# Notice

NOTICE is hereby given that 50th ANNUAL GENERAL MEETING (AGM) of Members of M/S KANPUR PLASTIPACK LIMITED will be held on Friday, the 3rd day of September, 2021 at 12:00 Noon through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at D-19-20, Panki Industrial Area, Kanpur-208022 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

## ORDINARY BUSINESS:

**Item No. 1 – Adoption of Financial Statements**

To receive, consider and adopt Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of Auditors and Directors thereon;

**Item No. 2 – Declaration of Dividend**

To consider declaration of Final Dividend for the financial year 2020-21;

**Item No. 3 – Appointment of Shri Sunil Mehta as Director who retires by rotation**

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:

**Item No. 4 Increase the Authorised Share Capital of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Authorised Share Capital of the Company of ₹ 22,00,00,000/- (Rupees Twenty Two Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten) each and 20,00,000 (Twenty Lacs) Preference Shares of ₹ 10/- (Rupees Ten) each be and is hereby increased to ₹ 32,00,00,000 (Rupees Thirty Two Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lacs) Preference shares of ₹ 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

**V. The Authorized Share Capital of the Company is ₹ 32,00,00,000 (Rupees Thirty Two Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lacs) Preference Shares of ₹ 10/- (Rupees Ten Only) each with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013, or as provided by the Articles of Association of the Company for the time being.**

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Item No. 5 Bonus Issue**

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

**"RESOLVED THAT:**

a) pursuant to section 63 of the Companies Act, 2013 ("the Act") and the applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) and Article 15 of the Articles of Association of the Company

and in accordance with the provisions under Chapter XI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") and the Listing Agreements entered into by the company with the Stock Exchanges where the Company's shares are listed and subject to all applicable laws/rules/regulations/ guidelines, if any prescribed by SEBI or Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA) (including any amendment, modification or re-enactment thereof) and subject to any necessary approval(s), consents, permissions and sanctions as may be necessary from any authority and upon recommendation of the Board of Directors made at their meeting held on 28th July, 2021 (hereinafter referred to as "the Board", which term shall also include the existing Committee of Directors thereof), the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding ₹ 7,15,62,820/- (Rupees Seven Crores Fifteen Lacs Sixty Two Thousand Eight Hundred and Twenty Only)out of the sum standing to the credit of Company's General Reserve Account/Securities Premium Account or such other accounts as are permissible to be capitalized and utilized for the purpose to issue Bonus Shares of ₹ 10/-(Rupees Ten) each, credited as fully paid up Equity shares to the holders whose names appear in the Register of Members/Beneficial Owners of the Company as on 26th August, 2021, being the 'Record Date' determined by the Board for this purpose, in the proportion of 1(One) Bonus share for every existing 2(Two) fully paid up Equity shares of ₹ 10/- (Rupees Ten) each (Ratio 1:2) and that the said amount be transferred to the Share Capital Account and that the new Bonus Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity capital of the Company held by each such member and not as income."

b) the Bonus Shares so allotted shall be subject to such terms and conditions as contained in the Memorandum and Articles of Association of the Company and shall in all respect rank *pari passu* with the existing fully paid-up Equity shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these Equity shares as the Board may determine."

c) the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants within the stipulated time as may be allowed by the appropriate authorities and in the case of Members who hold Equity shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched within such time as may be prescribed."

d) the Board be and is hereby authorized to take necessary steps for listing/trading of the Bonus Shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Regulations and other applicable laws."

e) Bonus shares shall be allotted to the nearest number and no fraction share arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company;"

f) for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board and the Company Secretary of the Company be and are hereby jointly and/ or severally authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage including to take necessary steps for listing of such Bonus Shares on the stock exchanges where the ordinary shares of the Company are listed and as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto."

**Item no. 6 Adoption of New Set of Article of Associations**

**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 Section 5 and 14 of Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board and the Company Secretary of the Company be and are hereby jointly and / or severally authorized to do such acts, deeds and things as they may, in their absolute discretion, deem necessary and expedient to settle all questions, difficulties or doubts arising at any stage in this regard without requiring the Board to secure any further consent or approval from the members of the Company and intended that they shall be deemed to have given their approval expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item no. 7 Re-appointment of Shri Shashank Agarwal as Deputy Managing Director**

**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), Shri Shashank Agarwal (DIN:02790029) be and is hereby re-appointed as the Deputy Managing Director of the Company for a further period of 3 year from 1st September, 2021 to 31st August, 2024, as recommended by the Nomination and Remuneration Committee on the following Terms and Conditions:

I. **Remuneration :** ₹4,00,000/- – ₹30,000/- -- ₹ 4,60,000/- 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 ₹30,000/-

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 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), Chairman Cum Managing Director and Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company 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."

**Item no. 8 Change in the terms of appointment of Shri Sunil Mehta, Executive Director**

**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 and 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 fixed performance incentive payable to Shri Sunil Mehta (DIN:03422673), Executive Director be and is hereby increased from ₹5 Lacs to ₹10 Lacs w.e.f. the financial year 2020-21 for the remaining term of his tenure till 31st August, 2024 other terms of appointment of Shri Sunil Mehta as approved by the Shareholders in thier meeting held on 12/09/2019 will remain the same for the remaining period of his tenure."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Shri Sunil Mehta by way of salary, allowances and perquisites, shall not exceed the maximum limit as prescribed under schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** Shri Manoj Agarwal (DIN: 00474146), Chairman Cum Managing Director and Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company 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."

**Item no. 9 Grant of Honorarium to retiring Chairman Emeritus of the Company Shri Mahesh Swarup Agarwal**

**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 188(1)(f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), a Monthly Honorarium of ₹ 1,50,000/- (Rupees One Lacs Fifty Thousand only) to Shri Mahesh Swarup Agarwal be and is hereby approved w.e.f. 01st June, 2021."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 188(1)(f) read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the occasion of Golden Jubilee of the Company an amount of ₹ 50,00,000/- (Rupees Fifty Lacs Only) be given to Shri Mahesh Swarup Agarwal as a token of gesture, love and appreciation."

**Item no. 10 Change in the terms of appointment of Shri Manoj Agarwal, Chairman Cum Managing Director**

**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 and 203 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 terms of appointment of Shri Manoj Agarwal, Chairman Cum Managing Director be changed w.e.f. 01st September, 2021 for the remaining period of his tenure till 31st August, 2023 as recommended by the Nomination and Remuneration Committee:-

(The terms of appointment as approved by the Shareholders in their meeting held on 03/09/2020 as amended from 01/09/2021)

I. **Remuneration :** ₹ 5,20,000/- – ₹ 40,000/- --₹6,00,000/- per month.

II. **Self Development Allowance :** ₹ 30,000/- 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) The Company shall provide him unfurnished accommodation and in lieu of the same company shall deduct seven and half percent of Basic salary from the monthly salary payable to him. The Company shall also provide such furniture and furnishing as may be required by the Chairman Cum Managing Director. Further, the expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.

ii) Reimbursement of actual 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 ₹30,000/-

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

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

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

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

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

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year the remuneration payable to Shri Manoj 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 Shashank Agarwal, Deputy Managing Director (DIN: 02790029) and Shri Ankur Srivastava, Company Secretary of the Company (Membership No. F8537) be and are hereby jointly and / or severally authorised to sign, seal, execute and deliver all necessary intimation and file necessary forms to the Registrar of Companies and to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution."

**Item no. 11 To grant annual Honorarium to all Independent Directors of the Company**

**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 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), subject to the approval of shareholders at ensuing Annual General Meeting an Annual Honorarium of ₹1,00,000 (Rupees One Lacs Only) be given to each Independent Director of the Company w.e.f. the financial year 2020-21."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the honorarium payable to the Independent Directors shall not exceed the maximum limit as prescribed under schedule V of the Companies Act, 2013."

**Item no. 12 To approve and ratify the re-appointment of Shri Akshay Kumar Gupta, Non Executive Independent Director (DIN: 00004908):**

**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 Section 149(6) read with Section 149(10) 150, 152 read with Schedule IV, other applicable provisions of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and other applicable regulations of Listing Regulations, as amended from time to time, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for the approval and ratification of the re-appointment of Shri Akshay Kumar Gupta (DIN: 00004908), for a further period of 5 consecutive years as Independent Director w.e.f. 01/04/2021 to 31/03/2026 whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Resolution passed by the Board of Directors dated 10/02/2021 for the re-appointment of Shri Akshay Kumar Gupta (DIN: 00004908) for a further period of 5 consecutive years as Independent Director w.e.f. 01/04/2021 to 31/03/2026 be and is hereby ratified."

**"RESOLVED FURTHER THAT** Shri Manoj Agarwal (DIN: 00474146), Chairman Cum Managing Director and / or Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company 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."

By order of the Board of Directors
For **KANPUR PLASTIPACK LTD.**

Place : Kanpur
Date : 28th July, 2021

**ANKUR SRIVASTAVA**
COMPANY SECRETARY

# Notes :

1. In view of severe outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), and Securities and Exchange Board of India (SEBI) have permitted the Companies to conduct their Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021.

2. In view of MCA General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 14/2020 dated 8th April, 2020 and Circular no. 20/2020 dated 5th May, 2020 and Circular of SEBI dated 12th May, 2020 and other applicable circulars issued by the SEBI and MCA in this regard, the 50th Annual General Meeting (AGM) will be conducted through Video Conferencing or any other Audio Visual Means, as permitted. Hence, physical attendance of the Members to the AGM venue is not required and the members can attend and participate in the ensuing AGM through VC/OAVM.

3. As physical presence of members is dispensed with, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, proxy form and attendance slip are not annexed herewith. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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 through VC / OAVM 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 compliance with the above Circulars of MCA and SEBI, the Annual Report 2020-21, the Notice of the 50th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

6. Members may also note that the Notice of the 50th AGM and the Annual Report 2020-21 will also be available on the Company's website, www.kanplas.com and website of the Stock Exchanges.

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 hereto.

8. The Register of Members and Share Transfer Books of the Company shall remain closed from 27th August, 2021 to 3rd September, 2021 (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 / transmission / transposition in physical form lodged with the Company on or before 26th August, 2021 and the beneficial owners as per the Beneficiary List at the close of the business hours on 26th August, 2021 as provided by NSDL and CDSL.

9. The payment of Dividend shall be subject to deduction of Tax at Source as per applicable Income Tax Act and Rules.

10. The Record date for the purpose of Bonus Shares shall be 26th August, 2021. The entitlement of Bonus 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 / transmission / transposition in physical form lodged with the Company on or before 26th August, 2021 and the beneficial owners as per the Beneficiary List at the close of the business hours on 26th August, 2021 as provided by NSDL and CDSL.

11. 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 the Registrar.

12. The members are hereby informed that the Company has transferred the amount of unpaid dividend for the year 2012-13, 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 31/03/2021 (In ₹) |
|---|---|---|
| 1. | 2013-14 | 6,41,354.40 |
| 2. | 2014-15 | 6,93,616.80 |
| 3. | 2015-16 (Interim) | 7,27,772.40 |
| 4. | 2015-16 | 3,48,471.00 |
| 5. | 2016-17 | 14,83,373.40 |
| 6. | 2017-18 | 5,26,336.20 |
| 7. | 2018-19 | 5,18,256.00 |
| 8. | 2019-20 | 1,71,625.60 |

**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 2013-14 will become due for transfer to Investor Education and Protection Fund (IEPF) on 16.10.2021.

13. 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.

14. Notices have been served to the individual shareholders whose shares are liable to be transferred to IEPF Suspense Account. The underlying shares will be due to be transferred to the IEPF Suspense Account in October, 2021. Therefore, shareholders are requested to please claim their unpaid dividend for earlier years at the earliest.

15. 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.

16. 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.

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 except in case of transmission / transposition of securities.

18. In case of physical transmission of shares, copy of PAN Card of the transferee is mandatory.

19. 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.

20. 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.

21. Electronic copy of the Annual Report is being sent to all Members whose email ID is registered with the Company / Depository Participants (DP) for communication purposes. Members who have not got their email id registered with the Company are requested to inform your email id to the Company or its RTA in case of physical holding and in case of demat holding update your email id with the depository participant. Investors may also download the Annual Report of the Company from the website of the Company or website of Stock Exchange as well.

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 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.

24. Members are requested to register / update their e mail id.

25. 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.

26. The relevant details pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment / re-appointment at this AGM are provided in the Corporate Governance Report forming part of the Annual Report and Explanatory Statements of the notice as the case may be.

27. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed with this Notice.

## DIVIDEND RELATED INFORMATION

28. Subject to approval of the Members at the AGM, the dividend will be paid to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

29. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the registered address of the shareholders who have not updated their bank account.

30. Shareholders are requested to register / update their complete bank details: (a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and (b) with the Company by emailing at secretary@kanplas.com or grievances@skylinerta.com, if shares are held in physical mode, by submitting (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf. In case shares are held in dematerialised mode, details in a form prescribed by your Depository Participant may also be required to be furnished.

31. Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. However, no **tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-** The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

## A RESIDENT SHAREHOLDERS:

### A.1 Tax Deductible at Source for Resident Shareholders

| Sr. No | Particulars | Withholding tax rate | Documents required (if any) |
|---|---|---|---|
| 1 | Valid PAN updated in the Company's Register of Members | 10% | No document required (if no exemption is sought) |
| 2 | No PAN/Valid PAN not updated in the Company's Register of Members | 20% | No document required (if no exemption is sought) |
| 3 | Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961 | Rate specified in the certificate | Lower tax deduction certificate obtained from Income Tax Authority |

### A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company / RTA

| Sr. No | Particulars | Withholding tax rate | Documents required (if any) |
|---|---|---|---|
| 1 | Submission of form 15G/15H | NIL | Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions. |
| 2 | Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc. | NIL | Documentary evidence that the said provisions are not applicable. |
| 3 | Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds. | NIL | Documentary evidence for coverage u/s 196 of Income Tax Act, 1961 |
| 4 | Category I and II Alternative Investment Fund | NIL | SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961 |
| 5 | Recognised provident funds / Approved superannuation fund / Approved gratuity fund | NIL | Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) |
| 6 | National Pension Scheme | NIL | No TDS as per section 197A (1E) of Income Tax Act, 1961 |

## B NON-RESIDENT SHAREHOLDERS:

**Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / RTA**

| Sr. No | Particulars | Withholding tax rate | Documents required (if any) |
|---|---|---|---|
| 1 | Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) | 20% (plus applicable surcharge and cess) | FPI registration number / certificate. |
| 2 | Other Non-resident shareholders | 20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial | To avail beneficial rate of tax treaty following tax documents would be required:<br>1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received<br>2. PAN<br>3. Form 10F filled & duly signed<br>4. Self-declaration for non-existence of permanent establishment/ fixed base in India<br>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company) |
| 3 | Indian Branch of a Foreign Bank | Nil | Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority.<br>Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank |
| 4 | Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961 | Rate specified in certificate | Lower tax deduction certificate obtained from Income Tax Authority |

32. Shareholders are requested to please provide the abovementioned documents upto 2nd September, 2021 in this regard. No communication would be accepted from members after 2nd September, 2021 regarding the tax withholding matters.

33. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

**EVOTING AND VIDEO CONFERENCING:**

34. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

35. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

36. 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), and the Circulars issued by the Ministry of Corporate Affairs

dated April 08, 2020, April 13, 2020, May 05, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 as well as venue voting on the date of the AGM will be provided by NSDL.

37. The facility for voting through electronic voting system 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.

38. The recorded transcript of the forthcoming AGM, shall also be made available on the website of the Company www.kanplas.com in the Investor Relations Section, as soon as possible after the Meeting is over.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 31st August, 2021 at 9:00 AM and ends on 2nd September, 2021 at 5:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12********** then your user ID is 12********** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Log-in to NSDL e-Voting system at** https://www.evoting.nsdl.com/

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

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below **for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) **Click on "Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "Physical **User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretary@kanplas.com or grievances@skylinerta.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretary@kanplas.com or grievances@skylinerta.com.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretary@kanplas.com 2 days prior to the date of AGM.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretary@kanplas.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**ITEM NO. 4:-**

The present authorised capital of the Company is ₹ 22,00,00,000 (Twenty Two Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 20,00,000 (Rupees Forty Lacs) Preference shares of ₹ 10/- (Rupees Ten Only) each.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. The Company is proposing, subject to shareholders' approval, an increase in the authorized Share Capital to ₹ 32,00,00,000/- (Rupees Thirty Two Crores only) divided in to 3,00,00,000 (Three Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each and 20,00,000 (Twenty Lacs) Preference Shares of ₹ 10/- (Rupees Ten only) each.

A separate proposal for Bonus Issue has been submitted for the approval of Shareholders under item no. 5 of this Notice. This will increase the paid up share capital of the Company from the existing limits of the Authorised Share Capital. The proposed increase in the Authorised Share Capital will keep a sufficient margin in the equity capital component. Therefore the proposed increase in the Authorised Share Capital is proposed. Pursuant to the provisions of Sections 64 of the Companies Act, 2013, increase in the authorized share capital of the company and consequent amendments in the capital clause of the Memorandum of the company requires approval of the members. Approval of the members is, therefore, sought in terms of the said sections. The amendment shall be effective upon the registration of the resolution with the Registrar of Companies.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution

The Board of Directors recommends the Resolution as set out in the Item No. 4 of the Notice for the approval of the members by way of Ordinary Resolution.

**ITEM NO. 5:-**

Your Company has completed 50 years of its existence and is celebrating its Golden Jubilee this year. To mark the occasion

and to reward the shareholders, the Board of Directors of your Company (The Board) has at their meeting held on 28th July, 2021 recommended issue of bonus shares in the ratio of 1:2 i.e. one new fully paid up equity share of ₹ 10/- each for every Two existing fully paid up equity share of ₹ 10/- each, to the eligible members of the Company as on the Record Date as determined by the Board for this purpose.

The capitalization of reserves shall be to the extent of ₹ 7,15,62,820/- (Rupees Seven Crores Fifteen Lacs Sixty Two Thousand Eight Hundred and Twenty Only) in lieu of issue of bonus shares of ₹10/- each in the proportion of 1:2 [i.e. one fully paid bonus share of face value of ₹ 10/- each for Two existing fully paid ordinary share of ₹ 10/- each] held by the members as on the Record Date.

The Company satisfied the conditions of and requirements for, issue of Bonus Shares contained in Chapter XI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as presently in force.

Shri Manoj Agarwal, Shri Shashank Agarwal and Smt. Usha Agarwal and their relatives can be considered as interested to the extent of Bonus Shares proposed to be allotted to them on the basis of existing shareholding. The above persons may also be considered interested in respect of shareholding of M/s MSA Investment and Trading Company Private Limited, M/s KPL Packaging Private Limited and M/s KSM Exports Limited having control / shareholding in these companies.

The Board of Directors recommends the Resolution as set out in the Item No. 5 of the Notice for the approval of the members by way of Ordinary Resolution.

## ITEM NO. 6:-

The Company had adopted new set of Articles of Association based on the Companies Act, 2013 (existing Articles of Association AOA"). However, thereafter many of the requirements have then been dispense with and also as the Company has listed with National Stock Exchange (NSE) and as per the listing confirmations NSE directed us to include certain points in Articles of the Company. Therefore it is proposed to replace the existing regulations of the Articles of Association with the new set of regulations as new set of Articles of Association.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available on the website of the Company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board of Directors recommends the Resolution as set out in the Item No. 6 of the Notice for the approval of the members by way of Special Resolution.

## ITEM NO. 7:

Shri Shashank Agarwal aged about 33 years holds a B. Engg. (Hons.) degree in Manufacturing Engineering & Operation Management from the University of Nottingham, UK. He has also done a summer course on International Marketing from Harvard Business School. He was appointed as Director (Technical) of the Company w.e.f. 5th June, 2010. 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.

He was re-appointed as Deputy Managing Director in the Annual General Meeting of the Shareholders held on 19th September, 2018 for a period of 3 years w.e.f. 1st September, 2018 to 31st August, 2021. The Board of Directors of the Company in their meeting held on 24th May, 2021 have recommended to re-appoint Shri Shashank Agarwal as Deputy Managing Director for the further period of 3 years from 1st September, 2021 to 31st August, 2024 on revised terms and conditions as recommended by the Nomination and Remuneration Committee.

Shri Shashank Agarwal holds 1090564 equity shares of the Company. He holds directorships in following Companies:

**Other Companies Directorship:**

a. KSM Exports Limited

b. KPL Packaging Pvt. Ltd.

c. MSA Investment And Trading Company Pvt. Ltd.

d. Indian Flexible Intermediate Bulk Container Association

e. Merchants Chamber of Uttar Pradesh

f. Kanplas Earning Solutions Pvt. Ltd.

g. Valex Ventures Limited (U.K)

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 required under Regulation 36 of Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri Shashank Agarwal is being himself interested in resolution no. 7. Shri Manoj Agarwal and Smt Usha Agarwal being relatives of Shri Shashank Agarwal are interested in the resolution as set out in the Resolution No. 7. 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 this resolution.

The Board of Directors recommends the Resolution as set out in the Item No. 7 of the Notice for the approval of the members by way of Special Resolution.

**ITEM NO. 8:**

Pursuant to the provisions of Sections 196, 197, 198 and 203 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), Shri Sunil Mehta was appointed as Executive Director for a period of 5 years w.e.f. 1st September, 2019 till 31st August, 2024 at the remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Shri Sunil Mehta aged about 60 years is a B. Tech (Textile Technology) with over 30 years of experience in the Woven Sack Industry. He joined the Company in the year 2002 and has brought various improvements in the production & operations of the Company and helped immensely in the improvement of its performance. With his dedicated and able leadership the manufacturing operations of the Company have greatly improved which has resulted in achieving record production and turnover.

The Nomination and Remuneration Committee has recommended to increase the fixed performance incentive payable to Shri Sunil Mehta, Executive Director from ₹5 Lacs to ₹10 Lacs w.e.f. the financial year 2020-21 for the remaining term of his tenure till 31st August, 2024. All other terms of Shri Sunil Mehta as approved by the Shareholders in their meeting held on 12/09/2019 will remain the same for the remaining period of his tenure.

The approval of shareholders is required for change in the terms of appointment of Shri Sunil Mehta, Executive Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Shri Sunil Mehta as Executive Director as recommended by the Nomination and Remuneration Committee and mentioned in resolution no.8.

Shri Sunil Mehta holds does not hold any share of the Company. He holds directorships in following Companies:

**Other Companies Directorship:**

h. KSM Exports Limited

Shri Sunil Mehta 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 Sunil Mehta under Section 190 of the Act.

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

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 resolution.

Your Directors recommend passing of above resolutions as Special Resolution.

**ITEM NO. 9:-**

Shri Mahesh Swarup Agarwal (aged about 93 years) is one of the founders of your Company and during the last 50 years has guided the Company's operations successfully. The Company having started as an SSI unit has today established itself as a globally known Company in the industrial packaging sector. During these 50 years many hurdles were faced but under his able leadership and with the co-operation of management personnel and workforce, the Company has successfully overcome all those hurdles. His unstoppable zeal, foresightness and guidance enabled the Company to reach these phenomenal heights through all the ups and downs of the last 50 years. His guidance, advice and foresightness always proved beneficial to the Company and acted as one of the pillars to the growth of the Company.

Shri Mahesh Swarup Agarwal opted to relinquish his office of director w.e.f. 31st May, 2021. The Board of Directors at their meeting held on 24th May, 2021, have approved a monthly honorarium as a gesture against his life time guidance to the Company and a onetime retirement amount on the occasion of Golden Jubilee of the Company as a gesture of love and respect as recommended by the Nomination and Remuneration Committee. The above payments as set out at Resolution no. 9 to Shri Mahesh Swarup Agarwal are subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Board recommends passing of the resolution mentioned at item no. 9 as Special Resolution.

None of the Directors, except Shri Mahesh Swarup Agarwal for himself, Shri Manoj Agarwal, Shri Shashank Agarwal, and Smt. Usha Agarwal being relatives are concerned or interested in the said resolution.

**ITEM NO. 10:-**

Pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shri Manoj Agarwal was re-appointed as the

Managing Director for a period of 3 years w.e.f. 1st September, 2020 at the remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Shri Manoj Agarwal (aged about 66 years) a Management Graduate, has been guiding the Company's operations for over 40 years. Under his able leadership, the Company's operations have improved considerably from an annual turnover of about ₹100 Crores in the year 2009-10 to the present turnover which has reached to over ₹ 400 Crores. With his efforts there has been tremendous growth of the value added export products which is the back bone of the Company's operations.

Consequent to the retirement of Shri Mahesh Swarup Agarwal, Chairman Emeritus of the Company the Board of Directors in their meeting held on 24th May, 2021 have re-designated Shri Manoj Agarwal as Chairman Cum Managing Director w.e.f. 01st June, 2021. As recommended by the Nomination and Remuneration Committee of the Company, the Board of Directors have also changed the terms of appointment of Shri Manoj Agarwal for the remaining period of his tenure.

The approval of shareholders is required for the change in terms of appointment of Shri Shri Manoj Agarwal. Broad particulars of the terms of re-appointment and remuneration payable to Shri Manoj Agarwal as Chairman Cum Managing Director are recommended by the Nomination and Remuneration Committee and mentioned in resolution no. 10.

Shri Manoj Agarwal holds 1356523 equity shares of the Company. He holds directorships in following Companies:

**Other Companies Directorship:**

1. KPL Packaging Pvt. Ltd.
2. MSA Investment & Trading Co. Pvt. Ltd.
3. KSM Exports Ltd.
4. The Plastics Export Promotion Council
5. Valex Ventures Limited (UK)

Shri Manoj 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 Manoj Agarwal under Section 190 of the Act.

Memberships / Chairmanships of Board Committees, shareholding and relationships amongst Directors' inter-se as stipulated under Regulation 34 of Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri Mahesh Swarup Agarwal, Smt Usha Agarwal and Shri Shashank Agarwal being relatives and Shri Manoj Agarwal being himself may be deemed to be interested in the resolution set out at item No. 10. 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 these resolutions.

Your Directors recommend passing of above resolution as Special Resolution.

## ITEM NO. 11

In view of the time devoted and valuable advice given by the Independent Directors to the Company from time to time, it is proposed to grant an Annual Honorarium of ₹1,00,000 (Rupees One Lacs) to each Independent Director of the Company in additional to the regular sitting fee to attend the meetings of the Board of Directors and committees thereof as a mark of gesture. Pursuant to the provisions of Section 197 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, the Board of Directors in their meeting held on 24/05/2021 subject to the approval of shareholders, have approved the same to be effective from the financial year 2020-21, payable annually after its approval from the shareholders at the ensuing Annual General Meeting.

Shri Prem Singh Khamesra, Shri Akshay Kumar Gupta, Dr. Ram Gopal Bagla, Shri Subodh Kumar and Shri Dharam Bir Prasad may be considered as interest in the resolution as set out at resolution no. 11.

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 these resolutions.

Your Directors recommend passing of above resolutions as Special Resolution.

## ITEM NO. 12

As per Regulation 25(2) read of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 149(10) of the Companies Act, 2013 an Independent Director shall hold the office for a term upto 5 consecutive years on the Board of a Company and shall be eligible for re-appointment for a further period of 5 consecutive years on passing of a Special Resolution.

Shri Akshay Kumar Gupta (aged about 63 years) a Practicing Charted Accountant with over 35 years of experience was appointed as Non Executive Independent Directors under section 149 and 152 of the Companies Act, 2013 together with Companies (Appointment and Qualification of Directors) Rules, 2014 read with the Listing Regulations, w.e.f. 15/09/2016 for a consecutive period of 5 years upto 31.03.2021. Considering the benefits of their vast expertise, knowledge and valuable advice received from both of them the Board of Directors on the recommendation of the Nomination and Remuneration Committee had re-appointed them for a consecutive period of 5 years w.e.f. 01/04/2021 to 31.03.2026 subject to the approval and ratification of members by way of Special Resolution.

The Company has received declarations from Shri Akshay Kumar Gupta that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Listing Regulations and he is not debarred from holding the office of Director pursuant to any SEBI order. He possess appropriate skills, experience and knowledge and in the opinion of the Board, he fulfills the conditions for their re-appointment as an Independent Director as specified in the Act and the Listing Regulations as amended.

Shri Akshay Kumar Gupta does not hold any share of the Company nor he holds directorships in any other Company.

Memberships / Chairmanships of Board Committees, shareholding and relationships amongst Directors' inter-se as stipulated under Regulation 34 of Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.

None of the Director is financially or otherwise concerned or interested in the resolution no. 12.

Your Directors recommend passing of above resolutions as Special Resolution.

By order of the Board of Directors
For **KANPUR PLASTIPACK LTD.**

Place: Kanpur
Date : 28th July, 2021

**ANKUR SRIVASTAVA**
COMPANY SECRETARY

## OTHER GENERAL INFORMATION:

i) The Company is mainly engaged in manufacturing and export of FIBCs (Flexible Intermediate Bulk Container) commonly known as Jumbo Bags, Woven Sacks, PP Fabrics and PP High Tenacity Multifilament Yarn (MFY). 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 |
|---|---|---|---|
| 2020-21 | 45,916 | 6,249 | 3,021 |
| 2019-20 | 32,254 | 2,573 | 493 |
| 2018-19 | 33,411 | 3,784 | 1,620 |

ii) The Export performances of the Company are ₹21,917 Lacs, ₹23,137 Lacs and ₹34,602 Lacs during 2018-19, 2019-20 and 2020-21, respectively.

iii) The figures of previous year have been re-grouped / re-casted wherever found necessary.

iv) There is no foreign investment or collaborators.

v) Shri Mahesh Swarup Agarwal is the father of Shri Manoj Agarwal and grandfather of Shri Shashank Agarwal. Smt. Usha Agarwal is the wife of Shri Manoj Agarwal.

vi) There is no pecuniary relationship with the Company of Shri Manoj Agarwal, Shri Shashank Agarwal except as employee & shareholder and Shri Sunil Mehta as employee.

vii) The background and other details of Shri Manoj Agarwal, Shri Shashank Agarwal and Shri Sunil Mehta are provided in the Explanatory Statement of the Notice.

viii) The past remuneration of the appointee Directors are given hereunder:

₹ in Lacs

| Sl No. | Name of Director | Past Remuneration per month |
|---|---|---|
| 1 | Shri Manoj Agarwal | ₹5,20,000/- |
| 2 | Shri Shashank Agarwal | ₹3,50,000/- |
| 3 | Shri Sunil Mehta | ₹2,05,000/- |

ix) In the industry, it is a normal trend of providing remuneration to the Chief Executives about ₹75 Lacs to ₹1 Crores plus other perks and commission linked with the profits of the Company. With the exemplary efforts of Shri Manoj Agarwal, Shri Shashank Agarwal and Shri Sunil Mehta the performance of your Company has remarkably improved and their proposed remuneration does not exceed the industry norm.

x) The Company has earned profits after tax to the tune of ₹3021 Lacs during the financial year ended 31/03/2021 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 : 28th July, 2021

**ANKUR SRIVASTAVA**
COMPANY SECRETARY