Board of Directors of
Kanpur Plastipack Limited

Ankur Srivastava
Company Secretary

Date : May 15, 2025
Place : Kanpur

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING "EGM OR THE MEETING" IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

7. A statement pursuant to section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the Annual General Meeting is annexed herewith.

8. Members having any query(ies) relating to this Notice are requested to send their questions to Registered Office of the Company at least 7 days before the date scheduled for the Meeting.

9. The Notice of EGM is being sent to all the Shareholders, whose names appear in the Register of Shareholders/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on 16th May, 2025.

10. Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories/ RTA as on the cut-off date i.e. 16th May, 2025. Physical copies of the notice of EGM along with the detailed procedure of e-voting are being sent to all the shareholders by the permitted mode whose email ids are not registered with the Company as on the Cut-off date. The Copy of Notice along with the detailed procedure of e-voting is also available on the website of the Company www.kanplas.com.

11. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Annual General Meeting.

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities

Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

13. The facility for voting through ballot form shall also be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

14. The members who have casted their vote through remote e-voting prior to the meeting may also attend the meeting but shall not be entitle to cast their vote again.

15. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 6thJune, 2025.

16. The voting results shall be declared within two working days from the conclusion of the Meeting and the resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions.

17. The results declared along with the Scrutinizer's Report(s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of the Act. The results shall also be placed on the website i.e. www.kanplas.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT REGULATION 163(1) OF THE SEBI ICDR REGULATIONS

Item No. 1

ISSUANCE AND ALLOTMENT OF 10,12,000 WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY ("PREFERENTIAL ISSUE")

The Board of Directors of the Company at their meeting held on **Thursday, 15 May, 2025**, considered and approved the proposal of raising funds by way of the preferential issue of warrants each convertible into a fully paid-up equity share.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations. The details of the issue and other particulars, as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1. Particulars of the offer including the date of passing of the Board

1. The Board of Directors of the Company **("Board")** at its meeting held on **Thursday, 15 May, 2025**, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 **("the Act")** and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, **("SEBI ICDR Regulations")**, of the up to 10,12,000 (TenLakhs TwelveThousand) numbers of fully convertible equity warrants **("Warrants")**, convertible into an equivalent number of Equity Shares (i.e. one fully paid-up Equity Share upon conversion of every one Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company, at an exercise price of ₹130/- (Rupees One Hundred and Thirty Only) per Equity Share which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations to the proposed allottees**("Proposed Allottees")**.

2. Objects of the Preferential Issue

OurCompanyintendsto utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards funding thefollowingobjects:

1. **Repayment of Borrowings:** The Company plans to utilise for repayment of certain long-term and short-term borrowings (including interest on such borrowings) availed by the Company.

2. **General Corporate Purposes:**Up to 10% (Tenpercent) of the Issue Proceeds will be utilised for general corporate purposes, which include, meeting ongoing general corporate exigencies, contingenciesand expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

(Collectively, referred to herein as the "**Objects**")

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) theactivities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

UtilizationofIssueProceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Up-front Amount (₹30/- per warrant)	Utilisation Timeline	Balance Amount (₹90/- per warrant)	Utilisation Timeline
1.	Repayment of Borrowings	4,00,00,000/-	Within 2 months from the date of raising funds	7,84,04,000/-	Within 6 months from the date of raising funds
2.	General Corporate Purposes	4,80,000/-	Within 2 months from the date of raising funds	1,26,76,000/-	Within 6 months from the date of raising funds
	Total	**4,04,80,000/-**		**9,10,80,000/-**	

**The amount utilized for general corporate purposes shall not exceed 10% of the Gross Proceeds*

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

The above-stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on the current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

3. Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

This Special Resolution authorize the Board to issue and allot, by way of the preferential issue on a private placement basis, in one or more tranches, in compliance with the SEBI ICDR Regulations, up to 10,12,000 (Ten Lakhs Twelve Thousand)numbers of Warrants, convertible into an equivalent number of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company. Further, no assets of the Company are charged as securities for the said preferential issue.

5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is **Monday, 12 May, 2025**, the date 30 days prior to the date of the Extra-OrdinaryGeneral Meeting ("**EGM**").

6. Basis on which the price has been arrived at and justification for the price (including premium), if any

The allotment of warrants does not exceeds 5% of the post-issue fully diluted share capital i.e. 4.18% of the post issue equity share capital of the Company and hence the requirement of the Valuation report is not triggered as per the Chapter V of the SEBI ICDR Regulations and other applicable laws. The Issue prize is derived as per the relevant Regulations of Chapter V of SEBI ICDR Regulations.

In the case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in preferential issues has to be calculated as the higher of:

1. The 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

2. The 10 trading days volume weightedaverage price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

3. Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any such method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The shares of the Company are listed and traded on the Main Board of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").The Shares are frequently traded on NSE and infrequently on BSE during the abovementioned period.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchanges preceding the relevant date. – **Not Applicable**

Provided that if the Articles of Association of the issuer provide for a method of determination that results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. – **Not applicable**

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post-issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. -**Not applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).

Price determined as per 90 trading days VWAP on NSE – ₹ 129.01
Price determined as per 10- trading days VWAP on NSE – ₹124.69

Accordingly, the Warrants shall be issued at an issue price of ₹130/- (Rupees One Hundred and Thirty Only) per Warrant (including a premium of ₹120/- (Rupees One Hundred and Twenty Only) per Warrant) which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

7. Amount which the Company intends to raise by way of securities.

The Warrantsare proposed to be issued for cash at a price of ₹130/- (Rupees One Hundred and Thirty Only)per Warrants, including a premium of ₹120/- (Rupees One Hundred and Twenty Only)per Warrantaggregating to ₹ 13,15,60,000/- (Rupees ThirteenCrores Fifteen Lakhs Sixty Thousand only).

8. Pending preferential issue

The Company had issued 17,60,000 warrants, convertible into equity shares on a preferential basis vide Board Meeting dated October 17, 2024. Further the Company had vide Board Meeting dated December 24, 2024 allotted 10,08,000 equity shares to the allottees upon their exercise of conversion of warrants to equity shares. Subsequently,trading approvals for the aforesaid 10,08,000 equity shares were received from the BSE Limited and National Stock Exchange of India Limited, each dated May 14, 2025. Further, the Company had also allotted 7,52,000 equity shares to the allottees vide Board Meeting dated May 2, 2025 upon their exercise of conversion of warrants to equity shares. The Company is in the process to credit hese 7,52,000 equity shares in the respective demat accounts of the allottees and apply for listing and trading approvals from the Stock Exchanges for the above mentioned 7,52,000 equity shares.

9. Re-computation of Issue Price

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and if any amount payable on account of the re-computation of the issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

10. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to ₹40/- (Rupees FortyOnly) per Warrant which is more than 25% (twenty-five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

The balance of the issue price equivalent to ₹90/- (Rupees Ninety Only) shall be payable by the Proposed Allottees at the time of exercising the Warrant.

In case the Warrant holders do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

11. Dues toward SEBI, Stock Exchanges or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

12. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Warrants is proposed to be made to the Proposed Allottees belonging to the Promoter and Non-Promoter Category which is given in detail in point 19.

13. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

Except as given below, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrantsunder the preferential issue:

S. No.	Name of the Proposed Allottees	Relation with the Company	Maximum no. of warrants to be offered
1.	Manoj Agarwal	Promoter	1,00,000
2.	Shashank Agarwal	Promoter	1,62,000
3.	Usha Agarwal	Promoter Group	35,000
4.	Manjari Agarwal	Promoter Group	23,000
5.	Raghushree Earning Solutions LLP	Promoter Group	3,85,000
Total			**7,05,000**

14. Proposed time frame within which the preferential issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants.

15. Listing

The Company will make an application to the Stock Exchangesat which the existing shares are listed, for listing of the Equity Shares allotted pursuant to conversion of the Warrants. The Equity shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

16. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre-Issue Shareholding Structure[1]		Equity Shares allotted pursuant to conversion of Warrants issued vide earlier preferential issue[2]	Warrants to be Allotted	Post-Issue Shareholding[3]	
	No. of Shares	% of Shareholding			No. of Shares	% of Shareholding
(A) Promoters & Promoters Group Shareholding						
(a) Individuals & HUF	87,38,082	38.88	2,85,000	3,20,000	93,43,082	38.54
(b) Bodies Corporate	63,79,138	28.38	3,06,000	3,85,000	70,70,138	29.17
Sub Total (A1)	**1,51,17,220**	**67.26**	**5,91,000**	**7,05,000**	**1,64,13,220**	**67.71**
(A2) Foreign	-	-	-	-	-	-
Total Promoter shareholding A=A1+A2	**1,51,17,220**	**67.26**	**5,91,000**	**7,05,000**	**1,64,13,220**	**67.71**
(B) Non- Promoters Shareholding						
(B1) Institutions (Domestic)	-	-		-	-	-
(B2) Institutions (Foreign)	-	-		-	-	-
(B3) Central Government/ State Government(s)/President of India	-	-		-	-	-
(a) Individuals	55,84,469	24.85	1,61,000	3,07,000	60,16,732	24.82
(b) Body Corporate	1,96,138	0.87	-	-	1,66,477	0.69
(c) Others (Including NRI)	15,76,931	7.02	-	-	16,42,329	6.78
Sub Total (B4)	**73,57,538**	**32.74**	**-**	**3,07,000**	**78,25,538**	**32.29**
Total Public Shareholding B=B1+B2+B3+B4	**73,57,538**	**32.74**	**-**	**3,07,000**	**78,25,538**	**32.29**
(C) Non-Promoter Non-Public Shareholding	-	-		-	-	-
Grand Total (A+B+C)	**2,24,74,758**	**100.00**	**7,52,000**	**10,12,000**	**2,42,38,758**	**100.00**

Notes:

1. *The Pre-preferential shareholding pattern is taken as per the BENPOS dated May 16, 2025.*
2. *The Company had issued 17,60,000 warrants, convertible into equity shares on a preferential basis vide Board Meeting dated October 17, 2024. Further the Company had vide Board Meeting dated December 24, 2024 allotted 10,08,000 equity shares to the allottees upon their exercise of conversion of warrants to equity shares. Subsequently, trading approvals for the aforesaid 10,08,000 equity shares were received from the BSE Limited and National Stock Exchange of India Limited, each dated May 14, 2025. Further, the Company had also allotted 7,52,000 equity shares to the allottees vide Board Meeting dated May 2, 2025 upon their exercise of conversion of warrants to equity shares. The Company is in the process to credit these 7,52,000 equity shares in the respective demat accounts of the allottees and apply for listing and trading approvals from the Stock Exchanges for the mentioned 7,52,000 equity shares, the details of which are as follows:*

Sr. No.	Name of the Allottee	Category (Promoter/ Non-promoter)	No. of Equity Shares allotted *(pending listing& trading approval)*
1	Manoj Agarwal	Promoter	1,20,000

Sr. No.	Name of the Allottee	Category (Promoter/ Non-promoter)	No. of Equity Shares allotted *(pending listing& trading approval)*
2	Shashank Agarwal	Promoter	1,24,000
3	Usha Agarwal	Promoter Group	41,000
4	KSM Exports Limited	Promoter Group	1,28,000
5	MSA Investment and Trading Company Private Limited	Promoter Group	1,28,000
6	KPL Packaging Private Limited	Promoter Group	37,000
7	Raghushree Earning Solutions LLP	Promoter Group	13,000
8	Alka Jain	Public	18,000
9	Sanjeev Kumar Jhunjhunwala HUF	Public	74,000
10	Pari Marriage and Higher Education Trust	Public	44,000
11	Vatsal Singhal	Public	9,000
12	Binita Devi Saraogi	Public	4,000
13	Uma Malani	Public	4,000
14	Seema Agarwal	Public	4,000
15	Anil Kumar Khanna	Public	2,000
16	Anubhav Khanna	Public	2,000
	Total		**7,52,000**

3. The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at item No.1 into equity shares.

17. Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Names	PAN	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Pre-preferential holding & (%)	Shares allotted but pending for listing*	Present issue of Warrants	Post-preferential holding & (%)
1.	Manoj Agarwal	ACIPA2493H	Not Applicable	22,99,784 (9.97%)	1,20,000	1,00,000	25,19,784 (10.40%)
2.	Shashank Agarwal	AHSPA2382E	Not Applicable	19,52,846 (8.69%)	1,24,000	1,62,000	22,38,846 (9.24%)
3.	Usha Agarwal	ACIPA2487P	Not Applicable	31,68,799 (14.10%)	41,000	35,000	32,44,799 (13.39%)

4.	Manjari Agarwal	AJUPG4254D	Not Applicable	5,66,453 (2.44%)	-	23,000	5,89,453 (2.43%)
5.	Raghushree Earning Solutions LLP	ABAFR7485H	Shashank Agarwal (PAN: AHSPA2382E) Usha Agarwal (PAN: ACIPA2487P) Manoj Agarwal (PAN: ACIPA2493H) Manjari Agarwal (PAN: AJUPG4254D) Reyaansh Agarwal (PAN: EQNPA1488K) Kaira Agarwal (PAN: EGNPA1650P)	23,556 (0.10%)	13,000	3,85,000	4,21,556 (1.74%)
6.	Jayatika Goyal	ABTPA6626J	Not Applicable	405,000 (1.74%)		1,80,000	5,85,000 (2.41%)
7.	Kanika Mahadevwala	ADHPA6820C	Not Applicable	317,250 (1.37%)		50,000	3,67,250 (1.52%)
8.	Rohit Rajpal	AAFPR0499H	Not Applicable	Nil		38,500	38,500 (0.16%)
9.	Sachit Passi	ABOPP4217B	Not Applicable	Nil		38,500	38,500 (0.16%)
Total				**87,33,688**	**2,98,000**	**10,12,000**	**1,00,43,688**

**The Company had allotted equity shares to the allottees vide Board Meeting dated May 2, 2025 upon their exercise of conversion of warrants to equity shares. The Company is in the process to credit these equity shares in the respective demat accounts of the allottees and apply for listing and trading approvals from the Stock Exchanges. For further details, kindly refer to note no. 2 of point no. 16.*

There is no change in control pursuant to the allotment of the Warrants.

18. Lock-in Period

The Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.

1. The entire pre-preferential shareholding of the Proposed Allottees shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants, as per the requirement of the SEBI ICDR Regulations.

2. The Warrants proposed to be issued to Proposed Allottees of the Company, shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.

3. The proposed allotment of Equity Shares pursuant to the conversion of Warrants toManoj Agarwal, Shashank Agarwal, Usha Agarwal, Manjari Agarwal andRaghushree Earning Solutions LLP, which forms part of Promoter Group of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

4. The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Jayatika Goyal, Kanika Mahadevwala, Rohit Rajpal and Sachit Passiwhich forms part of Non-Promoter Category of the Company, shall be subject to fresh lock-in for a period of 6 months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

19. The current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter

S. No.	Name of Allottee	Current Status	Post Status
1.	Manoj Agarwal	Promoter	Promoter
2.	Shashank Agarwal	Promoter	Promoter
3.	Usha Agarwal	Promoter Group	Promoter Group
4.	Manjari Agarwal	Promoter Group	Promoter Group
5.	Raghushree Earning Solutions LLP	Promoter Group	Promoter Group
6.	Jayatika Goyal	Non-Promoter	Non-Promoter
7.	Kanika Mahadevwala	Non-Promoter	Non-Promoter
8.	Rohit Bajpal	Non-Promoter	Non-Promoter
9.	Sachit Passi	Non-Promoter	Non-Promoter

20. Practicing Company Secretary's Certificate

A certificate from Mr. Adesh Tandon, Practicing Company Secretary (Membership No.: F2253), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website https://kanplas.com/en/shareholders-communication

21. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

22. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

During the Financial Year 2024-25preferential allotment of 17,60,000 Warrants, convertible into Equity Shares, was made to the following persons:

1. Manoj Agarwal
2. Shashank Agarwal
3. Usha Agarwal
4. KSM Exports Limited
5. MSA Investment and Trading Company Private Limited
6. KPL Packaging Private Limited
7. Raghushree Earning Solutions LLP
8. Alka Jain
9. Sanjeev Kumar Jhunjhunwala HUF
10. Pari Marriage and Higher Education Trust
11. Vatsal Singhal
12. Binita Devi Saraogi
13. Uma Malani
14. Seema Agarwal
15. Anil Kumar Khanna
16. Anubhav Khanna

The Company had issued 17,60,000 warrants, convertible into equity shares on a preferential basis vide Board Meeting dated October 17, 2024. Further the Company had vide Board Meeting dated December 24, 2024 allotted 10,08,000 equity shares to the above allottees upon their exercise of conversion of warrants to equity shares. Subsequently, trading approvals for the aforesaid 10,08,000 equity shares were received

from the BSE Limited and National Stock Exchange of India Limited, each dated May 14, 2025. Further, the Company had also allotted 7,52,000 equity shares to the above allottees vide Board Meeting dated May 2, 2025 upon their exercise of conversion of warrants to equity shares. The Company is in the process to credit these 7,52,000 equity shares in the respective demat accounts of the above allottees and apply for listing and trading approvals from the Stock Exchanges for the mentioned 7,52,000 equity shares.

23. Principle terms of assets charged as securities

Not applicable

24. Material terms of raising such securities

All material terms have been set out above.

25. Undertakings

(a) The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.

(b) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

(c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.

(d) None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

(f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to Proposed Allottees is being sought by way of a Special Resolution as set out in the said Item No. 1of the Notice.

The issue of the Warrantsunder the preferential issue would be within the enhanced Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 13 above, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 1of this Notice.

Registered Office:
D 19-20 Panki Industrial Area, Kanpur, Uttar Pradesh 208022, India.

By Order of the Board of Directors of
Kanpur Plastipack Limited

Ankur Srivastava
Company Secretary

Date : May 15, 2025
Place : Kanpur

Route map of venue of Annual General Meeting:

Kanpur Plastipack Limited, D-19-20, Panki Industrial Area, Kanpur-208022

