NOTICE

NOTICE is hereby given that 53rd ANNUAL GENERAL MEETING (AGM) of the Members of M/S KANPUR PLASTIPACK LIMITED will be held at its Registered Office at D-19-20, Panki Industrial Area, Kanpur-208022 on Friday, the 20th day of September, 2024 at 12:00 Noon 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, 2024 together with the Reports of Auditors and Directors thereon;

Item No. 2 - 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. 3 - 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 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 Shashank Agarwal (DIN:02790029) be and is hereby re-appointed as the Deputy Managing Director of the Company for a further period of 3 years from 1st September, 2024 to 31st August, 2027, as recommended by the Nomination and Remuneration Committee on the following Terms and Conditions:

I. Remuneration : ₹ 4,60,000/- ₹ 30,000/- ₹ 5,20,000/- 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.

ii. 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.

iii. 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.

iv. 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.

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

vi. Personal Accident Insurance of an amount, the annual premium of which shall not exceed ₹30,000/-

vii. 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.

viii. 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.

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

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

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

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

xiii. 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. 4 – Re-appointment of Shri Sunil Mehta as 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 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 (DIN: 03422673) be and is hereby reappointed as Executive Director for a period of 3 years w.e.f. 1st September, 2024 to 31st August, 2027 on the following terms and conditions as recommended by the Remuneration and Nomination Committees:-

1. Remuneration : ₹ 2,80,000/- per month.
2. Self Development Allowance : ₹25,000/- per month.
3. Fixed Performance Incentive : ₹10,00,000/- payable annually.
4. Perquisites : Perquisites shall be allowed in addition to salary as under However, these shall be restricted to an amount equal to the

i) House Rent Allowance shall be 50% of salary.

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) 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 to 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 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 authorised to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect the above resolution."

Item no. 5 - Ratification of the remuneration of Cost Auditor

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 Section 148 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration of ₹85,000/- payable to M/s Rakesh Misra & Company, Cost Accountants, (Firm Registration No.: 000249) appointed by the Board of Directors of the Company as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2024-25 be and is hereby ratified."

Item no. 6 - Issuance of warrants by way of Preferential Issue to the persons belonging to the Promoters Group and Non-Promoters' category ("Preferential Issue")

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

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (**the "Act"**), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (**"SEBI ICDR Regulations"**), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (**"SEBI LODR Regulations"**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**"SEBI SAST Regulations"**), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (**"SEBI"**), National Stock Exchange of India Limited (**"NSE"**) and/or BSE Limited (**"BSE"**) (BSE and NSE collectively referred to as **"Stock Exchanges"**), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to 17,60,000 (Seventeen Lakhs and Sixty Thousand) fully convertible warrants (hereinafter referred to as **"Warrants"**) at an exercise price of ₹116.50/- (Rupees One Hundred Sixteen and Paise Fifty) per underlying equity share of the face value of ₹10/- (Rupees Ten only) (including a premium of ₹106.50/- (Rupees One Hundred Six and Paise Fifty) per Warrant) which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into 1 one equity share of face value of ₹10/- (Rupees Ten only) each (**"Equity Shares"**), aggregating to ₹20,50,40,000/- (Rupees Twenty Crores Fifty Lakhs and Forty Thousand only), for cash, to following persons/entities (**"Proposed Allottees"**) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

S. No.	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of warrants to be offered	Consideration (in Rs.)
1.	Manoj Agarwal	Individual	Promoter	2,80,000	3,26,20,000
2.	Shashank Agarwal	Individual	Promoter	2,90,000	3,37,85,000
3.	Usha Agarwal	Individual	Promoter Group	95,000	1,10,67,500
4.	KSM Exports Limited	Body Corporate	Promoter Group	3,00,000	3,49,50,000
5.	MSA Investment and Trading Company Private Limited	Body Corporate	Promoter Group	3,00,000	3,49,50,000
6.	KPL Packaging Private Limited	Body Corporate	Promoter Group	86,000	1,00,19,000

S. No.	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of warrants to be offered	Consideration (in Rs.)
7.	Raghushree Earning Solutions LLP	Body Corporate	Promoter Group	30,000	34,95,000
8.	Alka Jain	Individual	Non-Promoter	43,000	50,09,500
9.	Sanjeev Kumar Jhunjhunwala HUF	HUF	Non-Promoter	1,72,000	2,00,38,000
10.	Pari Marriage and Higher Education Trust	Trust	Non-Promoter	1,03,000	1,19,99,500
11.	Vatsal Singhal	Individual	Non-Promoter	21,000	24,46,500
12.	Binita Devi Saraogi	Individual	Non-Promoter	10,000	11,65,000
13.	Uma Malani	Individual	Non-Promoter	10,000	11,65,000
14.	Seema Agarwal	Individual	Non-Promoter	10,000	11,65,000
15.	Anil Kumar Khanna	Individual	Non-Promoter	5,000	5,82,500
16.	Anubhav Khanna	Individual	Non-Promoter	5,000	5,82,500
Total				**17,60,000**	**20,50,40,000.00**

"RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be Wednesday, August 21, 2024 (**"Relevant Date"**) being the date which is 30 days prior to the date of Annual General Meeting (**"AGM"**) i.e., Friday, September 20, 2024."

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

i) the proposed allottees of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to ₹35/- (Rupees Thirty-Five only) which is more than 25% (twenty-five per cent) of the price fixed per Warrant in terms of the SEBI ICDR Regulations. The balance ₹81.50/- (Rupees Eighty-One and Paise Fifty) of the Issue Price shall be payable by the Proposed Allottees at the time of exercising the conversion of Warrant.

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

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

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

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

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

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

viii) the resulting quity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting rights etc.

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

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

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

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

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

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

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

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

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

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

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

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

Place : Kanpur
Date : 24th August, 2024

ANKUR SRIVASTAVA
COMPANY SECRETARY

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

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

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

9. The Register of Members and Share Transfer Books of the Company shall remain closed from 14th September, 2024 to 20th September, 2024 (both days inclusive).

10. 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.

11. The members are hereby informed that the Company has transferred the amount of unpaid dividend for the year 2015-16, 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. The details of unpaid dividend are as follows :-

S. No.	Dividend Year	Unpaid Balance as on 31/03/2024 (In ₹)
1.	2016-17	14,77,703.40
2.	2017-18	5,18,102.10
3.	2018-19	5,12,245.80
4.	2019-20	1,69,114.60
5.	2020-21	4,19,863.60
6.	2021-22(Interim)	3,65,403.00
7.	2021-22	4,01,103.00
8.	2022-23	2,97,396.50

Investors are advised to send all un-encashed dividend warrants pertaining to the years shown above to the Company for revalidation along with necessary supporting documents as mandated from time to time. It is further informed that unclaimed/ unpaid dividend pertaining to the Financial Year 2016-17 will become due for transfer to Investor Education and Protection Fund (IEPF) on 22/10/2024.

12. 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.

13. 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, 2024. Therefore, shareholders are requested to please claim their unpaid dividend for earlier years at the earliest.

14. 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.

15. 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.

16. 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.

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

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. SEBI has prescribed Common and Simplified Norms for mandatory furnishing of PAN, KYC and Bank details, Nomination etc. from all the shareholders, holding shares in physical form. Therefore, shareholders holding shares in physical form are requested you to complete your KYC, in case you have not yet updated your details, accordingly.

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 with details of folio number and attaching a self-attested copy of PAN card at secretary@kanplas.com or to grievances@skylinerta.com 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 Exchanges.

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. 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.

25. 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.

26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 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 voting on the date of the AGM will be provided by NSDL.

27. 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.

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

29. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

30. The voting results shall be declared within two working days from the conclusion of the 53rd AGM and the resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions.

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

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

ITEM NO. 3:-

The Board of Directors of your Company, at their meeting held on 9th August, 2024 have, pursuant to the provisions of Sections 196, 197 and 203 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 Shashank Agarwal as Deputy Managing Director for a further period of 3 years w.e.f. 1st September, 2024 to 31st August, 2027 at the remuneration as recommended by the Nomination and Remuneration Committee of the Board.

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 are recommended by the Nomination and Remuneration Committee and mentioned in Resolution no. 3.

Shri Shashank Agarwal holds 1786864 equity shares of the Company. He holds directorships in following Companies:

Other Companies Directorship:

i) KSM Exports Limited
ii) KPL Packaging Pvt. Ltd.
iii) MSA Investment And Trading Company Pvt. Ltd.
iv) Indian Flexible Intermediate Bulk Container Association
v) Merchants Chamber of Uttar Pradesh
vi) Kanplas Earning Solutions Pvt. Ltd.
vii) Valex Ventures Limited (U.K)

Shri Shashank Agarwal aged about 36 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 has been guiding the Company's operations for over 14 years. 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, under his able leadership the company has established itself as a reliable and trust worthy exporter in the European, South and North American Countries.

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, 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. 3. 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. 3 of the Notice for the approval of the members by way of Special Resolution.

ITEM NO. 4:-

The Board of Directors of your Company, at their meeting held on 9th August, 2024 have, pursuant to the provisions of Sections 196, 197 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), subject to the approval of shareholders, re-appointed Shri Sunil Mehta, as Executive Director for a period of 3 years w.e.f. 1st September, 2024 to 31st August, 2027 at the remuneration as recommended by the Nomination and Remuneration Committee of the Board.

The approval of shareholders is required for the re-appointment of Shri Sunil Mehta as 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 are recommended by the Nomination and Remuneration Committee and mentioned in resolution no. 4.

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

Other Companies Directorship:

i) KSM Exports Limited

Shri Sunil Mehta aged about 63 years is a B. Tech (Textile Technology) with over 35 years of experience in the Woven Sack Industry. He has been guiding the operations for over 22 years and has brought various improvements in the production & operations of the Company and helped immensely in the improvement of its performance.

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.

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 Special Resolution.

ITEM NO. 5:-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, in its Meeting held on 28th May, 2024 have re-appointed M/s. Rakesh Misra & Co, Cost Accountants, (Firm Registration No. 000249), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2024-25 at a fee of ₹85,000 subject to TDS and GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the Financial Year 2024-25. As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2025.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

Your Directors recommend passing of above resolutions as an Ordinary Resolution.

ITEM NO. 6:-

The Board of Directors of the Company at their meeting held on Saturday, August 24, 2024, considered and approved the proposal of raising funds by way of the preferential issue of warrants each convertible into a fully paid-up equity share.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars, as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

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

1. The Board of Directors of the Company (**"Board"**) at its meeting held on Saturday, August 24, 2024, subject to the approval of the members by way of Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (**"the Act"**) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (**"SEBI ICDR Regulations"**), of the up to 17,60,000 (Seventeen Lakhs and Sixty Thousand) numbers of fully convertible equity warrants (**"Warrants"**), convertible into an equivalent number of equity shares (i.e. one fully paid-up Equity Share upon conversion of every one Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company, at an exercise price of ₹116.50/- (Rupees One Hundred Sixteen and Paise Fifty) per Equity Share which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations to the proposed allottees (**"Proposed Allottees"**).

2. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue (**"Issue Proceeds"**) towards funding the following objects:

1. **Repayment of Borrowings:** The Company plans to utilise for repayment of certain long-term and short-term borrowings (including interest on such borrowings) availed by the Company.
2. **Working Capital Requirements:** The Company plans to utilise a part of the proceedings to meet its working capital requirements arising out of the operations of the business.
3. **General Corporate Purposes:** Up to 25% (twenty-five per cent) of the Issue Proceeds will be utilised for general corporate purposes, which include, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

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

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

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

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

S. No.	Objectives of the proposed issue	Up-front Amount (₹35/- per warrant)	Utilisation Timeline	Balance Amount (₹81.50/- per warrant)	Utilisation Timeline
1.	Repayment of Borrowings	3,00,00,000	Within 2 months from the date of raising funds	9,50,00,000	Within 6 months from the date of raising funds
2.	Working Capital Requirement	2,00,00,000	Within 2 months from the date of raising funds	3,50,00,000	Within 6 months from the date of raising funds
3.	General Corporate Purposes	1,16,00,000	Within 2 months from the date of raising funds	1,34,40,000	Within 6 months from the date of raising funds
	Total	6,16,00,000		14,34,40,000	

*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds

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

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

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

3. Monitoring of Utilization of Funds

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

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

This Special Resolution authorizes the Board to issue and allot, by way of the preferential issue on a private placement basis, in one or more tranches, in compliance with the SEBI ICDR Regulations, up to 17,60,000 (Seventeen Lakhs and Sixty Thousand) numbers of Warrants, convertible into an equivalent number of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company. Further, no assets of the Company are charged as securities for the said preferential issue.

5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is **Wednesday, August 21, 2024,** the date 30 days prior to the date of the Annual General Meeting (**"AGM"**).

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

Considering that the allotment shall be more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottees, the price, ₹116.50 (Rupees One Hundred Sixteen and Paise Fifty) of the Warrants to be issued and allotted to the Proposed Allottees has been determined taking into account the valuation report dated August 21, 2024, issued by CS Devang S. Thakar, Registered Valuer (SFA) (Registration no. IBBI/RV/03/2022/14881), in accordance with Regulations 164 and 166A of the SEBI ICDR Regulations (**"Valuation Report"**).

The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website www.kanplas.com.

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

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

b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; or

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

The shares of the Company are listed and traded on the main Board of BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**). Higher trading volume has been recorded on NSE during the abovementioned period. As per the trading volume data available on NSE, the shares of the Company are frequently traded.

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

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post-issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

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

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

Price determined as per 90 trading days VWAP on NSE – ₹112.26/-

Price determined as per 10- trading days VWAP on NSE – ₹116.38/-

Price determined as per provisions of Regulation 166A(1) of the SEBI ICDR Regulations: ₹116.38/- (Rupees One Hundred Six and Paise Thirty-Eight).

Accordingly, the Warrants shall be issued at an issue price of ₹116.50/- (Rupees One Hundred Sixteen and Paise Fifty) per Warrant of the face value of ₹10/- each (including a premium of ₹106.50/- (Rupees One Hundred Six and Paise Fifty) per Warrant) which is higher than the issue price as determined as per the SEBI ICDR Regulations.

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

Valuation for consideration other than cash: Not Applicable

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

The Warrants are proposed to be issued for cash at a price of ₹116.50/- (Rupees One Hundred Sixteen and Paise Fifty) per Warrants, including a premium of ₹106.50/- (Rupees One Hundred Six and Paise Fifty) per Warrant aggregating to ₹20,50,40,000/- (Rupees Twenty Crores Fifty Lakhs and Forty Thousand only).

8. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

9. Re-computation of Issue Price

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

10. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to ₹35/- (Rupees Thirty-Five only) per Warrant which is more than 25% (twenty-five per cent) of the total consideration for

the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Warrant balance exercise price equivalent to ₹81.50/- (Rupees Eighty-One and Paise Fifty) of issue price shall be payable by the Proposed Allottees at the time of exercising the Warrant.

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

11. Dues toward SEBI, Stock Exchanges or Depositories:

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

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

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

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

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

S. No.	Name of the Proposed Allottees	Relation with the Company	Maximum no. of warrants to be offered
1.	Manoj Agarwal	Promoter & Chairman, CEO and MD	2,80,000
2.	Shashank Agarwal	Promoter & Executive Director	2,90,000
3.	Usha Agarwal	Member of Promoter Group & Non-Executive Non-Independent Director	95,000
4.	KSM Exports Limited	Promoter Group	3,00,000
5.	MSA Investment and Trading Company Private Limited	Promoter Group	3,00,000
6.	KPL Packaging Private Limited	Promoter Group	86,000
7.	Raghushree Earning Solutions LLP	Promoter Group	30,000

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

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

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

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

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

15. Listing

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

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

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

Category	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(A) Promoters & Promoters Group Shareholding					
(a) Individuals & HUF	83,58,082	38.93	6,65,000	90,23,082	38.85
(b) Bodies Corporate	59,69,138	27.81	7,16,000	66,85,138	28.78
Sub Total (A1)	1,43,27,220	66.74	13,81,000	1,57,08,220	67.63
(A2) Foreign	-	-	-	-	-
Total Promoter shareholding A=A1+A2	1,43,27,220	66.74	13,81,000	1,57,08,220	67.63
(B) Non- Promoters Shareholding					
(B1) Institutions (Domestic)	-	-	-	-	-
(B2) Institutions (Foreign)	-	-	-	-	-
(B3) Central Government/ State Government(s)/ President of India	-	-	-	-	-
(a) Individuals	56,05,732	26.11	1,04,000	57,09,732	24.58
(b) Body Corporate	1,66,477	0.78	-	1,66,477	0.72
(c) Others (Including NRI)	13,67,329	6.37	2,75,000	16,42,329	7.07
Sub Total (B4)	71,39,538	33.26	3,79,000	75,18,538	32.37
Total Public Shareholding B=B1+B2+B3+B4	71,39,538	33.26	3,79,000	75,18,538	32.37
(C) Non-Promoter Non-Public Shareholding	-	-	-	-	-
Grand Total (A+B+C)	2,14,66,758	100.00	17,60,000	2,32,26,758	100.00

Notes:

1. The Pre-preferential shareholding pattern is as of August 16, 2024.
2. The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at item No.1 into equity shares.

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

Sr. No.	Names	PAN	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Pre-preferential holding & (%)	Present issue of Warrants*	Post-preferential holding & (%)
1.	Manoj Agarwal	ACIPA2493H	Not Applicable	21,39,784 (9.97%)	2,80,000	24,19,784 (10.42%)
2.	Shashank Agarwal	AHSPA2382E	Not Applicable	17,86,846 (8.32%)	2,90,000	20,76,846 (8.94%)
3.	Usha Agarwal	ACIPA2487P	Not Applicable	31,14,799 (14.51%)	95,000	32,09,799 (13.82%)
4.	KSM Exports Limited	AAACK5690F	1. Shashank Agarwal (PAN: AHSPA2382E) 2. Usha Agarwal (PAN: ACIPA2487P) 3. Manoj Agarwal (PAN: ACIPA2493H)	11,30,151 (5.26%)	3,00,000	14,30,151 (6.16%)

Sr. No.	Names	PAN	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Pre-preferential holding & (%)	Present issue of Warrants*	Post-preferential holding & (%)
5.	MSA Investment and Trading Company Private Limited	AAACM9661L	1. Shashank Agarwal (PAN: AHSPA2382E) 2. Usha Agarwal (PAN: ACIPA2487P) 3. Manoj Agarwal (PAN: ACIPA2493H) 4. Manjari Agarwal (PAN: AJUPG4254D) 5. Reyaansh Agarwal (PAN: EQNPA1488K) 6. Kaira Agarwal (PAN: EGNPA1650P)	14,22,189 (6.63%)	3,00,000	17,22,189 (7.41%)
6.	KPL Packaging Private Limited	AAACK5691E	1. Shashank Agarwal (PAN: AHSPA2382E) 2. Usha Agarwal (PAN: ACIPA2487P) 3. Manoj Agarwal (PAN: ACIPA2493H) 4. Manjari Agarwal (PAN: AJUPG4254D) 5. Reyaansh Agarwal (PAN: EQNPA1488K) 6. Kaira Agarwal (PAN: EGNPA1650P)	2,415 (0.01%)	86,000	88,415 (0.38%)
7.	Raghushree Earning Solutions LLP	ABAFR7485H	1. Shashank Agarwal (PAN: AHSPA2382E) 2. Usha Agarwal (PAN: ACIPA2487P) 3. Manoj Agarwal (PAN: ACIPA2493H) 4. Manjari Agarwal (PAN: AJUPG4254D) 5. Reyaansh Agarwal (PAN: EQNPA1488K) 6. Kaira Agarwal (PAN: EGNPA1650P)	6,556 (0.03%)	30,000	36,556 (0.16%)
8.	Alka Jain	AAFPJ9601D	Not Applicable	5,22,247 (2.43%)	43,000	5,65,247 (2.43%)
9.	Sanjeev Kumar Jhunjhunwala HUF	AABHS8225C	Sanjeev Kumar Jhunjhunwala (PAN: ACBPJ3727C)	Nil	1,72,000	1,72,000 (0.74%)
10.	Pari Marriage and Higher Education Trust	AACTP5530C	Pari Mehrotra (PAN: JJTPM2765P)	Nil	1,03,000	1,03,000 (0.44%)
11.	Vatsal Singhal	BFVPS1322A	Not Applicable	Nil	21,000	21,000 (0.09%)
12.	Binita Devi Saraogi	AMFPS1718J	Not Applicable	Nil	10,000	10,000 (0.04%)
13.	Uma Malani	ADJPM2408E	Not Applicable	Nil	10,000	10,000 (0.04%)

Sr. No.	Names	PAN	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Pre-preferential holding & (%)	Present issue of Warrants*	Post-preferential holding & (%)
14.	Seema Agarwal	AFMPA9144E	Not Applicable	Nil	10,000	10,000 (0.04%)
15.	Anil Kumar Khanna	ADKPK9899G	Not Applicable	Nil	5,000	5,000 (0.02%)
16.	Anubhav Khanna	CMWPK1959G	Not Applicable	Nil	5,000	5,000 (0.02%)

* The above post-issue shareholding percentage is calculated assuming full conversion of Warrants issued pursuant to the Preferential Issue.

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

18. Lock-in Period

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

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

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

3. The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Manoj Agarwal, Shashank Agarwal, Usha Agarwal, KSM Exports Limited, MSA Investment and Trading Company Private Limited, KPL Packaging Private Limited and Raghushree Earning Solutions LLP, which forms part of Promoter Group of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

4. The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Alka Jain, Sanjeev Kumar Jhunjhunwala HUF, Pari Marriage and Higher Education Trust, Vatsal Singhal, Binita Devi Saraogi, Uma Malani, Seema Agarwal, Anil Kumar Khanna and Anubhav Khanna which forms part of Non-Promoter Category of the Company, shall be subject to fresh lock-in for a period of 6 months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

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

S. No.	Name of Allottee	Current Status	Post Status
1.	Manoj Agarwal	Promoter	Promoter
2.	Shashank Agarwal	Promoter	Promoter
3.	Usha Agarwal	Promoter Group	Promoter Group
4.	KSM Exports Limited	Promoter Group	Promoter Group
5.	MSA Investment and Trading Company Private Limited	Promoter Group	Promoter Group
6.	KPL Packaging Private Limited	Promoter Group	Promoter Group
7.	Raghushree Earning Solutions LLP	Promoter Group	Promoter Group
8.	Alka Jain	Non-Promoter	Non-Promoter
9.	Sanjeev Kumar Jhunjhunwala HUF	Non-Promoter	Non-Promoter
10.	Pari Marriage and Higher Education Trust	Non-Promoter	Non-Promoter
11.	Vatsal Singhal	Non-Promoter	Non-Promoter
12.	Binita Devi Saraogi	Non-Promoter	Non-Promoter
13.	Uma Malani	Non-Promoter	Non-Promoter
14.	Seema Agarwal	Non-Promoter	Non-Promoter
15.	Anil Kumar Khanna	Non-Promoter	Non-Promoter
16.	Anubhav Khanna	Non-Promoter	Non-Promoter

20. Practicing Company Secretary's Certificate

A certificate from M/s Adesh Tandon & Associates, Practicing Company Secretary (Membership No.: 2253), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website www.kanplas.com.

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

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

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

23. Principle terms of assets charged as securities

Not applicable

24. Material terms of raising such securities

All material terms have been set out above.

25. Undertakings

(a) The Proposed Allottees have confirmed that it has not sold any equity shares of the Company during the 90 trading days months preceding the Relevant Date.

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

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

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

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

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

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to Proposed Allottees is being sought by way of a Special Resolution as set out in the said Item No. 6 of the Notice.

The issue of the Warrants under the preferential issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 13 above, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 6 of this Notice.

By order of the Board of Directors

For KANPUR PLASTIPACK LTD.

Place: Kanpur
Date : 24th August, 2024

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	Exports	Profit Before Tax	Net Profit after Tax
2023-24	50,411	36,335	103	36
2022-23	48,125	34,657	265	414
2021-22	63,775	44,535	3,708	2,621

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

iii) There is no foreign investment or collaborators.

iv) Shri Manoj Agarwal and Smt Usha Agarwal being relatives of Shri Shashank Agarwal may be considered as interested. 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 with any other Director.

v) There is no pecuniary relationship with the Company of Shri Shashank Agarwal and Shri Sunil Mehta except as employee and / or shareholder.

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

vii) The past remuneration of the appointee Director is given hereunder:

(₹ In Lacs)

Sl. No.	Name of Director	Past Remuneration per month
1	Shri Shashank Agarwal	₹4,30,000/-
2	Shri Sunil Mehta	₹2,80,000/-

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

ix) The performance of the Company is steady having a track of sound profitability which is expected to increase in future. Although the profitability for the year 2023-24 was affected due to some unavoidable reasons, the years to come are expected to deliver better performance. 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, 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 : 24th August, 2024

ANKUR SRIVASTAVA
COMPANY SECRETARY

Route map of venue of Annual General Meeting:

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

