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

# POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Members,**

NOTICE is hereby given that, pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification or re-enactment thereof for the time being in force, the resolution as set out in this Postal Ballot Notice is proposed to be passed by the members of Kanpur Plastipack Limited by way of Postal Ballot/e-Voting.

The proposed Resolution and Explanatory Statement pertaining to the said resolution setting out all material facts concerning the proposed resolution and the reasons thereto are annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed. The Company has appointed Shri Adesh Tandon of M/s Adesh Tandon & Associates, Practicing Company Secretaries, as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (5:00 PM) on Friday the 19th December, 2025. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Shareholder. No other form or photocopy thereof is permitted.

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Security Depository Limited (NSDL) to provide e-voting facility to its Shareholders. It may be noted that e-voting is optional. In case a Shareholder has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Shareholder votes through e-voting facility as well as sends his/her vote through physical ballot paper, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. For e-voting facility please refer the instructions for e-voting given in the e-voting form.

The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny of postal ballots (including e-voting) within two working days. The Chairman of the Company will announce the results within two working days i.e. on or before Monday, 22nd December, 2025. The said results would be displayed on the website of the Company i.e. www.kanplas.com and shall be intimated to the Stock Exchanges (BSE & NSE) where the shares of the Company are listed.

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

Place : Kanpur
Date : 10th November, 2025

**Ankur Srivastava**
**Company Secretary**

**Proposed Resolution(s):**

**1. To Approve Kanpur Plastipack Limited Employee Stock Option Scheme – 2025.**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ["Companies Act"], Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations, 2021"], relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded for the approval of Kanpur Plastipack Limited Employee Stock Option Scheme – 2025 ("Scheme") and the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 5,00,000 (Five Lakhs) Employee Stock Options ("Options") (or such other adjusted figure for any bonus issue, right issue, stock splits/sub-division, consolidations, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable), exercisable into not more than 5,00,000 (Five Lakhs) Equity Shares ("Shares") of face value of Rs. 10 /- each, on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme."

**"RESOLVED FURTHER THAT** the Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021."

**"RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment of equity shares from the Company."

**"RESOLVED FURTHER THAT** the Committee be and is hereby authorized to issue and allot Shares upon exercise of Options from time to time in accordance with the Scheme and such Shares shall rank pari-passu in all respects with the then existing Shares of the Company."

**"RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, sub-division or consolidation of shares, merger, de-merger, reconstitution, spin-off, amalgamation, reclassification of capital. The outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme."

**"RESOLVED FURTHER THAT** the Board, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."

**"RESOLVED FURTHER THAT** the Board, be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

**"RESOLVED FURTHER THAT** the Board, be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

**2. Confirmation of the Appointment of Independent Director Shri Basant Seth (DIN: 02798529)**

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16, 17(1A) and 25(2) & 25(2A) 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, Shri Basant Seth (DIN: 02798529) who was appointed as Additional Director w.e.f. 10th November, 2025 by the Board of Directors, as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years upto 09th November, 2030, not liable to retire by rotation."

**"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, desirable and expedient to give effect to the above resolution."

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

Place : Kanpur
Date : **10th November, 2025**

**ANKUR SRIVASTAVA**
**COMPANY SECRETARY**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and information for the proposed Special Resolutions are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Shareholders, whose names appear in the Register of Shareholders/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on 14th November, 2025 being the cut-off date.
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Shareholder as on 14th November, 2025.
4. Please read carefully the instructions printed on e-voting form and postal ballot form as well as this Notice for respective mode of voting.
5. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed effectively at a general meeting of the Shareholders.
6. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules and Clause 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to its Shareholders to enable them to cast their votes electronically.
7. In compliance with various MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories/ RTA as on the cut-off date i.e. 14th November, 2025. Physical copies of notice of postal ballot and postal ballot form along with the detailed procedure of e-voting and prepaid business reply envelope are being sent to the shareholders by the permitted mode whose email ids is not registered with the Company as on the Cut-off date. The Copy of Notice along with the detailed procedure of e-voting is also available on the website of the Company www.kanplas.com.
8. Shareholders have option to vote either through e-voting or through the physical Postal Ballot Form. If a shareholder has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Shareholder cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the National Security Depository Limited (NSDL) for facilitating e-voting.
9. The remote e-voting period will commence at 9.00 A.M. on Thursday, 20th November, 2025 and will end at 5:00 p.m. on Friday, 19th December, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently
10. Please return the postal ballot form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (5:00 PM) on Friday, 19th December, 2025. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy of postal ballot form is permitted.
11. The Company has appointed Shri Adesh Tandon of M/s Adesh Tandon & Associates, Practicing Company Secretaries, as Scrutinizer to monitor the e-voting and conducting this Postal Ballot voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny of postal ballots (including e-voting) within two working days. The Chairman of the Company will announce the results within two working days i.e. on or before Monday, 22nd December, 2025.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 19th December, 2025 i.e., the last date specified for the postal ballot / remote e-voting.
14. The said results would be displayed on the website of the Company i.e. www.kanplas.com and shall be intimated to the Stock Exchanges (BSE & NSE) where the shares of the Company are listed.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.

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

**ITEM NO. 1:-**

The Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company. In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Company proposed to introduce its maiden Employee Stock Option Scheme – 2025 in order to reward and retain the employees and to create a sense of ownership and participation amongst them, Company has proposed to adopt Kanpur Plastipack Limited Employee Stock Option Scheme – 2025 ("Scheme"), subject to the approval of the Shareholders in terms of Section 62(1)(b) of the Companies Act, 2013, Regulation 6(1) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The Board of Directors has considered and approved the Scheme at its meeting dated 10th November, 2025. The Scheme shall be implemented through Direct route to extend the benefits to the Eligible Employees by the way of fresh allotment from the Company.

In terms of **Regulation 6(1)** of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **["SEBI (SBEB & SE) Regulations, 2021"]**, and Section 62 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013, the issue of Equity Shares under the captioned Scheme requires approval of the Shareholders by way of a Special Resolution. The Special Resolution set out at **Item No. 1** is to seek your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB &SE) Regulations, 2021 are as under:

**1. Brief Description of the Scheme:**

The Scheme shall be called as Kanpur Plastipack Limited Employee Stock Option Scheme – 2025 ***("Scheme")***.

**The Purpose of the Scheme:**

The Company has structured this Scheme for the Employees. The purpose of the Scheme includes the followings:

i. To motivate and retain the Employees to contribute to the growth and profitability of the Company.

ii. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

iii. To foster a sense of ownership and participation amongst the Employees, allowing them to share in the value they create for the Company in the years to come, and

iv. To provide deferred rewards to Employees.

**2. The total number of Options to be offered and granted under the Scheme:**

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) Options which shall be convertible into equal number of Shares not exceeding 5,00,000 (Five Lakhs) Equity Shares having face value of Rs. 10/- each.

If any Option Granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be added back to the pool and shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Options that can be Granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

**3. Identification of classes of Employees entitled to participate in the Scheme:**

**(i)** An Employee as designated by the Company, who is exclusively working in India or outside India; or

**(ii)** A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

but does not include

**(a)** An Employee who is a Promoter or a person belonging to the Promoter Group; or

**(b)** A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.

**4. Requirement of Vesting and period of Vesting:**

The Vesting Period shall commence from a period of 1 (One) year from the Grant Date and shall extend upto a maximum period of 4 (Four) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

The Vesting Schedule, % of Options to be vested will be clearly defined in the Grant Letter of respective Grantees subject to minimum and maximum Vesting Period as specified above and can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

**5. Maximum period within which the Options shall be vested:**

The maximum period within which the Options shall be vested is 4 (Four) years from the date of grant of such Options.

**6. Exercise Price or Pricing Formula:**

Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

The Committee has the power to provide suitable discount on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of the Share of the Company.

**7. Exercise period and process of Exercise:**

After Vesting, Options can be exercised wholly or partly, within a maximum exercise period of 1 (one) year

from the date of respective Vesting, after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any during the Exercise Window as intimated from time to time to the Grantee.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

**8. Appraisal process for determining the eligibility of the Employees to the scheme:**

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme,the number of Options to be Granted and the terms and conditions thereof.

- **Role**: Employees holding the position of Supervisor and above, based upon the importance and criticality of their role.
- **Longevity of Service:** Employees who have completed a minimum of one (1) year of continuous service with the Company.
- **Other Criteria:** Any additional parameters as may be determined by the Committee, in consultation with the Board of Directors, from time to time.

**9. The Maximum number of Options to be granted per Employee and in aggregate:**

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) Options which shall be convertible into equal number of Shares not exceeding 5,00,000 (Five Lakhs) Equity Shares having face value of Rs. 10/- each.

**10. The Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be available to every Eligible Employee under the Scheme will be the difference between the Market Value of the Company's Share on the Recognized Stock Exchange(s) as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

**11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

**12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The Scheme involves new issue of Equity Shares by the Company.

**13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**15. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies specified in the SEBI (SBEB & SE) Regulations 2021.

**16. The method which the Company shall use to value its Options:**

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

**17. Statement with regard to Disclosure in Director's Report:**

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ***("EPS")*** of the company shall also be disclosed in the Directors' report.

**18. Period of lock-in:**

The Shares allotted to the Grantees pursuant to Exercise of Options shall be subject to no lock-in period from the date of allotment. The Grantee is free to sell the Shares.

**19. Terms & conditions for buyback, if any, of specified securities:**

The Committee has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board of Directors recommends the resolution as set out at **Item no. 1** for your approval as Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

Kanpur Plastipack Limited Employee Stock Option Scheme – 2025 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company i.e. www.kanplas.com or at the registered office of the Company.

**ITEM NO. 2:-**

The Board of Directors, pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013, on the recommendation of Nomination and Remuneration Committee, have appointed Shri Basant Seth (DIN: 02798529), as an Additional Director (Independent) of the Company w.e.f. 10th November, 2025. Your Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Basant Seth for the office of Director of the Company. Shri Basant Seth is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. It is proposed, as recommended by Nomination and Remuneration Committee of the Board, to appoint Shri Basant Seth as an Independent Director of the Company to hold office for a consecutive period of 5 years till 09th November, 2030, not liable to retire by rotation.

The Company has received a declaration from Shri Basant Seth that he is not debarred to be appointed as Director from any of the regulatory authority and he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. He possesses appropriate skills, experience and knowledge and in the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Details as required under regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in terms of secretarial Standard on General Meeting (SS-2), in respect of the Directors seeking appointment / re-appointment are attached and forms part of this notice.

Mr. Basant Seth aged about 73 years is a qualified Chartered Accountant with over four decades of extensive experience in banking, finance, and management. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company to appoint him as a Non Executive - Independent Director and continuation of directorship of Director under Regulation 17(1A) of Listing Regulations. Copy of the draft letter of appointment of Shri Basant Seth as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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. 2 of the Notice.

Your Directors recommend passing of the above resolution as a Special Resolution.

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

Place : Kanpur
Date : **10th November, 2025**

**ANKUR SRIVASTAVA**
**COMPANY SECRETARY**

**Details as required under regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in terms of secretarial Standard on General Meeting (SS-2), in respect of the Directors seeking appointment / re-appointment:**

| | |
|---|---|
| Name of the Director | Shri Basant Seth |
| Age | 62 years |
| Date of First Appointment | 10/11/2025 |
| Nationality | Indian |
| Qualification and Brief Resume / Experience | Mr. Basant Seth is a qualified Chartered Accountant with over four decades of extensive experience in banking, finance, and management. He has held several key leadership and governance positions, including Chairman and Managing Director of the erstwhile Syndicate Bank, Independent Director on the Board of State Bank of India, Public Interest Director at Multi Commodity Exchange of India Limited and India International Depository IFSC Limited, and Deputy Managing Director at Small Industries Development Bank of India (SIDBI). He has also served as Information Commissioner with the Central Information Commission, Government of India. Presently, he serves as an Independent Director on the boards of a few other corporates. |
| Terms and Conditions of Appointment | Appointment as Non Executive Independent Director for a consecutive term of five years. |
| No. of Shares Held | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Not related to any of the Directors on the Board, Manager and other Key Managerial Personnel of the company |
| Number of Meetings of the Board attended during the year | NA |
| Other Companies Directorship | 1. Centrum Capital Limited<br>2. Centrum Wealth Limited<br>3. Lohia Corp Limited<br>4. Idbi Capital Markets & Securities Limited<br>5. Unity Small Finance Bank Limited<br>6. Canbank Factors Limited<br>7. Dharampal Satyapal Limited<br>8. Dharampal Satyapal Foods Limited<br>9. Infomerics Analytics And Research Private Limited |
| Chairmanship /Membership of other Companies Committees | Audit Committee-<br>i. Dharampal Satyapal Limited- Chairman<br>ii. Dharampal Satyapal Foods Limited- Member<br>iii. Lohia Corp Limited- Chairman<br><br>Stakeholders Relationship Committee-<br>i. Lohia Corp Limited- Member<br>ii. Canbank Factors Limited |
| Performance Evaluation Report | NA |

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

**EVEN : 137681**

**The remote e-voting period begins on Thursday, 20th November, 2025 at 9:00 AM and ends on Friday, 19th December, 2025 at 5:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**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:

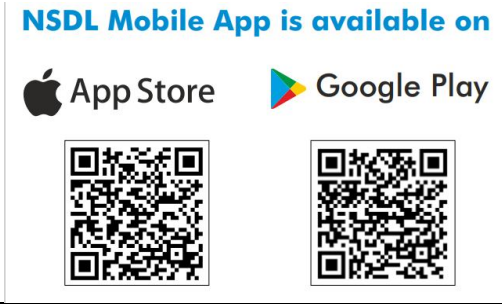
**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| ***Type of shareholders*** | ***Login Method*** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL**and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|---|
| |  |
| Individual Shareholders holding securities in demat mode with CDSL | Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.<br>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote.<br>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.<br>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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>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>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>For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use 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 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 in **process 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 etc.
   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.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle / General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
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.