

# NOTICE

NOTICE is hereby given that the 48<sup>th</sup> ANNUAL GENERAL MEETING of Members of M/S KANPUR PLASTIPACK LIMITED will be held at its Registered Office at D-19-20, Panki Industrial Area, Kanpur – 208 022 on Thursday, the 12<sup>th</sup> day of September, 2019 at 12:00 Noon to transact the following businesses:

## Ordinary Business:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of Auditors and Directors thereon;
2. To consider declaration of Dividend;
3. To appoint a Director in place of Shri Shashank Agarwal (DIN: 02790029), who retires by rotation and being eligible, offers himself for re-appointment;

## Special Business:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 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 be and is hereby reappointed as Executive Director for a period of 5 years w.e.f. 1<sup>st</sup> September, 2019 to 31<sup>st</sup> August, 2024 on the following terms and conditions as recommended by the Remuneration and Nomination Committees:-

1. Remuneration: ₹ 1,80,000 /- ₹ 25,000/- ₹ 2,80,000/- per month (Revised terms of appointment shall be effective w.e.f. 01/01/2020 and the increment will be due on 1<sup>st</sup> January each year).
2. Self Development Allowance: ₹ 25,000/- per month.
3. Fixed Performance Incentive: ₹ 5,00,000/- 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 annual salary, subject to an overall ceiling as mentioned hereunder:

- 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 ₹ 12,000/-.
- vi) Company's contribution towards Provident Fund as per the Rules of the Company but not exceeding limits as prescribed under the Government regulations from time to time.
- vii) Company's contribution towards Superannuation Fund as per the rules of the Company but it shall not together with the Company's contribution to Provident Fund exceed 25% of the salary. Contribution to Provident Fund and Superannuation Fund not 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 10% 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, Managing Director and Shri Ankur Srivastava, 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."

**5. To consider and if thought fit to pass with or without modification(s) the following resolution as a Ordinary 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) and applicable Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Shri Dharam Bir Prasad (DIN: 08453624) who was appointed as Additional Director w.e.f. 27.05.2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years upto 26.05.2024, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** Shri Manoj Agarwal, (DIN: 00474146) Managing Director and Shri Ankur Srivastava, (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."

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded in favour of the Board of Directors of the Company to borrow moneys from time to time notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) will exceed aggregate of paid up share capital of the Company its free reserves and security premium, that is to say, reserves not set apart for any specific purpose, mortgaging and/or charging, on such terms and conditions and at such time or times and in such form the whole or substantially the whole of the Company's undertakings, including the present and/or future properties, whether movable or immovable (including equipment under delivery contracts for expansion projects) tangible or intangible comprised in any existing or new undertaking or undertakings of the Company as the case may be in favour of the Lenders, Financial Institutions, Banks, for securing the borrowings of the Company availed/to be availed by way of loan(s), from time to time, upto the limit not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) together with the interest on the principal amounts at the respective agreed rates and all other monies payable by the Company in terms of loan agreement(s), and/or any other deed(s) or document(s) entered into/to be entered into between the Company and the lender(s)/ financial institution(s), bank(s), etc., in respect of their respective loans/borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors of the Company (including any Committee thereof) and the lender(s)/financial institution(s)/bank(s), etc."

**"RESOLVED FURTHER THAT** Shri Manoj Agarwal, Managing Director (DIN: 00474146), Shri Shashank

Agarwal, Deputy Managing Director (DIN: 02790029) and Shri Ankur Srivastava, Company Secretary (Membership NO. F8537) be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things as may deemed necessary, desirable or expedient to give effect to for implementing of the above resolution or otherwise considered to be in the best interests of the Company."

**7. To consider and if thought fit to pass with or without modification(s) the following resolution as a 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), M/s Rakesh Misra & Company, Cost Auditors 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 ending 31<sup>st</sup> March, 2020, be paid ₹85,000/- as the remuneration to conduct the Cost Audit for the year 2019-20."

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

Place : Kanpur  
Date : 1<sup>st</sup> August, 2019

**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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. A statement pursuant to section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the Annual General Meeting is annexed hereto.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
8. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) and Bank Details by every shareholder, accordingly, shareholders are requested to please update PAN and Bank details to their Depository Participant in case of Demat holding. Members holding shares in physical form may submit the Pan and Bank details to the Company or its registrar.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 06<sup>th</sup> September, 2019 to 12<sup>th</sup> September, 2019 (both days inclusive). The entitlement to dividend on shares, if declared, will be determined on the basis of names registered in the Register of Members of the Company after giving effect to the valid share transfers in physical form lodged with the Company on or before 6<sup>th</sup> September, 2019 and the beneficial owners as per the Beneficiary List at the close of the business hours on 6<sup>th</sup> September, 2019 as provided by NSDL and CDSL.
10. The members are hereby informed that the Company has transferred the amount of unpaid dividend for the year 2010-11, which remained unpaid over a period of 7 years, to the Investor Education and Protection Fund (IEPF) constituted under Section 125 of the Companies Act, 2013. It is pertinent to mention that no claim of

investors shall lie against IEPF. The details of unpaid dividend are as follows :-

<b>Sl. No.</b>	<b>Dividend Year</b>	<b>Unpaid Balance as on 31/03/2019 (In ₹)</b>
1	2011-12	5,14,389.00
2	2012-13	5,37,686.00
3	2013-14	6,43,694.40
4	2014-15	6,96,946.80
5	2015-16 (Interim)	7,30,532.40
6	2015-16	3,50,286.00
7	2016-17	14,92,755.00
8	2017-18	5,13,109.80

Investors are advised to send all un-encashed dividend warrants pertaining to the years shown above to the Company for revalidation. It is further informed that unclaimed/ unpaid dividend pertaining to the Financial Year 2011-12 will become due for transfer to Investor Education and Protection Fund (IEPF) on 20.10.2019.

11. Pursuant to the provisions of Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), 'Equity Shares', on which Dividend has not been claimed for a continuous period of 7 years, will be transferred to Investor Education and Protection Fund (IEPF) Suspense Account constituted under Section 125 of the Companies Act, 2013. It is pertinent to mention that no claim shall lie against the Company, though Shareholders have the right to claim the underlying shares from IEPF Suspense Account in the manner prescribed in the IEPF Rules.
12. Notices have been served to the individual shareholders whose shares are liable to be transferred to IEPF Suspense Account. The underlying shares will be transferred to the IEPF Suspense Account in October, 2019. Therefore, shareholders are requested to please claim their unpaid dividend for earlier years at the earliest.
13. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholdings into one folio.
14. Members having any query(ies) relating to this Annual Report are requested to send their questions to Registered Office of the Company at least 7 days before the date scheduled for Annual General Meeting.
15. Members who hold shares in physical form are requested to intimate to the Company Bank mandate under the signature of Sole/first named joint shareholder specifying Bank's name, Name and Address (with PIN No.) of the Branch, Account Type - Saving (SA) or Current (CA), Account No.
16. SEBI has amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated 8<sup>th</sup> June, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Accordingly, with effect from 1<sup>st</sup> April, 2019, transfer of securities would be carried in dematerialized form only.
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. Electronic copy of the Annual Report is being sent to all Members whose email IDs are registered with the Company / Depository Participants (DP) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to [secretary@kanplas.com](mailto:secretary@kanplas.com) mentioning your folio/DP ID and Client ID. Annual Report is also available on the website of the Company at [www.kanplas.com](http://www.kanplas.com).
21. Members holding shares in physical mode are requested to register their email IDs with the Company or its Registrar & Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd., D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase -I, New Delhi -110020 and Members holding shares in demat mode are requested to register/update their email ID's with their respective Depository Participants (DP) in case the same is still not registered.
22. Members are also requested to notify any changes in their email ID or Bank Mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or Bank mandates or address to their Depository Participants.

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

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

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

26. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Annual General Meeting.

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

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

29. The facility for voting, either through electronic voting system or ballot or Polling Paper shall also be made available at the meeting and members attending the

meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

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

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

**ITEM NO. 4**

The Board of Directors of your Company, at their meeting held on 27<sup>th</sup> May, 2019 had, 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 5 years w.e.f. 1<sup>st</sup> September, 2019 till 31<sup>st</sup> August, 2024 at the remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Shri Sunil Mehta aged about 58 years is a B. Tech (Textile Technology) with over 30 years of experience in the Woven Sack Industry. He joined the Company in the year 2002 and has brought various improvements in the production & operations of the Company and helped immensely in the improvement of its performance.

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 as Executive Director are recommended by the Nomination and Remuneration Committee and mentioned in resolution no. 4.

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

**Other Companies Directorship:**

a. KSM Exports Limited

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



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

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend passing of above resolutions as Special Resolution.

#### **ITEM NO. 5**

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and to further strengthen the Board of Directors, on the recommendation of Nomination and Remuneration Committee, your Directors have appointed Shri Dharam Bir Prasad (DIN: 08453624), as an Additional Director of the Company w.e.f. 27.05.2019. Your Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Dharam Bir Prasad for the office of Director of the Company. Shri Dharam Bir Prasad 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 Dharam Bir Prasad as an Independent Director of the Company to hold office for a consecutive period of 5 years till 26<sup>th</sup> May,, 2024, not liable to retire by rotation.

The Company has received a declaration from Shri Dharam Bir Prasad 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.

Shri Dharam Bir Prasad (aged about 64 years) is a M.Sc. in Nuclear Physics and MBA (Hons.) from Lucknow University. He retired after 35 years of Service to the Banking Industry. He was last posted as the General Manager and Principal of the State Bank of India, Staff Training Academy, Gurugram. He also gained wide experience in International Banking and Treasury Operations during a Four- and half-year stint in Frankfurt as Vice President (control). He has also worked in the areas of Core Banking Solutions, Credit and NPA management, HR & Training. He is a prolific speaker and covers subjects like soft skills, leadership qualities and current economy.

Shri Dharam Bir Prasad does not hold any shares of the Company.

#### **Other Companies Directorship:**

Nil

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director. Copy of the draft letter of appointment of Shri Dharam Bir Prasad 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. 5 of the Notice.

Your Directors recommend passing of the above resolution as an Ordinary Resolution.

#### **ITEM NO. 6**

Under the provisions of Section 180(1)(a) & 180(1)(c) of the Companies Act, 2013 and the Rules made thereunder it is required to obtain the consent of the members of the Company in favour of the Board of Directors of the Company to borrow moneys from time to time notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) will exceed aggregate of paid up share capital of the Company its free reserves and security premium, that is to say, reserves not set apart for any specific purpose, mortgaging and/or charging, on such terms and conditions and at such time or times and in such form the whole or substantially the whole of the Company's undertakings, including the present and/or future properties, whether movable or immovable (including equipment under delivery contracts for expansion projects) tangible or intangible comprised in any existing or new undertaking or undertakings of the Company as the case may be in favour of the Lenders, Financial Institutions, Banks, for securing the borrowings of the Company availed/to be availed by way of loan(s), from time to time, upto the limit not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) together with the interest on the principal amounts at the respective agreed rates and all other monies payable by the Company in terms of loan agreement(s), and/or any other deed(s) or document(s) entered into/to be entered into between the Company and the lender(s)/financial institution(s), bank(s), etc., in respect of their respective loans/borrowings and containing such specific terms and conditions and covenants

in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors of the Company (including any Committee thereof) and the lender(s)/financial institution(s)/bank(s), etc.

It is, therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to Borrow money and for creation of charges / mortgages / hypothecations for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only).

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as shareholders.

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

#### **ITEM NO. 7**

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 01<sup>st</sup> August, 2019 has 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 2019-20 at a fee of ₹ 85,000 subject to TDS and GST etc., as applicable, as remuneration for cost audit services for the Financial Year 2019-20. 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2020.

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. 7 of this Notice.

Your Directors recommend passing of above resolutions as Ordinary Resolution.

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

Place : Kanpur  
Date : 1<sup>st</sup> August, 2019

**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 :

Year	(₹ in Lacs)		
	Sales & Other Income	Operating Profit	Net Profit after Tax
2018-19	33,420	3,793	1,620
2017-18	28,519	3,486	1,592
2016-17	24,636	3,411	1,446

- ii) The Export performances of the Company are ₹ 19,690 Lacs, ₹ 22,100 Lacs and ₹ 22,220 Lacs during 2016-17, 2017-18 and 2018-19 respectively.
- iii) The figures of previous year have been re-grouped / re-casted wherever found necessary.
- iv) There is no foreign investment or collaborators.
- v) Shri Mahesh Swarup Agarwal is the father of Shri Manoj Agarwal and grandfather of Shri Shashank Agarwal. Smt. Usha Agarwal is the mother of Shri Shashank Agarwal.
- vi) Shri Sunil Mehta does not have any pecuniary relationship with the Company except as an employee.
- vii) The background and other details of Shri Sunil Mehta are provided in the Explanatory Statement of the Notice.
- viii) The past remuneration of Shri Sunil Mehta was ₹ 1,60,000/- p.m. plus other perks.
- ix) In the industry, it is a normal trend of providing remuneration to the Chief Executives about ₹ 50 Lacs plus other perks and commission linked with the profits of the Company. With the exemplary efforts of Shri Sunil Mehta, performance of the Company has remarkably improved and their proposed remuneration does not exceed the industry norm.
- x) The Company has earned profits after tax to the tune of ₹ 1,620 Lacs during the financial year ended 31/03/2019 and as such having a sound profitability which is expected to increase in future. The phrase "inadequate profits" is only indicative that whenever the salary payable to the managerial personnel exceeds the limits provided by section 197 of the Companies Act, 2013 and therefore, the provisions of section II of part II of Schedule V of the said act become applicable.

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

Place : Kanpur  
Date : 1<sup>st</sup> August, 2019

**Ankur Srivastava**  
Company Secretary



## Paper less compliance of Corporate Governance- Green Initiative of MCA

Dear Shareholder,

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

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

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

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

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

Sd/-  
**(Ankur Srivastava)**  
Company Secretary & Compliance Officer

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

**Route map of venue of Annual General Meeting:**

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

