KANPUR PLASTIPACK LTD
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REGD OFFICE & WORKS
D-19-20, PANKI IND.AREA,
P.O.UDYOG NAGAR
KANPUR – 208 022
INDIA

19/04/2019

The Department of Corporate Services
The Bombay Stock Exchange Limited
25th Floor, P. J. Towers,
Dalal Street, Fort,
MUMBAI-400 001

Scrip Code : 507779

Sub.:- Submission of Proceedings of Extra-Ordinary General Meeting.

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find attached herewith proceedings of the 1/2019-20 Extra-Ordinary General Meeting of the Company.

Kindly take this on record and oblige.

Thanking you,

Yours faithfully,
For **Kanpur Plastipack Limited**

(Ankur Srivastava)
Company Secretary

PROCEEDINGS OF THE 1/2019-20 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON THURSDAY, THE 18TH DAY OF APRIL, 2019 AT 1:00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT D-19-20, PANKI INDUSTRIAL AREA, KANPUR-208022 UNDER REGULATION 30 OF THE SEBI(LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Members Attended: 35 Members personally present at the Meeting.

Meeting started at 1:05 PM and concluded at 1.50 PM.

Quorum: The requisite quorum under Section 103 of the Companies Act, 2013 was present.

Shri Mahesh Swarup Agarwal Chaired the meeting and after ascertaining that the requisite Quorum for the Meeting was present, the Chairman called the Meeting to order.

The Chairman welcomed the members and informed that the Registers of Directors' Shareholding are open and will remain accessible to the members for inspection during the continuance of the meeting.

The Chairman then delivered his speech.

The Chairman informed the shareholders that in compliance of the provisions of the Companies Act, 2013 and SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 your Company had provided the facility to the shareholders to exercise their voting rights through electronic voting. Consequently, there would not be any voting on the resolutions through show of hands. However, for the benefit of the shareholders, who were present in the meeting and who had not voted electronically, poll would be conducted. For conducting poll, in the fair and transparent manner your Company had appointed Shri Adesh Tandon of Adesh Tandon and Associates as the scrutinizer.

It was then clarified that if the shareholder had already casted his vote through electronic voting, such shareholder should not vote through poll.

The Chairman informed the Shareholders the requirements and necessity to hold the extraordinary general meeting and placed before the meeting the following resolutions for which electronic voting have already taken place:

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ITEM NO. 1: Special Resolution

APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF SHRI MAHESH SWARUP AGARWAL, CHAIRMAN EMERITUS (DIN: 00550799):

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") as inserted by SEBI (Listing Obligation and Disclosure Requirement) (Amendment) Regulations, 2018 and other applicable regulations of the Listing Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, the Consent of the members be and is hereby accorded to continue the directorship of Shri Mahesh Swarup Agarwal (DIN: 00550799) who has attained the aged of about 91 years, w.e.f. 01st April, 2019, as a Non Executive Director of the Company holding the post of Chairman Emeritus."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(ca) and other applicable regulations of Listing Regulation, as amended from time to time, Section 197, 198 and other applicable provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, the Consent of the members be and is hereby accorded for the payment of ₹ 1,50,000/- per month being given as Honorarium to Shri Mahesh Swarup Agarwal (DIN: 00550799), Chairman Emeritus who is the only Non executive Director to whom the Company is paying monetary benefit in addition to the sitting fee in the form of Honorarium."

"RESOLVED FURTHER THAT Shri Manoj Agarwal (DIN: 00474146), Managing Director and / or Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution."

ITEM NO. 2: Special Resolution

APPROVAL FOR CONTINUATION OF DIRECTORSHIP AND CONSENT FOR RE-APPOINTMENT OF SHRI RAM GOPAL BAGLA, NON EXECUTIVE INDEPENDENT DIRECTOR (DIN: 00135348):

"**RESOLVED THAT** in furtherance of the ordinary resolution passed by the members of the Company as on 13.08.2018for the appointment of Dr. Ram Gopal Bagla (DIN: 00135348) as a Non Executive Independent Director w.e.f. 25.05.2015 for a consecutive period of 5 years upto 31.03.2020 and pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") as inserted by SEBI (Listing Obligation and Disclosure Requirement) (Amendment) Regulations, 2018 and other applicable regulations of the Listing Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, the Consent of the members be and is hereby accorded to continue the directorship of Dr. Ram Gopal Bagla (DIN: 00135348) aged about 79 years, w.e.f. 01st April, 2019, as a Non Executive Director of the Company."

"**RESOLVED THAT** pursuant to the provisions of Section 149(10) 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and other applicable regulations of Listing Regulations, as amended from time to time including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, the Consent of the members be and is hereby accorded to re-appoint Dr. Ram Gopal Bagla for a further period of 5 consecutive years as Independent Director after completion of his existing term of 5 years on 31/03/2020 whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Shri Manoj Agarwal (DIN: 00474146), Managing Director and / or Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution."

ITEM NO. 3: Special Resolution

APPROVAL FOR APPROVAL AND RATIFICATION OF THE RE-APPOINTMENT OF SHRI PREM SINGH KHAMESRA, NON EXECUTIVE INDEPENDENT DIRECTOR (DIN: 00049162):

"**RESOLVED THAT** pursuant to the provisions of Section 149(6) read with Section 149(10) 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and other applicable regulations of Listing Regulations, as amended from time to time, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, Consent of the members be and is hereby accorded for the approval and ratification of the re-appointment of Shri Prem Singh Khamesra (DIN: 00049162), for a further period of 5 consecutive years as Independent Director w.e.f. 01/04/2019 to 31/03/2024 whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Resolution passed by the Board of Directors dated 01/02/2019 for the appointment of Shri Prem Singh Khamesra (DIN: 00049162) for a further period of 5 consecutive years as Independent Director w.e.f. 01/04/2019 to 31/03/2024 be and is hereby ratified."

"RESOLVED FURTHER THAT Shri Manoj Agarwal (DIN: 00474146), Managing Director and / or Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution."

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ITEM NO. 4: Special Resolution

APPROVAL FOR APPROVAL AND RATIFICATION OF THE RE-APPOINTMENT OF SHRI SUBODH KUMAR, NON EXECUTIVE INDEPENDENT DIRECTOR (DIN: 06933864):

"**RESOLVED THAT** pursuant to the provisions of Section 149(6) read with Section 149(10) 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and other applicable regulations of Listing Regulations, as amended from time to time, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, Consent of the members be and is hereby accorded for the approval and ratification of the re-appointment of Shri Subodh Kumar (DIN: 06933864), for a further period of 5 consecutive years as Independent Director w.e.f. 01/04/2019 to 31/03/2024 whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Resolution passed by the Board of Directors dated 01/02/2019 for the appointment of Shri Subodh Kumar (DIN: 06933864) for a further period of 5 consecutive years as Independent Director w.e.f. 01/04/2019 to 31/03/2024 be and is hereby ratified."

"RESOLVED FURTHER THAT Shri Manoj Agarwal (DIN: 00474146), Managing Director and / or Shri Ankur Srivastava (Membership no. F8537), Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution."

ITEM NO. 5: Special Resolution

APPROVAL FOR REISSUE / CANCEL / DISPOSE OFF THE FORFEITED SHARES :

"RESOLVED THAT pursuant to provisions of the Companies Act, 2013 and rules made there under (including any amendments thereto or re-enactment thereof) read with the Letter of Offer dated 30th December, 2017 in respect of Rights Issue of 23,87,774 partly paid up equity shares, the provisions in the Memorandum and Articles of Association of the Company, applicable regulations of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**ICDR Regulations**") and such other applicable guidelines/rules/regulations/ circulars issued by Securities and Exchange Board of India from time to time, the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"),the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Reserve Bank of India ("**RBI**"), and Regulation 41(4) and other regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**"), the consent of the Shareholders be and is hereby accorded to Board of Directors (The Board including any committee thereof) to cancell / re-issue / disposed off the 14,081 partly paid up equity shares as forfeited by the Board of Directors in its meeting held on 18th March, 2019 to any person on such terms and conditions and in such manner as the Board may deed fit.

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"RESOLVED FURTHER THAT, all the re-issued equity shares as aforesaid to be issued and allotted in a manner as stated above shall rank *pari passu* in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT, the Board of Directors hereby authorize Shri Manoj Agarwal, Managing Director and Shri Ankur Srivastava, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to the above resolution and/ or otherwise considered by them in the best interest of the Company."

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The scrutinizer report received on 19/04/2019 confirmed that all the resolutions put to vote as above have been passed with the requisite majority.