NOTICE

NOTICE is hereby given that the FOURTY- SEVENTH ANNUAL GENERAL MEETING of Members of M/S KANPUR PLASTIPACK LIMITED will be held at its Registered Office at D-19-20, Panki Industrial Area, Kanpur – 208 022 on Wednesday, the 19th day of September, 2018 at 3:30 PM to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Auditors and Directors thereon;

2. To consider declaration of Dividend;

3. To appoint a Director in place of Shri Sunil Mehta (DIN: 03422673), who retires by rotation and being eligible, offers himself for re-appointment;

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to re-appoint Shri Shashank Agarwal (DIN:02790029) as the Deputy Managing Director of the Company for a further period of 3 year w.e.f., from 1st September, 2018 to 31st August, 2021, as recommended by the Nomination and Remuneration Committee on the following Terms and Conditions:

I. Remuneration : ₹3,00,000/- ₹25,000/- ₹3,50,000/- per month.

II. Self Development Allowance : ₹20,000/- per month.

III. Commission : 3% of Net Profits of the Company (payable annually).

IV. Perquisites : Perquisites shall be allowed in addition to salary as under.

However these shall be restricted to an amount equal to the annual salary, subject to an overall ceiling as mentioned hereinafter:-

i. House Rent Allowance shall be 30% of salary. The Company shall provide such furniture and furnishing as may be required by the Deputy Managing Director. Further the expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.

ii. Reimbursement of actual hospitalization medical expenses incurred for self and family in India and/or abroad including hospitalization, subject to a ceiling of one month's salary in a year or three months' salary over a period of 3 years.

iii. Leave Travel Concession for self and family once in a year to any place in India or abroad subject to ceiling of one month's salary.

iv. Fees of club subject to maximum of two clubs. No admission and life membership fee will be paid.

v. Personal Accident Insurance of an amount, the annual premium of which shall not exceed ₹12,000/-.

vi. Company's contribution towards Provident Fund as per the rules of the Company but not exceeding limits as prescribed under the Government regulations from time to time.

vii. Company's contribution towards Superannuation Fund as per the rules of the Company but it shall not together with the Company's contribution to Provident Fund exceed 25% of the salary. Contribution to Provident Fund and Superannuation Fund not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

viii. Gratuity as per the rules of the Company but shall not exceed half month's salary for each completed year of service.

ix. Encashment of leave at the end of tenure of service will not be included in the computation of the ceiling on perquisites.

x. He will not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

xi. He will be entitled to free use of Company's Car with driver for official as well as for personal purpose.

xii. The Company shall provide him mobile phone and telephone and other communication facilities at residence and these further will not be considered as perquisites.

"RESOLVED FURTHER THAT in the event of overall managerial remuneration exceeding 11% of the Net Profit in any financial year, the commission / performance incentive payable to all

Whole Time Directors shall be reduced proportionately in order to remain within the limits as prescribed under the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the remuneration payable to Shri Shashank Agarwal by way of salary, allowances, perquisites and commission shall not exceed the maximum limits as prescribed under proviso to Table A of Section II (Part II) of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT Shri Manoj Agarwal (DIN: 00474146), Managing Director (residing at Raghushree, 4/283/2, Vishnupuri, Kanpur-208002) and Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company (residing at Shree Tirupati Greens Apartments, H-3, 681-682, W-1, Saket Nagar, Kanpur-208014) be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution."

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING "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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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. 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 hereto.

7. 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.

8. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) and Bank Details by every shareholder, accordingly, shareholders are requested to please update PAN and Bank details to their Depository Participant in case of Demat holding. Members holding shares in physical form may submit the Pan and Bank details to the Company or its registrar.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from 14th September, 2018 to 19th September, 2018 (both days inclusive). The entitlement to dividend on shares, if declared, will be determined on the basis of names registered in the Register of Members of the Company after giving effect to the valid share transfers in physical form lodged with the Company on or before 13th September, 2018 and the beneficial owners as per the Beneficiary List at the close of the business hours on 13th September, 2018 as provided by NSDL and CDSL.

10. The members are hereby informed that the Company has transferred the amount of unpaid dividend for the year 2009-10, which remained unpaid over a period of 7 years, to the Investor Education and Protection Fund (IEPF) constituted under Section 125 of the Companies Act, 2013. It is pertinent to mention that no claim of investors shall lie against IEPF. The details of unpaid dividend are as follows :-

S. NO.	Dividend Year	Unpaid Balance as on 31/03/2018 (In ₹)
1.	2010-11	3,33,958.00
2.	2011-12	5,10,989.00
3.	2012-13	5,20,265.00
4.	2013-14	6,35,863.20
5.	2014-15	6,84,559.20
6.	2015-16 (Interim)	6,49,256.40
7.	2015-16	3,50,946.00
8.	2016-17	15,17,580.60

Investors are advised to send all un-encashed dividend warrants pertaining to the years shown above to the Company for revalidation. It is further informed that unclaimed/ unpaid dividend pertaining to the Financial Year 2010-11 will become due for transfer to Investor Education and Protection Fund (IEPF) on 02.11.2018.

11. Pursuant to the provisions of Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), 'Equity Shares', on which Dividend has not been claimed for a continuous period of 7 years, will be transferred to Investor Education and Protection Fund (IEPF) Suspense Account constituted under Section 125 of the Companies Act, 2013. It is pertinent to mention that no claim shall lie against the Company, though Shareholders have the right to claim the underlying shares from IEPF Suspense Account in the manner prescribed in the IEPF Rules.

12. Notices have been served to the individual shareholders whose shares are liable to be transferred to IEPF Suspense Account. The underlying shares will be transferred to the IEPF Suspense Account in November, 2018. Therefore, shareholders are requested to please claim their unpaid dividend for earlier years at the earliest.

13. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholdings into one folio.

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

15. Members who hold shares in physical form are requested to intimate to the Company Bank mandate under the signature of Sole/first named joint shareholder specifying Bank's name, Name and Address (with PIN No.) of the Branch, Account Type - Saving (SA) or Current (CA), Account No.

16. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.

17. SEBI has amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette Notification dated June 8, 2018 and mandated that transfer of securities would be carried out in dematerialized form only. **Accordingly, with effect from December 5, 2018, transfer of securities would be carried in dematerialized form only.**

18. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

19. Investors holding shares in physical form are advised to opt for Electronic Clearing System (ECS) to avail fast and safe remittance of dividend. A photocopy of a leaf of your Cheque book bearing your Account Number may also be sent along with mandate.

20. Electronic copy of the Annual Report is being sent to all Members whose email IDs are registered with the Company / Depository Participants (DP) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to secretary@kanplas.com mentioning your folio/DP ID and Client ID. Annual Report is also available on the website of the Company at www.kanplas.com.

21. Members holding shares in physical mode are requested to register their email IDs with the Company or its Registrar & Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase –I, New Delhi -110020 and Members holding shares in demat mode are requested to register their email ID's with their respective Depository Participants (DP) in case the same is still not registered.

22. Members are also requested to notify any changes in their email ID or Bank Mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or Bank mandates or address to their Depository Participants.

23. Members / Proxies / Authorised Representatives are requested to bring attendance slip duly filled along with their copies of Annual Report in the meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

24. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.

25. **Members are requested to fill and send Feedback Form provided in the Annual Report to register / update their e mail id.**

26. 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.

27. Details of Directors who are proposed to be appointed / reappointed, nature of their expertise in specific functional areas, names of memberships / chairmanships of Board or Committees thereof, shareholding and relationships between directors inter-se as stipulated under Regulation 34(3) of SEBI (LODR) Regulations, 2015 are provided in the Corporate Governance Report forming part of the Annual Report.

28. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, your Company is providing remote e-voting facility to all its members to exercise their right to vote electronically on items mentioned in this Notice. Notice, e-voting form along with the detailed procedure of e-voting are being sent by electronic mode to all the shareholders whose email ids are registered with the Company unless a shareholder has requested for a hard copy of the same. For shareholders who have not registered their email ids with the Company, physical copies of the aforesaid documents are being sent by the permitted mode. The said details are also available on the website of the Company www.kanplas.com.

29. The facility for voting, either through electronic voting system or ballot or Polling Paper 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.

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

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013.

ITEM NO. 4:-

The Board of Directors of your Company, at their meeting held on 13th August, 2018 has, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to the approval of shareholders, re-appointed Shri Shri Shashank Agarwal, as Deputy Managing Director for a period of 3 years w.e.f. 1st September, 2018 till 31st August, 2021 at the remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Shri Shashank Agarwal graduated from the University of Nottingham, UK was appointed as Director (Technical) of the Company w.e.f. 5/6/2010 and has been an officer of the Company since 8/6/2009. He has been instrumental in streamlining the company's operations with backward integration and diversification of products manufactured by the Company all these years. He has also contributed in improving the marketing strategies. Thus the company has established itself as a reliable and trust worthy exporter in the European, South and North American Countries.

The approval of shareholders is required for the re-appointment of Shri Shashank Agarwal as Deputy Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Shri Shashank Agarwal as Deputy Managing Director are recommended by the Nomination and Remuneration Committee and mentioned in resolution no. 4.

Shri Shashank Agarwal holds 887064 equity shares of the Company. He holds directorships in following Companies:

Other Companies Directorship:

1. KPL Packaging Private Limited
2. MSA Investment & Trading Co. Private Limited
3. KSM Exports Limited
4. Raghushree Realestate Private Limited
5. Kanpur Flexibulk Containers Private Limited

Shri Shashank Agarwal satisfies all the conditions as set out in Part-II of Schedule V and Section 196(3) of the Companies Act, 2013 for being eligible for re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Shashank Agarwal under Section 190 of the Act.

Memberships / Chairmanships of Board, Committees, shareholding and relationships amongst Directors' inter-se as stipulated required under Regulation 36 of Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri Mahesh Swarup Agarwal, Shri Manoj Agarwal and Smt Usha Agarwal being relatives and Shri Shashank Agarwal being himself may be deemed to be interested in the resolution set out at item no. 4. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

Your Directors recommend passing of above resolution as Special Resolution.

By order of the Board of Directors

For **Kanpur Plastipack Ltd.**

Place: Kanpur
Date : 13th August, 2018

Ankur Srivastava
Company Secretary

Other General Information:

i) The Company is mainly engaged in manufacturing of HDPE/ PP Fabric, Sacks, FIBC Bags and Multi Filament Yarn(MFY) and trading of plastic granules as Consignment Stockist of Indian Oil Corporation Limited. The turnover of the Company and its financial performance during last 3 years have been as under:

(₹ In Lacs)

Year	Sales & Other Income	Operating Profit	Net Profit after Tax
2017-18	28519	3585	1692
2016-17	24636	3411	1446
2015-16	24963	3753	1646

ii) The Export performances of the Company are ₹ 20337 Lacs, ₹ 19690 Lacs and ₹ 21973 Lacs during 2015-16, 2016-17 and 2017-18, respectively.

iii) There is no foreign investment or collaborations.

iv) Shri Mahesh Swarup Agarwal, is the father of Shri Manoj Agarwal and grandfather of Shri Shashank Agarwal. Smt. Usha Agarwal is the mother of Shri Shashank Agarwal.

v) Shri Shashank Agarwal does not have any pecuniary relationship with the Company except as shareholder and as an employee.

vi) The background and other details of Shri Shashank Agarwal are provided in the Corporate Governance Report forming part of the Annual Report.

vii) The past remuneration of Shri Shashank Agarwal was ₹ 2,40,000/- p.m. plus other perks.

viii) In the industry, it is a normal trend of providing remuneration to the Chief Executives about ₹ 50 Lacs plus other perks and commission linked with the profits of the Company. With the exemplary efforts of Shri Shashank Agarwal, performance of the Company has remarkably improved and their proposed remuneration does not exceed the industry norm.

ix) The Company has earned profits after tax to the tune of ₹1692 Lacs during the financial year ended 31/03/2018 and as such having a sound profitability which is expected to increase in future. The phrase "inadequate profits" is only indicative that whenever the salary payable to the managerial personnel exceeds the limits provided by section 197 of the Companies Act, 2013 and therefore, the provisions of section II of part II of Schedule V of the said act become applicable.

By order of the Board of Directors
For **Kanpur Plastipack Ltd.**

Place: Kanpur
Date : 13th August, 2018

Ankur Srivastava
Company Secretary

Paper less compliance of Corporate Governance- Green Initiative of MCA

Dear Shareholder,

This is to inform you that the Ministry of Corporate Affairs (MCA) has taken a Green Initiative and Companies Act, 2013 has also allowed the Corporates, accordingly, to send their Notices, Annual Reports, etc. in electronic form. Accordingly, your Company wish to take part in the said Green Initiative and make its contribution towards providing green atmosphere by reducing the use of paper and inturn saving the cutting of trees.

Accordingly, you are requested to please register / update your e-mail id with your Depository Participant (in case of Demat holding) / Company or its Registrar (in case of physical holding) to enable the Company to send the above through email instead of physical form.

Please also note that as a Member of the Company you are always entitled to request and receive, free of cost, a copy of Annual Report of the Company and other documents in physical form.

We look forward for your continued support to this unique initiative by the MCA and become a part as a savior of the green atmosphere.

Thanking you.
Yours faithfully,
For **Kanpur Plastipack Limited**

Sd/-
(Ankur Srivastava)
Company Secretary

Note:- Shareholders are requested to write to us or send an e-mail to register / update the email id along with the folio number at secretary@kanplas.com.

UPDATION OF PAN, BANK ACCOUNT DETAILS, EMAIL ADDRESS AND DEMATERIALISATION OF SHARES.

Dear Shareholder,

1. Securities and Exchange Board of India (SEBI) vide circular No: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated all listed Companies to update the Permanent Account Number (PAN) and Bank account details of all shareholders who are holding shares in physical form. Accordingly, your goodself are hereby requested to please provide the below mentioned details/documents at the below mentioned address of our Registrar and Share Transfer Agent.

   i. Self attested copy of PAN card of all shareholders including joint holders. (In case of residence of Sikkim, the requirement of PAN Card be substituted with a valid Identity proof issued by Government.)

   ii. Cancelled Cheque Leaf bearing the name of Sole / first named shareholder (or) attested copy of Bank passbook.

Address of the Registrar and Share Transfer Agent:

Skyline Financial Services Pvt. Ltd.
D-153/A, 1st Floor,
Okhla Industrial Area, Phase –I
New Delhi – 110 020

2. SEBI has amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities (except transmission or transposition of securities) would be carried out in dematerialized form only. **Accordingly, with effect from December 5, 2018, transfer of securities would be carried in dematerialized form only.**

   Shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

   Therefore, Shareholders, are requested to take note of above requirements and take necessary steps to accordingly.

We seek your co-operation in this regard.

For KANPUR PLASTIPACK LIMITED
(Ankur Srivastava)
Company Secretary

Route map of venue of Annual General Meeting:

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

